



# MAHARASHTRA SEAMLESS LIMITED

**CORPORATE OFFICE :** Plot No. 30, Institutional Sector-44, Gurgaon-122 002 Haryana (India)  
Phone No. : 91-124-4624000, 2574326, 2574325, 2574728 • Fax : 91-124-2574327  
E-mail : [contact@mahaseam.com](mailto:contact@mahaseam.com) Website : [www.jindal.com](http://www.jindal.com)  
CIN No: L99999MH1988PLC080545

09<sup>th</sup> October, 2017

Ref: MSL/G/SEC/SE/2017-18/

**BSE LIMITED**  
**CORPORATE RELATIONSHIP DEPARTMENT**  
1<sup>ST</sup> FLOOR, NEW TRADING RING  
ROTUNDA BUILDING, P J TOWERS  
DALAL STREET, FORT,  
MUMBAI - 400 001  
Fax No. 022-22723719/2037/39

Stock Code : 500265  
Scrip ID : MAHSEAMLES

Sub.: Annual Report

Dear Sir,

As per Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Annual Report of the Company for the Financial Year 2016-17 for your information and records.

Thanking you,

Yours faithfully,

For **MAHARASHTRA SEAMLESS LIMITED**

  
**D.C. GUPTA**  
V.P. & Company Secretary

CC: National Stock Exchange of India Ltd.,  
"Exchange Plaza", C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051  
Fax No. 022-26598237/38/347/48

**JINDAL**  
D.P. JINDAL GROUP

**REGD. OFF. & WORKS :** Pipe Nagar, Village, Sukeli, N.H.17, B.K.G. Road, Taluka-Roha, Distt. Raigad-402 126 (Maharashtra)  
Phone : 02194-238511, 238512, 238567, 238569 • Fax : 02194-238513

**MUMBAI OFFICE :** 402, Sarjan Plaza, 100 Dr. Annie Besant Road, Opp. Telco Showroom, Worli, Mumbai-400 018  
Phones : 022-2490 2570 /72 /74 • Fax : 022-2492 5473

**HEAD OFFICE :** 5, Pusa Road, 2nd Floor, New Delhi-110005 Phones : 011-28752862, 28756631 Email : [jpdelhi@bol.net.in](mailto:jpdelhi@bol.net.in)

**KOLKATA OFFICE :** Sukhsagar Apartment, Flat No. 8A, 8th Floor, 2/5, Sarat Bose Road, Kolkata - 700 020  
Phone : 033-2455 9982, 2454 0053, 2454 0056 • Fax : 033 - 2474 2290 E-mail : [msl@cal.vsnl.net.in](mailto:msl@cal.vsnl.net.in)

**CHENNAI OFFICE :** 3A, Royal Court. 41, Venkatnarayana Road, T. Nagar Chennai-600017  
Phone : 044-2434 2231 • Fax : 044-2434 7990



Annual Report-2016-17

**Victory**  
**belongs to most**  
**persevering**



**To achieve great  
things, Great effort  
is necessary**

In order to achieve great things, great efforts are necessary and it has been visible in our financial results. All this became possible with an improvement in operational efficiency and cost cutting measures. The imposition on Anti-Dumping Duty has helped us a lot to utilize our production capacity.

# Executive Chairman Statement



Dear Shareholders,

My warm greetings to all of you. It gives me great pleasure to once again reach you through this annual report. This has been an exciting year for the MSL and we have delivered a strong financial and operational performance. We continued to focus on cost optimisation and productivity enhancement.

Over the years, the company has shown tremendous resilience by continuing re-inventing itself to meet the dynamic requirements of the Customers. MSL continues to be a leading player in the Seamless Pipe industry.

At MSL we strongly believe in India's Growth Story. We have implemented multiple initiatives, improved process efficiencies to enhance our preparedness to reap the benefit from the initiatives of Government.

The Government's focus on Infrastructure Development in the Oil and Gas sector, Power Sector, Roads and other infrastructure spending will boost the socio-economic development and create demand for your company's products. India is one of the fastest growing economies and in the next few years will definitely see renewed growth.

The Government of India, in order to encourage domestic industry, with the objective of building a globally competitive industry and increasing per capita consumption, has come out with a National Steel Policy 2017. The Ministry of Steel also released a policy for providing preference to domestically manufactured Iron and Steel products in Government procurement. This will help create domestic demand and pave the way for the country's economic as well as steel industry's growth.

MSL has been consistently investing on its trading partners to increase its market presence .MSL products are available throughout the country marketed by our channel partners.

Our efforts involves frequent channel partners meets meets, Incentive programmes, Recognition by awards and various ATL and BTL activities on time to time basis. The company also maintains a healthy relations with its actual users/buyers by providing a world class service through dedicated team of marketing professionals. Keeping in line with latest marketing trends MSL utilizes Digital Marketing skills through search engine optimization ( SEO ). It help us to increase our reach to the entire world through digital platform.

Due to extraordinary Trust displayed by our customers and our channel partners , and our thrust on 'No Compromise on Quality "IBC INFOMEDIA USA recognised 'Jindal Star" a brand of D P Jindal group with the title of "India's Most trusted Brand" for 2016.

The values and behaviours at MSL have inculcated a deeper sense of connect and engagement for its people .Our passion and determination backed by committed manpower remains the driving force to take MSL ahead.MSL nurtures its people by emphasising on learning and development, career progression and employee welfare. The company's commitment towards providing a healthy and safe work environment to its employees forms the foundation of its safety process.

Beyond business, we are laser focused towards our social responsibility.We believe sharing knowledge and giving back to the society as our duty towards making a positive impact to the lives we touch.We have initiated many welfare schemes to develop sustainable lives around our business premises.The impact is visible in many vital areas such as healthcare & education and animal welfare activities.

I am confident of MSL's continued status as the leader in the Seamless Pipe Industry in India and of upholding the trust of our customers, shareholders and partners along with sustaining the long-term commitment of our employees. On behalf of the Board, I would like thank every member of my team and our Stakeholders for their efforts, contributions and we look forward to 'outperform' in the coming years.

Thank you

D P JINDAL

## Message from the Managing Director



Dear Shareholders,

Your Company is back on track to perform as it had done in the recent past. MSL is a blue-chip company and it wants to achieve more milestones in the future we believe in constant innovation and research to set new standards of customer service and product quality.

MSL has captured significant market share in India by putting in an anti-dumping duty on Chinese imports in the last year. We have also done good business in the export market in Canada and Mexico besides countries in Latin America like Colombia. Oil prices are likely to remain stable in the near term and we expect the demand for pipes in domestic oil and gas sector to remain buoyant. Infrastructure sector is expected to do well with the government supporting projects for pipelines meant for cross-country applications and other engineering applications like boilers and power plants. We believe in having happy customers who value our product and also happy shareholders who benefit with the growth and performance of the company. MSL is a very delicately managed company with prudent financial management and strong employee discipline. Our state-of-the-art facilities and modern office infrastructure make us a pleasant place to work. MSL is the company with a bold vision and a strong focus on the future. We have commissioned a new Solar project in Rajasthan and we are also planning a captive



solar project for our MSL seamless and welded facilities in Nagothane, this will significantly reduce cost of power and make us more competitive in our pricing strategy. MSL believes in a competitive environment with a healthy growth for all competitors and a level playing field so that there is efficient performance by all players and there is no unjustified means of making profit. MSL has taken exposure in the drilling business by taking Equity participation in our group companies.

We have strong relations with our bankers suppliers customers and collaborators We wish to reward our shareholders with handsome dividends like we have done in the past despite Stiff market conditions. MSL has been able to control costs through efficient management and also through outside consultancy. We are confident that we shall be able to achieve more milestones in the coming future and make our environment within our company and also externally more friendly and safe and more healthy for the future generations.

Thank you

Saket Jindal





## **CONTENTS**

Directors' Report	11
Corporate Governace Report	33
Management Discussion & Analysis	44
Standalone Financial Statements	47
Consolidated Financial Statements	89
Notice	125



**BOARD OF DIRECTORS**

D. P. JINDAL                      Executive Chairman  
SAKET JINDAL                    Managing Director  
U. C. AGARWAL  
P. N. VIJAY  
SANJEEV RUNGTA  
Dr. ROMA KUMAR  
S. P. RAJ  
S. K. SINGHAL                    Wholetime Director

**AUDIT COMMITTEE**

U. C. AGARWAL                   Chairman  
D. P. JINDAL  
SANJEEV RUNGTA  
P. N. VIJAY

**CFO**

ASHOK SONI

**VP & COMPANY SECRETARY**

D. C. GUPTA

**AUDITORS**

Kanodia Sanyal & Associates  
New Delhi

**BANKERS**

HDFC Bank Limited  
IndusInd Bank Ltd.  
Yes Bank  
Standard Chartered Bank  
ICICI Bank Limited  
State Bank of India  
Kotak Mahindra Bank  
Axis Bank  
DBS Bank Ltd.  
Deutsche Bank

**REGISTERED OFFICE**

Pipe Nagar, Village-Sukeli,  
N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. Raigad - 402 126, Maharashtra

**HEAD OFFICE**

2nd Floor, 5 Pusa Road,  
New Delhi-110 005

**CORPORATE OFFICE**

Jindal Corporate Centre  
Plot No. 30, Institutional Sector 44,  
Gurgaon - 122 002, Haryana

**MUMBAI OFFICE**

402, Sarjan Plaza,  
100, Dr. Annie Besant Road,  
Opp. TELCO Showroom,  
Worli, Mumbai - 400 018

**KOLKATA OFFICE**

Sukhsagar Apartment,  
Flat No. 8A, 8th Floor,  
2/5, Sarat Bose Road,  
Kolkata - 700 020

**CHENNAI OFFICE**

3A, Royal Court,  
44, Venkatanarayan Road,  
T. Nagar, Chennai - 600 017

**WORKS:**

**1. SEAMLESS & ERW PIPES**

- Pipe Nagar, Village-Sukeli,  
N.H. 17, B.K.G. Road, Taluka  
Roha,  
Distt. Raigad - 402 126,  
Maharashtra

- D 114, Industrial Area,  
Vile Bhagad, Taluka Mangaon,  
Distt. Raigad, Maharashtra

**2. WIND POWER:**

Village Nivkane, Taluka Patan,  
Distt. Satara, Maharashtra

**3. SOLAR POWER:**

Pokaran, Distt.- Jaisalmer,  
Rajasthan

Durjani, Distt.- Jodhpur,  
Rajasthan

Website: [www.jindal.com](http://www.jindal.com)

**DIRECTORS' REPORT**

To the Members,

Your Directors are pleased to present the 29th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March, 2017.

**FINANCIAL RESULTS**

The highlights of the financial results are as under:

(₹ in crore)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>Revenue from Operations</b>	<b>1569.91</b>	1108.70
Other Income	85.01	94.63
<b>Total Revenue</b>	<b>1654.92</b>	1203.33
<b>Profit before Tax</b>	<b>225.71</b>	54.16
Provision for Taxation		
- Current	84.60	13.66
- MAT Credit	-	(0.06)
- Deferred Tax	(5.83)	3.00
- Earlier years	1.42	6.08
<b>Profit after Tax</b>	<b>145.52</b>	31.48
Other Comprehensive Income	0.19	0.36
<b>Total Comprehensive Income for the year</b>	<b>145.71</b>	31.84

**INDIAN ACCOUNTING STANDARDS (Ind AS)**

In accordance with the notification issued by the Ministry of Corporate Affairs (MCA), your Company is required to prepare Financial Statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 with effect from 1st April 2016. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Accordingly the Company has adopted Indian Accounting Standard (Ind AS) with effect from 1st April 2016 with the transition date of 1st April 2015 and the Financial Statements for the year ended 31st March, 2017 have been prepared in accordance with Ind AS. The Financial Statements for the year ended 31st March, 2016 have been restated to comply with Ind AS to make them comparable.

The MCA notification also mandates that Ind AS shall be applicable to Subsidiary Companies, Joint venture or Associates of the Company.

The effect of the transition from Indian GAAP to Ind AS has been explained by way of a reconciliation in the Standalone Financial Statements and Consolidated Financial Statements.

**DIVIDEND**

The Board has recommended dividend of ₹ 5.00 (100%) per equity share of ₹ 5/- each for the year ended 31st March, 2017, subject to the approval of the members at the ensuing Annual General Meeting.

**DIVIDEND DISTRIBUTION POLICY**

The Board of Directors of the Company had approved the Dividend Distribution Policy on 26th May, 2017 in accordance with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy is available on the Company's website [www.jindal.com](http://www.jindal.com).

**TRANSFER TO RESERVES**

During the year no amount is proposed to be transferred to General Reserve.



## **RESULTS OF OPERATIONS**

Revenue from Operations during the year was ₹ 1569.91 Crore against ₹ 1108.70 Crore in the previous year, Profit before tax for the year was ₹ 225.71 Crore as against ₹ 54.16 Crore in the previous year, Profit after tax for the year was ₹ 145.52 Crore as against ₹ 31.48 Crore in the previous year.

## **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 the Company has prepared Consolidated Financial Statements as per Indian Accounting Standard Ind AS-110 on Consolidated Financial Statements read with Indian Accounting Standard Ind AS-28 on Investments in Associates and Ind AS-27 on Interest in Joint Ventures. The audited Consolidated Financial Statements along with Auditors' Report thereon form part of this Annual Report.

## **SUBSIDIARY COMPANIES**

During the year 2016-17, Zircon Drilling Supplies and Trading FZE was setup as a wholly owned subsidiary of Internovia Natural Resources FZ LLC, UAE, a subsidiary of the Company.

As on 31st March 2017, your Company had five subsidiaries, one is wholly owned subsidiary company registered in India and remaining four are registered outside India. There has been no material change in the nature of business of subsidiary companies.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the Financial Statements of the subsidiaries, joint venture and associate companies is attached to the Financial Statements of the Company.

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company i.e. [www.jindal.com](http://www.jindal.com).

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Shri D. P. Jindal, retires by rotation as Director at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

During the year, Shri Shiv Kumar Singhal was appointed as Additional Director as well as the Whole-Time Director of the Company for a period of five years w.e.f. 1st January, 2017 and also designated as Key Managerial Person. He holds office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company.

Necessary resolutions seeking approval of the members for the re-appointment of Shri Dharam Pal Jindal and appointment of Shri Shiv Kumar Singhal as Director/Whole Time Director are included in the Notice convening the Annual General Meeting.

Brief resume of Directors who are proposed to be appointed/reappointed is furnished in the Explanatory Statement to the Notice of the Annual General Meeting.

Shri S. P. Raj resigned as Whole-Time Director on 30th November, 2016 and also ceased to be the Key Managerial Person. However, he continues as Non-Executive Director of the Company.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Shri Shiv Kumar Singhal, Whole-time Director, Shri Ashok Soni, Chief Financial Officer and Shri Dinesh Chandra Gupta, Company Secretary.

## **BOARD MEETINGS**

During the year 2016-17, 5 (Five) meetings of the Board of Directors were held. The details of meetings are given in the Corporate Governance Report, which forms part of this report.



## **BOARD EVALUATION**

The Board of Directors has carried out the Annual Performance Evaluation of its own, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board, after seeking inputs from all Directors on the basis of the criteria such as Board composition and structures, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of Non-Independent Directors, Board as a whole and the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance report, which forms part of this Report.

## **RISK MANAGEMENT**

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. All manufacturing sites are analyzed to minimize risks associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines. Improving work place safety continues to be the top priority at manufacturing sites. The Company's business operations are exposed to a variety of financial risks such as market risks (foreign exchange risk, internal rate risk and price risk), Liquidity risk etc.

The Board of the Company has approved the Risk Management Policy of the Company and authorized the Audit Committee to implement and monitor the risk management plan for the Company and also identify and mitigate various elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

## **INTERNAL FINANCIAL CONTROLS**

As per the provisions of Section 134(5) (e) of the Companies Act, 2013, the Company has in place adequate internal financial controls with reference to financial statements. Audit Committee periodically reviews the adequacy of internal financial controls.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, your Directors state:

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2017, the applicable accounting standards had been followed and there are no material departures;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2017 have been prepared on a going concern basis;
- (v) that the internal financial controls laid down by the Board and being followed by the Company are adequate and were operating effectively; and
- (vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.





## **EXTRACT OF ANNUAL RETURN**

As required under Section 92(3) of the Companies Act, 2013 the details forming part of the extract of the Annual Return in form MGT-9 is annexed with this Report.

## **AUDIT COMMITTEE**

The Audit Committee of the Company consists of Shri U. C. Agarwal, Chairman, Shri D. P. Jindal, Shri Sanjeev Rungta and Shri P. N. Vijay as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **VIGIL MECHANISM**

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The said policy has been disclosed on the Company's website under the web link <http://jindal.com/msl/pdf/Vigil-Mechanism-MSL.pdf>

## **CORPORATE SOCIAL RESPONSIBILITY**

The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities, which has been approved by the Board. The CSR Policy may be accessed on the website of the Company.

The Annual Report on CSR activities in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure to this Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of loans, guarantees and investments have been disclosed in the Standalone Financial Statements of the Company.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts/ arrangements/transactions entered into by the Company with the related parties during the year were in the ordinary course of business and on an arm's length basis.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are appended in Form AOC-2 as Annexure to this Report.

## **CORPORATE GOVERNANCE REPORT**

Corporate Governance Report along with Auditors' Certificate complying with the conditions of Corporate Governance as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been annexed as a part of this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report which forms part of this Annual Report.

## **INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has constituted an Internal Complaints Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

## **AUDITORS**

M/s. Kanodia Sanyal & Associates, Chartered Accountants were appointed as Statutory Auditors at the last Annual General Meeting of the Company to hold office till the conclusion of the ensuing Annual General Meeting. Pursuant to provisions of the Companies Act, 2013, they are not eligible for reappointment.

M/s L.B. Jha & Co., Chartered Accountants, have agreed to be appointed as Statutory Auditors of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment.

The Audit Committee has recommended the appointment of M/s L.B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E) as the Statutory Auditors of the Company, to hold office from the conclusion of the 29th



Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting.

The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualification, reservation or adverse remark.

#### **COST AUDIT**

In conformity with the Directives of the Central Government, the Company has appointed M/s R. J. Goel & Co., Cost Accountants as Cost Auditors under Section 148 of the Companies Act, 2013, for audit of cost records of the Company for the year ending 31st March, 2018.

#### **SECRETARIAL AUDIT**

The Board has appointed Mr. Namoo Narain Agarwal (FCS No. 234), Company Secretary in practice to conduct Secretarial Audit for the financial year ended 31st March, 2017. The Secretarial Audit Report for the year ended 31st March, 2017 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **FIXED DEPOSITS**

The Company has not accepted any deposits from Public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is annexed hereto.

#### **PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed with this report.

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. However, in pursuance of Section 136(1) of the Act, this report is being sent to the shareholders of the Company excluding the said information. The said information is available for inspection by the members of the Company at the registered office of the Company during working hours up to the date of the Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary at the corporate office of the Company.

#### **MATERIAL CHANGES & COMMITMENTS**

No material changes and commitments, affecting the financial position of the Company, have occurred after the end of the financial year ended 31st March, 2017 and till the date of this report.

#### **ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the assistance and co-operation received from Central Government, State Government of Maharashtra and all other Government agencies, ONGCL, Oil India, other PSUs, Banks, Insurance Companies, Credit rating agencies and Stakeholders..

Your Directors wish to place on record their deep sense of appreciation for the devoted contribution made by the employees at all levels.

For and on behalf of the Board

Place : Gurgaon  
Dated : 14th August, 2017

**D. P. JINDAL**  
Executive Chairman



**ANNEXURE TO DIRECTORS' REPORT**

**INFORMATION AS PER SECTION 134 (3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2017**

**A. CONSERVATION OF ENERGY**

- a) Steps taken or impact on conservation of energy:  
VFD (Variable Frequency Drives) were installed in 7" plant Hydrotester machine to reduce the power consumption.
- b) Steps taken by the Company for utilizing alternative sources of energy  
The conversion work of 3 Nos. oil fired furnaces of OCTG Plant into Gas fired is completed and all the furnaces will be utilizing natural gas as alternative source of energy.  
Rooftop solar projects has been installed with a power generating capacity of One MW at the Company's manufacturing facilities at Nagothane.
- c) Capital investment on energy conservation equipments - Nil

**B. TECHNOLOGY ABSORPTION**

- i) Efforts made towards technology absorption:  
To achieve improved end finishing of the Pipes and increase productivity, Layer Saw Machine is being installed to replace friction Saw Machine.  
Cooling bed technology has been converted from Screw type to walking beam type and is under commissioning. It will improve quality and productivity.  
Finishing Mill Line 2 of 14" Plant has been automated to improve productivity  
API Line has been re-designed to avoid multiple handling and time loss.  
ERW Finished Goods Yard management system established with scientific way for easy identification, quick loading and avoiding multiple handling of pipes.  
Introduced cut off machine system to produce coupling blanks instead of conventional method of Band Saw Cutting System to achieve higher productivity  
Hydraulic system modified to control ID of the pipe at Plug Mill resulting in higher productivity and yield  
Export packing system modified resulting in savings of time and cost.  
ERW Strip Ultrasonic Testing (UT) machine and Weld UT machines have been upgraded to new generation machines to ensure high quality of the Products.  
New 31.5 MVA Transformer has been installed in place of 16 MVA to bring parity with existing 31.5 MVA Transformer. It has resulted in providing flexibility to operate entire mill in case of emergency situation without stoppage of the Operation.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution: This will reduce energy consumption, down time of the equipment, and improve the production, yield and quality.

iii) In case of imported technology (Imported during the last three years reckoned from the beginning of the financial year):

a) Details of Technology imported	Nil
b) The year of Import	Not Applicable
c) Whether the technology has been fully absorbed	Not Applicable
d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof	Not Applicable

iv) The expenditure incurred on Research & Development (Rs. In lakhs)

- a. Capital Nil
- b. Revenue 246.28
- c. Total 246.28
- d. Total R & D expenditure is 0.16% of total turnover

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total foreign exchange used and earned

Used - Rs. 72.87 Crore  
Earned\* - Rs. 101.48 Crore

\* Supplies to Oil Sector by the Company results in import substitution & consequent saving of substantial Foreign Exchange for the country.



**FORM NO. AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred in sub Section (l) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

<b>1.</b>	<b>Details of contracts or arrangements or transactions not at arms length basis:</b>	
	(a) Name(s) of the related party and the nature of relationship	NIL
	(b) Nature of contracts/ arrangements/ transactions	
	(c) Duration of the contracts/arrangement/ transactions	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
	(e) Justification for entering into such contracts or arrangements or transactions	
	(f) Date of approval by the Board	
	(g) Amount paid as advances, if any	
	(h) Date on which the special resolution was passed in General meeting as required under first proviso to section 188	
<b>2.</b>	<b>Details of material contracts or arrangement or transactions at arms length basis:</b>	
	(a) Name(s) of the related party and the nature of relationship	NIL
	(b) Nature of contracts/ arrangements/ transactions	
	(c) Duration of the contracts/arrangement/transactions	
	(d) Salient terms of the contracts or arrangements or transaction including the value, if any	
	(e) Date of approval by the Board	
	(f) Amount paid as advances, if any	

Note : the above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for the purpose of Section 188(1) of the Companies Act, 2013.

For and on behalf of the Board

Place : Gurgaon  
Dated : 14th August, 2017

**D. P. JINDAL**  
Executive Chairman



**DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

**PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2016-17.

S.N.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2016 -17 (₹ In Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2016-17
1	<b>Mr. D. P. Jindal</b> (Executive Chairman)	192.61	64.87	-
2	<b>Mr. Saket Jindal</b> (Managing Director)	147.87	49.80	-
3.	<b>Mr. S. P. Raj*</b> (Non -Executive Director)	21.21	10.52	-30.15
4	<b>Mr. U. C. Agarwal</b> (Non -Executive Director)	3.08	1.04	-15.62
5	<b>Mr. P. N. Vijay</b> (Non -Executive Director)	3.10	1.04	6.90
6	<b>Mr. Sanjeev Rungta</b> (Non -Executive Director)	0.70	0.24	-46.15
7	<b>Dr. Roma Kumar</b> (Non -Executive Director)	2.10	0.71	-19.23
8	<b>Mr. Shiv Kumar Singhal</b> (Whole -Time Director)**	9.08	3.06	NA
9	<b>Mr. Ashok Soni</b> CFO	31.22	NA	2.16
10	<b>Mr. D. C. Gupta</b> V.P. & Company Secretary	24.33	NA	3.68

\* Resigned as Whole-Time Director on 30th November, 2016, however continues as Non-Executive Director of the Company.

\*\* Appointed as Whole-Time Director of the Company w.e.f. 1st January, 2107.

- b. Percentage increase in the median remuneration of employees in the financial year 2016-17 compared to 2015-16 was 32.50%
- c. As on 31st March, 2017, there were 1247 permanent employees on the rolls of the Company.
- d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 16.48% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2016-17 was -0.02%.

The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.



**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**

**[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]**

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.  

The Board of Directors, on recommendation of the Corporate Social Responsibility Committee framed a Corporate Social Responsibility Policy which is posted on the Company's website. The Company proposes to adopt projects or programs under one or more of the activities as prescribed under Schedule VII of the Companies Act, 2013, as recommended from time to time.

The Corporate Social Responsibility Policy is posted on the Company's Website [www.jindal.com](http://www.jindal.com) on the following link <http://www.jindal.com/mssl/pdf/CSR%20Policy%20MSL.pdf>.
2. The Composition of the CSR Committee. The CSR Committee of Directors comprises of Shri D. P. Jindal, Chairman of the Committee, Shri U. C. Agarwal and Shri S.P. Raj as its other members.
3. Average net profit of the Company for last three financial years – ₹ 11247.16 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 224.94 Lakhs
5. Details of CSR spent during the financial year
  - (a) Total amount to be spent for the financial year - ₹ 224.94 Lakhs
  - (b) Amount unspent, if any - Nil
  - (c) Manner in which the amount spent during the financial year is detailed below - Attached
6. Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR. - Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

**Saket Jindal**  
Managing Director

**D. P. Jindal**  
Chairman, CSR Committee





5 (C) Manner in which the amount spent during the Financial year 2016-17

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) project or program wise (₹)	Amount spent on the projects or programs subheads : (1) Direct Expenditure (2) Overheads (₹)	Cumulative Expenditure upto the reporting period (₹)	Amount Spent : Direct or through implementing agency
1	Medical facilities including Preventive Health Care	Health care including preventive health care and sanitation	Delhi-NCR	5,500,000	5,350,000	5,350,000	Through B C Jindal Charitable Trust
2	Distribution of Blankets in Rural areas and construction of Gram Panchayat Building	Rural Development project	Pipe Nagar, Distt. Raigad, Maharashtra	1,300,000	1,153,760	1,153,760	Direct
3	Education facilities and Infrastructures	Promoting Education	Pipe Nagar, Distt. Raigad, Maharashtra	16,500,000	16,033,000	16,033,000	₹ 16,000,000 through B C Jindal Medical Welfare and Education Society and ₹ 33,000 Direct
4	Empowering Women	Empowering Women	Pipe Nagar, Distt. Raigad, Maharashtra	100,000	29,384	29,384	Direct
5	Promotion of Sports	Promotion of Sports	Pipe Nagar, Distt. Raigad, Maharashtra	100,000	71,000	71,000	Direct
	<b>Total CSR Spend</b>			<b>23,500,000</b>	<b>22,637,144</b>	<b>22,637,144</b>	



Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L99999MH1988PLC080545
ii)	Registration Date	10 <sup>th</sup> May 1988
iii)	Name of the Company	<b>Maharashtra Seamless Limited</b>
iv)	Category/Sub-Category of the Company	Public Company/ Limited by Shares
v)	Address of the Registered Office and contact details	Pipe Nagar, Village Sukeli, N.H. -17 B.K.G. Road, Taluka -Roha, Raigad, Maharashtra- 402126 Tel: - 02194-238511 Fax: 02194-238513 Email: secretarial@mahaseam.com Website: www.jindal.com
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandelwala Extension, New Delhi - 110 055 Phone: 011-23541234, 42541234 Fax: 011-42541967 e-mail: rta@alankit.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% of total turnover of the Company
1	Steel Pipes & Tubes	349.9	93.77%



**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. N.	NAME	ADDRESS	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Maharashtra Seamless Finance Ltd.	402, Sarjan Plaza, 100 Dr. Annie Besant Road, Worli, Mumbai, Maharashtra-400018	U67190MH2012PLC226596	Subsidiary	100.00%	2(87)
2	Maharashtra Seamless (Singapore) Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Subsidiary	100.00%	2(87)
3	Discovery Oil And Mines Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Subsidiary	100.00%	2(87)
4	Internovia Natural Resources FZ LLC	Creative Tower, Fujairah, United Arab Emirates	NA	Subsidiary	56.00%*	2(87)
5	Zircon Drilling Supplies and Trading FZE.	Warehouse No. LV- 15/B, Hamriyali Free Zone- Sharjah, United Arab Amirates	NA	Subsidiary	56.00%**	2(87)
6	Jindal Pipes (Singapore) Pte. Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	30.00%	2(6)
7	Jindal Premium Connections Pvt. Ltd.	Pipe Nagar, Village Sukeli, N.H.-17 B.K.G. Road, Taluka-Roha, Raigad, Maharashtra-402126	U27100MH2004PTC148789	Associate	49.89%	2(6)
8	Star Drilling Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	25%***	2(6)
9	Gondkhari Coal Mining Ltd.	4thFloor, Uco Bank Building, 5, Parliament Street, New Delhi-110001	U10100DL2009PLC191466	Associate	30.30%	2(6)
10	Dev Drilling Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	25.00%	2(6)

\* including 51% held by the Company's wholly owned subsidiary- Discovery Oil and Mines Pte. Ltd.

\*\* Wholly owned subsidiary of Internovia Natural Resources FZ LLC, Subsidiary of the Company, as mentioned at Item No. 4

\*\*\* All shares are held by Company's wholly owned subsidiary - Maharashtra Seamless (Singapore) Pte. Ltd.

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

**i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2016]				No. of Shares held at the end of the year [As on 31st March, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	2785794	-	2785794	4.16	2867294	-	2867294	4.28	0.12
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	37003720	-	37003720	55.23	37197510	-	37197510	55.52	0.29
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub -total (A) (1)</b>	<b>39789514</b>	<b>-</b>	<b>39789514</b>	<b>59.39</b>	<b>40064804</b>	<b>-</b>	<b>40064804</b>	<b>59.80</b>	<b>0.41</b>



Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2016]				No. of Shares held at the end of the year [As on 31st March, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) any other	-	-	-	-	-	-	-	-	-
Sub -Total (A)(2)	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoters (A) = (A)(1)+(A) (2)</b>	<b>39789514</b>	-	<b>39789514</b>	<b>59.39</b>	<b>40064804</b>	-	<b>40064804</b>	<b>59.80</b>	<b>0.41</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	3465085	6000	3471085	5.18	3952467	6000	3958467	5.91	0.73
b) Banks / FI	186843	3400	190243	0.28	202657	3400	206057	0.31	0.03
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	6182551	-	6182551	9.23	5076990	-	5076990	7.58	-1.65
<b>Sub -total (B)(1): -</b>	<b>9834479</b>	<b>9400</b>	<b>9843879</b>	<b>14.69</b>	<b>9232114</b>	<b>9400</b>	<b>9241514</b>	<b>13.80</b>	<b>-0.89</b>
<b>2. Non -Institutions</b>									
a) Bodies Corporate									
i) Indian	6542714	38800	6581514	9.82	7857899	38800	7896699	11.78	1.96
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	4505009	1375978	5880987	8.78	3936021	1343928	5279949	7.88	-0.90
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3714461	-	3714461	5.54	4209020	-	4209020	6.28	0.74
c) Others (specify)									
Non Resident Indians	469240	-	469240	0.70	295447	-	295447	0.44	-0.26
Trusts	550191	-	550191	0.82	325	-	325	0.00	-0.82
Clearing Members	169840	-	169840	0.25	11868	-	11868	0.02	-0.23
<b>Sub -total (B)(2): -</b>	<b>15951455</b>	<b>1414778</b>	<b>17366233</b>	<b>25.92</b>	<b>16310580</b>	<b>1382728</b>	<b>17693308</b>	<b>26.40</b>	<b>0.48</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>25785934</b>	<b>1424178</b>	<b>27210112</b>	<b>40.61</b>	<b>25542694</b>	<b>1392128</b>	<b>26934822</b>	<b>40.20</b>	<b>-0.41</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>65575448</b>	<b>1424178</b>	<b>66999626</b>	<b>100</b>	<b>65607498</b>	<b>1392128</b>	<b>66999626</b>	<b>100</b>	<b>0</b>


**ii) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1 <sup>st</sup> April, 2016]			Shareholding at the end of the year [As on 31 <sup>st</sup> March, 2017]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	D P Jindal	138,522	0.21	0	157,222	0.23	0	0.02
2	D P Jindal (HUF)	66,006	0.10	0	66,006	0.10	0	-
3	Saket Jindal	2,117,618	3.16	0	2,117,618	3.16	0	-
4	Saket Jindal (HUF)	5,269	0.01	0	39,169	0.06	0	0.05
5	Savita Jindal	207,154	0.31	0	207,154	0.31	0	-
6	Raghav Jindal	75,778	0.11	0	75,778	0.11	0	-
7	Raghav Jindal (HUF)	4,472	0.01	0	20,072	0.03	0	0.02
8	Rachna Jindal	60,735	0.09	0	74,035	0.11	0	0.02
9	Shruti Raghav Jindal	36,224	0.05	0	36,224	0.05	0	-
10	Shreepriya Jindal	33,951	0.05	0	33,951	0.05	0	-
11	Shreeja Jindal	34,065	0.05	0	34,065	0.05	0	-
12	Devanshi Jindal	6,000	0.01	0	6,000	0.01	0	-
13	Brahma Dev Holding & Trading Ltd.	5,758,992	8.60	0	5,758,992	8.60	0	-
14	Haryana Capfin Ltd.	2,852,540	4.26	0	2,852,540	4.26	0	-
15	Jindal Global Finance & Investment Ltd.	200	0.00	0	200	0.00	0	-
16	Global Jindal Fin-Invest Ltd.	5,424,944	8.10	0	5,424,944	8.10	0	-
17	Odd & Even Trade & Finance Ltd.	11,690,000	17.45	0	11,690,000	17.45	0	-
18	Stable Trading Co. Ltd.	11,277,044	16.83	0	11,277,044	16.83	0	-
19	SWOT Trading & Services LLP	0	0.00	-	193,790	0.29	0	0.29
	<b>TOTAL</b>	<b>39,789,514</b>	<b>59.39</b>	<b>0</b>	<b>40,064,804</b>	<b>59.80</b>	<b>0</b>	<b>0.41</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S.N.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year/end of the year	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	D. P. Jindal	138,522	0.21	01-Apr-2016				
				14-Oct-2016	18,700	Purchase	157,222	0.23
		157,222	0.23	31-Mar-2017				
2	Saket Jindal (HUF)	5,269	0.01	01-Apr-2016				
				13-Oct-2016	33,900	Purchase	39,169	0.06
		39,169	0.06	31-Mar-2017				
3	Raghav Jindal (HUF)	4,472	0.01	01-Apr-2016				
				18-Oct-2016	15,600	Purchase	20,072	0.03
		20,072	0.03	31-Mar-2017				
4	Rachna Jindal	60,735	0.09	01-Apr-2016				
				14-Oct-2016	13,300	Purchase	74,035	0.11
		74,035	0.11	31-Mar-2017				
5	SWOT Trading & Services LLP	16,722	0.03	01-Apr-2016				
				01-Apr-2016	62	Purchase	16784	0.03
				04-Apr-2016	44334	Purchase	61118	0.09
				22-Jun-2016	52236	Purchase	113354	0.17
				23-Jun-2016	7836	Purchase	121190	0.18
				30-Jun-2016	24200	Purchase	145390	0.22
				01-Jul-2016	48400	Purchase	193790	0.29
		193,790	0.29	31-Mar-2017				

There was no change in the shareholding of other promoters during the year.



iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

S. N	Name of Shareholders	Shareholding		Date of transaction	Increase/ Decrease in shareholding during the year	Reason	Cumulative		
		No. of shares at the beginning of the year/at the end of the year	% of the Total Shares of the Company				No. of shares	% of the Total Shares of the Company	
1.	FRANKLIN TEMPLETON INVESTMENT FUNDS	4144043	6.19	1-Apr-16					
				29-Jul-16					
				5-Aug-16	-82484	Transfer	4061559	6.06	
				12-Aug-16	-20448	Transfer	4041111	6.03	
				19-Aug-16	-29711	Transfer	4011400	5.99	
				26-Aug-16	-79517	Transfer	3931883	5.87	
				9-Sep-16	-1327	Transfer	3930556	5.87	
				16-Sep-16	-1020	Transfer	3929536	5.79	
				30-Sep-16	-48980	Transfer	3880556	5.79	
				7-Oct-16	-3359	Transfer	3877197	5.78	
				21-Oct-16	-7437	Transfer	3869760	5.78	
				5-Dec-16	-139575	Transfer	3730185	5.57	
				9-Dec-16	-9097	Transfer	3721088	5.55	
				16-Dec-16	-4922	Transfer	3716166	5.55	
				23-Dec-16	-235981	Transfer	3480185	5.19	
				30-Dec-16	-7650	Transfer	3472535	5.18	
				6-Jan-17	-158233	Transfer	3314302	4.95	
				13-Jan-17	-60638	Transfer	3253664	4.86	
		20-Jan-17	-82660	Transfer	3171004	4.73			
		17-Mar-17	-17340	Transfer	3153664	4.71			
24-Mar-17	-580	Transfer	3153084	4.71					
31-Mar-17	-3857	Transfer	3149227	4.70					
		3148781	4.70						
2.	RELIANCE CAPITAL TRUSTEE COMPANY LIMITED A/C RELIANCE GROWTH FUND	1964034	2.93	1-Apr-16					
				22-Apr-16					
				19-Aug-16	-50000	Transfer	1914034	2.86	
				26-Aug-16	-264000	Transfer	1650034	2.46	
				28-Oct-16	-6500	Transfer	1643534	2.45	
				11-Nov-16	-10000	Transfer	1633534	2.44	
				24-Mar-17	25000	Transfer	1658534	2.48	
				31-Mar-17	25000	Transfer	1683534	2.51	
				1683534	2.51				
		3.	JHANJHARI HOLDINGS P. LTD.	1347891	2.01	1-Apr-16			
1341891	2.00			3-Feb-17	-6000	Transfer	1341891	2.00	
4.	GVN FULES LTD.	1157485	1.73	1-Apr-16					
				29-Apr-16	14053	Transfer	1171458	1.75	
				13-May-16	26594	Transfer	1198052	1.79	
				27-May-16	105223	Transfer	1303275	1.95	
				3-Jun-16	3975	Transfer	1307250	1.95	
				24-Jun-16	-53747	Transfer	1253503	1.87	
				8-Jul-16	-54754	Transfer	1198749	1.79	
				22-Jul-16	3287	Transfer	1202036	1.79	
				29-Jul-16	35487	Transfer	1237523	1.85	
				12-Aug-16	34022	Transfer	1271545	1.90	
				26-Aug-16	32830	Transfer	1304375	1.95	
				2-Sep-16	3893	Transfer	1308268	1.95	
				14-Sep-16	15131	Transfer	1323399	1.98	
				20-Sep-16	10033	Transfer	1333432	1.99	
				14-Oct-16	-30150	Transfer	1303282	1.95	
				21-Oct-16	-57958	Transfer	1245324	1.86	
				28-Oct-16	-97225	Transfer	1148099	1.71	
				18-Nov-16	48227	Transfer	1196326	1.79	
				5-Dec-16	35000	Transfer	1231326	1.84	
				9-Dec-16	17548	Transfer	1248874	1.86	
				23-Dec-16	29262	Transfer	1278136	1.91	
				30-Dec-16	4328	Transfer	1282464	1.91	
				6-Jan-17	-9908	Transfer	1272556	1.90	
				20-Jan-17	21635	Transfer	1294191	1.93	
				3-Feb-17	4090	Transfer	1298281	1.94	
				10-Feb-17	-309	Transfer	1297972	1.94	
				17-Feb-17	-3280	Transfer	1294692	1.93	
				24-Feb-17	-500	Transfer	1294192	1.93	
				3-Mar-17	-7200	Transfer	1286992	1.92	
				10-Mar-17	104590	Transfer	1391582	2.08	
		17-Mar-17	58796	Transfer	1450378	2.16			
24-Mar-17	8289	Transfer	1458667	2.18					
31-Mar-17	11819	Transfer	1470486	2.19					
		1470486	2.19						





S. N	Name of Shareholders	Shareholding		Date of transaction	Increase/ Decrease in shareholding during the year	Reason	Cummulative	
		No. of shares at the beginning of the year/at the end of the year	% of the Total Shares of the Company				No. of shares	% of the Total Shares of the Company
5.	AKASH BHANSHALI	1224766 1239681	1.83 1.85	1-Apr-16 23-Dec-16 31-Mar-17	14915	Transfer	1239681	1.85
6.	RELIGARE FINVEST LTD	1154299 0	1.72 0.00	1-Apr-16 29-Apr-16 30-Jun-16 29-Jul-16 26-Aug-16 2-Sep-16 30-Sep-16 5-Dec-16 30-Dec-16 3-Feb-17 10-Feb-17 31-Mar-17	-5260 -1500 -3000 -3000 -50 -2500 -2200 -1000 -1130000 -5789	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	1149039 1147539 1144539 1141539 1141489 1138989 1136789 1135789 5789 0	1.71 1.71 1.71 1.70 1.70 1.70 1.70 1.70 0.01 0.00
7.	LATA BHANSHALI	1088254 1088254	1.62 1.62	1-Apr-16 31-Mar-17	No Change			
8.	DSP BLACKROCK MICRO CAP FUND	881862 881862	1.32 1.32	1-Apr-16 31-Mar-17	No Change			
9.	TEMPLETON GLOBAL INVESTMENT TRUST - TEMPLETON BRIC FUND	725197 0	1.08 0.00	1-Apr-16 22-Apr-16 29-Apr-16 13-May-16 31-Mar-17	-53021 -113707 -558469	Transfer Transfer Transfer	672176 558469 0	1.00 0.83 0.00
10.	BLACKROCK INDIA EQUITIES FUND (MAURITIUS) LIMITED	622752 604936	1.01 0.90	1-Apr-16 22-Jul-16 29-Jul-16 31-Mar-17	-4466 -13350	Transfer Transfer	618286 604936	0.92 0.90
11.	SEMINARY TIE UP PVT LTD	0 1154459	0.00 1.72	1-Apr-16 2-Sep-16 9-Sep-16 30-Sep-16 7-Oct-16 11-Nov-16 18-Nov-16 25-Nov-16 5-Dec-16 13-Jan-17 3-Feb-17 10-Feb-17 31-Mar-17	11460 1510 -3289 2406 -1320 182 17 6704 1000 1130000 5789	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	11460 12970 9681 12087 10767 10949 10966 17670 18670 1148670 1154459	0.02 0.02 0.01 0.02 0.02 0.02 0.02 0.03 0.03 1.71 1.72
12.	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	0 595180	0.00 0.89	1-Apr-16 19-Aug-16 26-Aug-16 28-Oct-16 17-Feb-17 31-Mar-17	84598 266499 83487 160596	Transfer Transfer Transfer Transfer	84598 351097 434584 595180	0.13 0.52 0.65 0.89


**v) Shareholding of Directors and Key Managerial Personnel:**

Name of the Directors/ KMPs	Shareholding at the beginning of the Year 01-04 -2016		Cumulative Shareholding at the end of the Year 31-03 -2017	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Dharam Pal Jindal - Director</b>				
At the beginning of the year	138,522	0.21	138,522	0.21
Purchase on 14-Oct-2016	18,700	0.03	157,222	0.23
At the end of the year	-	-	157,222	0.23
<b>Saket Jindal - Director</b>				
At the beginning of the year	2,117,618	3.16	2,117,618	3.16
At the end of the year	-	-	2,117,618	3.16
<b>U. C. Agarwal - Director</b>				
At the beginning of the year	700	0.00	700	0.00
Sale on 18-Aug-2016	700	0.00	-	-
At the end of the year	-	-	-	-
<b>Sanjeev Rungta - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>P N Vijay - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>S P Raj - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Roma Kumar - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Shiv Kumar Singhal -Whole -Time Director *</b>				
At the beginning of appointment	700	0.00	700	0.00
Purchased on 3.1.2017	500	0.00	1200	0.00
At the end of the year	-	-	1200	0.00
<b>Dinesh Chandra Gupta - KMP</b>				
At the beginning of the year	1,110	0.00	1,110	0.00
Sale on 20 -Oct-2016	1,000	0.00	110	0.00
At the end of the year	-	-	110	0.00
<b>Ashok Soni - KMP</b>				
At the beginning of the year	251	0.00	0	0.00
Sale on 04 -Apr-2016	251	0.00	-	-
At the end of the year	-	-	-	-

\*Appointed as Whole-Time Director of the Company w.e.f. 1.1.2017



**V. INDEBTEDNESS**

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

(₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	69,347,989	-	69,347,989
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		-	-
<b>Total (i+ii+iii)</b>	-	<b>69,347,989</b>	-	<b>69,347,989</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	105,774,833	-	105,774,833
* Reduction	-		-	
<b>Net Change</b>	-	<b>105,774,833</b>	-	<b>105,774,833</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	175,122,822	-	175,122,822
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		-	-
<b>Total (i+ii+iii)</b>	-	<b>175,122,822</b>	-	<b>175,122,822</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

(₹)

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total
		Shri Dharam Pal Jindal (WTD)	Shri Saket Jindal (MD)	Shri S P Raj (WTD)*	Shri Shiv Kumar Singhal (WTD)**	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19,200,000	14,725,440	2,006,575	850,017	36,782,032
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600	39,600		52,511	131,711
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-		-
2	Stock Option	-	-	-		-
3	Sweat Equity	-	-	-		-
4	Commission - as % of profit - others, specify...	-	-	-		-
5	Others, please specify:					
	Provident Fund:	21,600	21,600	14,400	5,400	63,000
	<b>Total (A)</b>	<b>19,261,200</b>	<b>14,786,640</b>	<b>2,020,975</b>	<b>907,928</b>	<b>36,976,743</b>

\* Resigned as Whole-Time Director of the Company on 30th November, 2016. However, he continues as Non-Executive Director of the Company.

\*\* Appointed as Whole-Time Director of the Company w.e.f. 1st January, 2017.


**B. Remuneration to other Directors**

(₹)

SN.	Particulars of Remuneration	Name of Directors					Total
		U. C. Agarwal	Sanjeev Rungta	S. P. Raj *	P. N. Vijay	Roma Kumar	
1	<b>Independent Directors</b>						
	Fee for attending Board/ Committee Meetings	307,500	70,000	100,000	310,000	210,000	997,500
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>307,500</b>	<b>70,000</b>	<b>100,000</b>	<b>310,000</b>	<b>210,000</b>	<b>997,500</b>
2	<b>Other Non- Executive Directors</b>						
	Fee for attending Board / Committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>307,500</b>	<b>70,000</b>	<b>100,000</b>	<b>310,000</b>	<b>210,000</b>	<b>997,500</b>
	<b>Total Managerial remuneration***</b>						<b>37,974,243</b>

\* Resigned as Whole-Time Director on 30th November, 2016. However, he continues as Non-Executive Director of the Company.

\*\*\*Total managerial remuneration to Managing Director, Whole-Time Directors and other Directors (being total of A and B)

**C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD**

(₹)

S.N.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ashok Soni Chief Financial Officer	D. C. Gupta V.P. & Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,093,280	2,403,891	5,497,171
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,200	7,200	14,400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify: Provident Fund	21,600	21,600	43,200
	<b>Total</b>	<b>3,122,080</b>	<b>2,432,691</b>	<b>5,554,771</b>



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					



**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Maharashtra Seamless Ltd.,  
Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka-Roha,  
District Raigad-402126  
Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Maharashtra Seamless Ltd. (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period and;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



(vi) Management has, in its Representation Letter, identified and confirmed the applicability and compliance of all laws as being specifically applicable to the Company, relating to Labour/ Pollution/Environment/Production process etc, apart from other general laws.

I have also examined compliance with the applicable clauses of the Mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and found the same having been generally complied with.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate Notice is given to all Directors at least seven days in advance to schedule the Board meetings. Agenda and detailed notes on agenda are also sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by the Company Executives and taken on record by the Board of Directors and Audit Committee at their meetings, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further state that this report is to be read alongwith the following

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Dated : 14th August, 2017

**Namo Narain Agarwal**  
(Company Secretary in Practice)  
CP No. 3331, FCS No. 234



**CORPORATE GOVERNANCE REPORT**

The Company believes that sound Corporate Governance is essential to enhance the shareholders' trust and value. Your Company conducts its affairs with the highest levels of integrity, with proper authorizations, accountability, disclosure and transparency. The Company strongly believes in maintaining a simple and transparent corporate structure driven solely by business needs. Shareholders interests are on utmost priority while protecting the interest of other stakeholders, customers, suppliers and its employees and the management is only a trustee to carry out the activities in a truthful and fruitful manner.

The Company is in compliance with the requirements as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

**I. BOARD OF DIRECTORS**

**Composition**

The Company's policy is to have appropriate mix of Executive and Non-Executive/ Independent Directors including, one woman Director on the Board. The Company has an Executive Chairman who is also the promoter of the Company. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which they are Directors. The Directors have made necessary disclosures regarding their Committee positions.

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Board Functioning & Procedure**

During the year 2016-17, 5 (five) Board meetings were held on 26th May, 2016, 28th July, 2016, 14th September, 2016, 12th December, 2016, and 10th February, 2017. Video/tele-conferencing facilities are provided to facilitate Directors present at other locations, to participate in the meetings. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting, and also the number of Directorships held by them in other companies as on 31st March, 2017 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held		
			Board Meetings	Last AGM	Director-ships	Committee Memberships	Committee Chairmanships
Mr. D.P. Jindal	Executive Chairman	157,222	5	No	5	1	-
Mr. Saket Jindal	MD	2,117,618	4	Yes	2	-	-
Mr. S. P. Raj *	Non-Executive Director	-	5	Yes	-	-	-
Mr. U. C. Agarwal	Independent	-	4	No	1	2	2
Mr. Sanjeev Rungta	Independent	-	1	No	3	2	-
Mr. P. N. Vijay	Independent	-	5	Yes	4	3	3
Mrs. Roma Kumar	Independent	-	4	No	2	-	-
Mr. Shiv Kumar Singhal**	WTD	1,200	1	NA	4	-	-

MD = Managing Director, WTD=Whole-Time Director

**Note:**

1. Only Audit and Stakeholders' Relationship Committees are considered.

2. Excludes Directorship in Foreign Companies.

\* Resigned as Whole-Time Director on 30th November, 2016, however continues as Non-Executive Director of the Company.

\*\* Appointed as Whole-Time Director of the Company w.e.f. 1st January, 2017.





No Director is related to any other Director, except Shri Saket Jindal, who is the son of Shri D. P. Jindal.

During the year ended 31st March, 2017, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

#### **Separate meeting of Independent Directors**

The Company's Independent Directors meet atleast once in every financial year without the presence of Non Independent Directors or management personnel, inter alia, to discuss:

- the performance of Non Independent Directors and Board of Directors as a whole.
- the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

During the year under review, the Independent Directors met on 31st March, 2017. All Independent Directors were present at the meeting.

#### **Familiarisation Programme**

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee meetings on business and performance updates of the Company.

The details of familiarization programmes for Independent Directors are posted on the website of the Company.

#### **CODE OF CONDUCT**

The Board of Directors has adopted the Code of Conduct for Directors (incorporating duties of Independent Directors as laid down in the Companies Act, 2013) and Senior Management personnel. The Code has also been posted on the Company's website [www.jindal.com](http://www.jindal.com)

The Code has been circulated to all members of the Board and senior management personnel and the compliance with the Code of Conduct is affirmed by them annually.

A declaration signed by the CEO / Managing Director of the Company is given below:

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2017.

Gurgaon  
14th August, 2017

**SAKET JINDAL**  
Managing Director

## **2. AUDIT COMMITTEE**

The terms of reference of the Audit Committee are as per guidelines set out in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions to the audit functions and monitors the quality of internal and statutory audit.

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of financial statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of statutory auditors, internal auditors and cost auditors and fixation of their remuneration; review of the quarterly and annual financial statements before submission to the Board with particular reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013; review of adequacy and compliance of internal control systems and the internal audit function; review of compliance with applicable laws; inspection of records and reports of statutory auditors; review of findings of internal investigations; review of statement of significant related party transactions, review of management letters/letter of internal control, weaknesses issued by statutory auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders; review the functioning of the Whistle Blower mechanism etc.

**COMPOSITION**

The Audit Committee of the Company is comprised of four Directors, out of which three are Independent Non Executive Directors. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Chairman of the Committee is an Independent Non-executive Director. The Audit Committee meetings are attended by the Auditors, Accounts and Finance Heads. The Company Secretary acts as the Secretary to the Audit Committee.

The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting. During the year under review meetings of the Audit Committee were held on 26th May, 2016, 28th July, 2016, 14th September, 2016, 12th December, 2016, and 10th February, 2017. The composition, names of the members, chairperson, and attendance of the members, at its meetings are as follows:

<b>Members</b>	<b>Designation</b>	<b>No. of meetings attended</b>
Mr. U. C. Agarwal	Chairman	4
Mr. D. P. Jindal	Member	5
Mr. Sanjeev Rungta	Member	1
Mr. P. N. Vijay	Member	5

**INTERNAL AUDITORS**

The Company has appointed Internal Auditors to review the internal control systems of the Company and to report thereon. The Audit Committee reviews the reports of the Internal Auditors periodically.

**3. NOMINATION AND REMUNERATION COMMITTEE**

The Board has constituted the Nomination and Remuneration Committee and the terms of reference of the Committee are as per guidelines set out in the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for the Directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

The Nomination and Remuneration Committee of the Company is comprised of three Directors, all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non- Executive Director. During the year under review meeting of the Nomination and Remuneration Committee were held on 12th December, 2016 and 31st March, 2017.

The Composition, names of the members, Chairperson and attendance of the members at its meetings are as follows:

<b>Members</b>	<b>Designation</b>	<b>No. of meetings attended</b>
Mr. U. C. Agarwal	Chairman	2
Mr. Sanjeev Rungta	Member	1
Mrs. Roma Kumar	Member	2



### **Nomination and Remuneration Policy**

The Nomination and Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders. This Nomination and Remuneration Policy applies to Directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval (yearly)

Performance evaluation of KMPs, Senior Management Personnel and other employees shall be carried out by their respective reporting Executives and Functional Heads based on the Key Results Area (KRA) set at the beginning of the financial year and reviewed at least once during the year to modify such KRAs, if required.

Performance evaluation of the Independent Directors shall be carried out by the entire Board, except the Independent Director being evaluated.

As per the Policy followed by the Company, the Non-Executive Directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is ₹ 50,000 per Board meeting, ₹ 10,000 per Audit Committee and Independent Directors meeting and ₹ 2500 per Stakeholders' Relationship Committee meeting.

Remuneration of Whole-Time Directors including Managing Director should reflect the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole-Time Directors, due consideration be given to pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The term of office and remuneration of Whole-Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration packages for Whole-Time Directors are designed subject to the limits laid down under the Companies Act, 2013 to remunerate them fairly and responsibly. The Whole-Time Directors' remuneration comprises of salary and perquisites apart from retirement benefits like P.F., Gratuity, etc as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The Whole-Time Directors are entitled to customary non-monetary benefits such as company's car, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment provide for severance payments as per the Companies Act.

Appointment of KMPs and senior management and cessation of their service are subject to the approval of the NRC and the Board of Directors. Remuneration of KMPs and other senior management personnel is decided by the Managing Director (MD), broadly based on the Remuneration Policy.

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/severance payments are applicable to this category of personnel as in the case of those in the management cadre.

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.



**Details of Directors' Remuneration**

a) The Details of remuneration paid to Managing Director and Whole-Time Directors during the year ended 31st March, 2017 :-

(₹)

Name and Designation	Salary	Perquisites & other benefits	Total
<b>Mr. D. P. Jindal</b> Executive Chairman	13,200,000	6,061,200	19,261,200
<b>Mr. Saket Jindal</b> Managing Director	10,800,000	3,986,640	14,786,640
<b>Mr. S. P. Raj*</b> Whole - Time Director	985,495	1,035,480	2,020,975
<b>Mr. Shiv Kumar Singhal</b> (Whole-Time Director)**	452,700	455,228	907,928

\* Resigned as Whole Time Director on 30th November, 2016 but continues as a Non-Executive Director.

\*\* Appointed on 1st January, 2017.

The tenure of appointment of the Managing Director and Whole-time Directors is for a period of 5 years from their respective dates of appointments.

b) The Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors, Audit Committee, Stakeholder's Relationship Committee and Independent Directors, attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2017:

(₹)

Director	Sitting Fees
Mr. U. C. Agarwal	307,500
Mr. Sanjeev Rungta	70,000
Mr. S. P. Raj	100,000
Mr. P. N. Vijay	310,000
Mrs. Roma Kumar	210,000

Apart from receiving Directors' remuneration by way of sitting fee for attending meetings as above, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March 2017.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Board has constituted the Corporate Social Responsibility Committee in reference to the requirements of Section 135 of the Companies Act, 2013. The Committee recommends to the Board, the activities to be undertaken by the Company during the year and the amount to be spent on these activities.

During the year under review, the said Committee met on 26th May, 2016. All members of the Committee were present in the meeting.

The constitution of the Committee is as follows:-

Members	Designation
Mr. D. P. Jindal	Chairman
Mr. S. P. Raj	Member
Mr. U. C. Agarwal	Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Chairman of the Committee is a Non-Executive Director. The Committee meets periodically, to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of Investor services. Also reviews the status of legal cases involving the Investors where the Company has been made a party. Details of shares transfers/transmissions approved by the Committee are placed at the Board meetings from time to time.

**COMPOSITION**

The constitution of the Stakeholders' Relationship Committee is as under:-

<b>Members</b>	<b>Designation</b>
Mr. U. C. Agarwal	Chairman
Mr. Saket Jindal	Member

**COMPLIANCE OFFICER**

The Board has designated Mr. D. C. Gupta, Vice President & Company Secretary as a Compliance Officer of the Company.

**DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED AND REPLIED TO THE SATISFACTION OF THE SHAREHOLDERS**

Number of Shareholders complaints received during the period 01.04.2016 to 31.03.2017	:	10
Number of complaints not solved to the satisfaction of shareholders	:	Nil
Number of pending complaints as on 31.03.2017	:	Nil

**SUBSIDIARY COMPANIES**

The Company does not have any material non-listed Indian subsidiary company.

The Company monitors performance of subsidiary companies by the following means:-

- Financial Statements of subsidiary companies are reviewed by the Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Board meetings of the Company regularly.

The Company has adopted a Policy for determining Material Subsidiaries in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link

[http://jindal.com/mssl/pdf/MSL%20Policy\\_Material%20Subsi.pdf](http://jindal.com/mssl/pdf/MSL%20Policy_Material%20Subsi.pdf).

**GENERAL BODY MEETINGS**

(l) Details of the Location of the last three Annual General Meetings:

<b>Financial year</b>	<b>Date</b>	<b>Location of the Meeting</b>	<b>Time</b>
2013-14	26.09.2014	Registered Office of the Company at Pipe Nagar, Raigad	10.30 A.M.
2014-15	28.09.2015	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.
2015-16	27.09.2016	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.



- (I) Special resolutions passed in the previous three Annual General Meetings

Date of AGM	Special Resolution Passed
26.09.2014	None
28.09.2015	- Approval for related party transactions with Star Drilling Pte. Ltd; Singapore an associate of the Company. - Approval for related party transactions with Dev Drilling Pte. Ltd; Singapore a joint venture of the Company. - Approval for related party transactions with Internovia Natural Resources FZ LLC, UAE, a subsidiary of the Company.
27.09.2016	None

- (II) Special resolution passed through Postal Ballot

During the year under review, no special resolution was passed through postal ballot.

None of the special resolution is proposed to be conducted through postal ballot.

## DISCLOSURES

### i) Related Party Transactions

There have been related party transactions as reflected in the notes to the accounts but they are not in conflict with the interest of the Company. All transactions have been approved by the Audit Committee and all transactions entered into by the Company with related parties during the financial year were in the ordinary course of business of the Company and on arm's length basis.

The Board has approved a policy on materiality of Related Party Transactions which has been uploaded on the website of the Company at the following link <http://jindal.com/msl/pdf/RPT-POLICY-MSL.pdf>

### ii) Accounting Standards

The Company has followed Indian Accounting Standards (Ind AS) in the preparation of the Financial Statements for the financial year beginning 1st April, 2016 with the comparatives for the year ending 31st March, 2016. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

### iii) Details on Non Compliance

There were no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authorities on any matter related to the capital markets during the last 3 years.

### iv) CEO/ CFO Certificate

Mr. Saket Jindal, Managing Director and Mr. Ashok Soni, CFO have furnished the required certificate to the Board of Directors pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### v) Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <http://jindal.com/msl/pdf/Vigil-Mechanism-MSL.pdf>

### vi) Adoption of Mandatory and Non- mandatory requirements

The Company has complied with all mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has also complied with following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**Audit Qualifications**

The Financial Statements of the Company are unqualified.

**Separate posts of Chairman and CEO**

The positions of Chairman and CEO/ Managing Director are separate.

**Reporting of Internal Auditor**

The Internal Auditors of the Company make presentations to the Audit Committee on their reports.

**vii) Risk Management**

The Company has detailed Risk Management Policy and the Board periodically reviews the procedures for its effective management.

**CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Auditors' certificate on corporate governance has been annexed to the Board's Report.

**DISCLOSURE ON NON-COMPLIANCE**

There was no such non-compliance made by the Company on corporate governance report as required under sub-paras (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

In Compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, KMPs and designated employees.

**MEANS OF COMMUNICATION**

The Company's financial results are communicated forthwith to all Stock Exchanges whereat the Company's shares are listed, as soon as they are approved and taken on record by the Board of Directors of the Company. Thereafter the results are normally published in Business Standard, Free Press Journal and Navshakti. The Financial results, Press Releases, Investor Communiqué and Corporate Presentations made to institutional investors are also made available on the Company's website [www.jindal.com](http://www.jindal.com).

Designated Exclusive e-mail ID: The Company has designated the following e-mail ID exclusively for Investors' grievance redressal - [secretarial@mahaseam.com](mailto:secretarial@mahaseam.com)

**GENERAL SHAREHOLDERS INFORMATION**

- a) Annual General Meeting:
- |             |  |
|-------------|--|
| Date & Time | : 26th September, 2017 at 12.15 P.M.   |
| Venue       | : Registered Office of the Company at Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka-Roha, Distt. Raigad, Maharashtra - 402126 |
- b) Financial Year : 1st April, 2016 to 31st March, 2017
- c) Book Closure : 14th September, 2017 to 19th September, 2017 (Both days inclusive)
- d) Dividend : Dividend of ₹ 5.00/- (100 %) per equity share for the year ended 31st March, 2017, if approved by the members, would be payable on or after 27th September, 2017.

**Financial Calendar (Tentative):-**

- |  |                 |
|--|-----------------|
| - Financial reporting for the quarter ended 30th June, 2017        | Aug, 2017       |
| - Financial reporting for the quarter ending 30th September, 2017  | Oct/Nov, 2017   |
| - Financial reporting for the quarter ending 31st December, 2017   | Jan/Feb, 2018   |
| - Financial reporting for the quarter/year ending 31st March, 2018 | April/May, 2018 |



**Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fee for the year 2017-18 has been paid to both Stock Exchanges.

Name & address of Stock Exchanges	Stock Code/Trading Symbol
<b>BSE Limited</b> P.J. Towers, 25th Floor, Dalal Street, Mumbai 400 001	500265
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	MAHSEAMLES

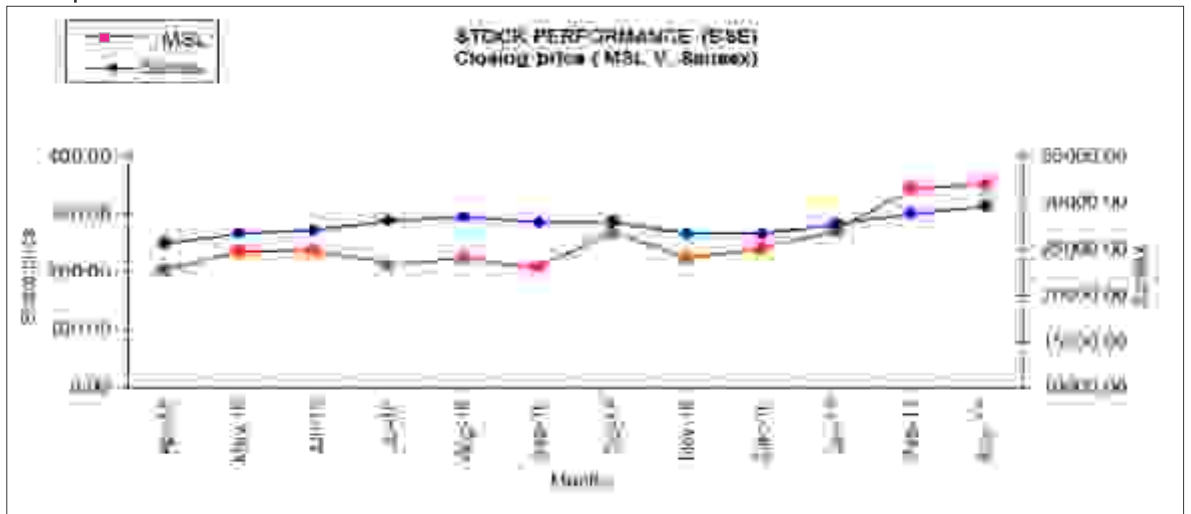
ISIN for equity shares: INE 271B01025

**Stock Market Data**

The monthly high and low quotations of shares traded on BSE is as under:-

Month	MSL BSE Price (₹)		BSE Sensex	
	High	Low	High	Low
April, 2016	215.20	143.00	26,100.54	24523.20
May, 2016	247.80	185.00	26837.20	25057.93
June, 2016	248.50	215.00	27105.41	25911.33
July, 2016	247.00	209.45	28240.20	27034.14
August, 2016	236.70	200.00	28532.25	27627.97
September, 2016	245.70	204.10	29077.28	27716.78
October, 2016	273.20	210.40	28477.65	27488.30
November, 2016	276.20	210.00	28029.80	25717.93
December, 2016	267.25	223.00	26803.76	25753.74
January, 2017	290.50	237.00	27980.39	26447.06
February, 2017	346.30	269.85	29065.31	27590.10
March, 2017	365.00	338.00	29824.62	28716.21

**Share performance chart**







**Distribution of shareholding as on 31st March, 2017**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	21287	92.68	3099541	4.63
501 to 1000	939	4.09	742100	1.11
1001 to 10000	608	2.65	1718461	2.56
10001 to 100000	88	0.38	2692510	4.02
100001 to 500000	29	0.12	6030732	9.00
500001 & above	18	0.08	52716282	78.68
<b>Total</b>	<b>22969</b>	<b>100</b>	<b>66,999,626</b>	<b>100</b>

**Shareholding Pattern as on 31st March, 2017**

Category	No. of Shares held	% of holding
Promoter & Promoter Group	40064804	59.80
Mutual Funds/UTI	3958467	5.91
Financial Institutions/Banks	206057	0.31
Foreign Portfolio Investors	5076990	7.58
Bodies Corporate	7896699	11.78
Resident Individuals	9488969	14.16
NRIs	295447	0.44
Trusts	325	0.00
Clearing Members	11868	0.02
<b>Total</b>	<b>66,999,626</b>	<b>100</b>

**Dematerialization of Shares**

97.92 % of the Paid-up Equity Share Capital of the Company is in dematerialised form as on 31st March 2017.

**Outstanding GDR / ADR / Warrants & Convertible Bonds, conversion date and likely impact on equity:**

The Company has no outstanding GDRs/ADRs/Warrants or any other convertible instruments as on 31st March 2017.

**Plant Locations:**

- Seamless & ERW Pipes:  
Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road, Taluka-Roha, Distt.Raigad - 402 126, Maharashtra  
D 114, Industrial Area, Vile Bhagad, Taluka Mangaon Distt Raigad, Maharashtra
- Solar Power:  
Pokaran, Distt- Jaisalmer, Rajasthan  
Durjani, Distt.- Jodhpur, Rajasthan
- Wind Power:  
Village Nivkane, Taluka Patan, District Satara, Maharashtra



**Registrar and Share Transfer Agents:**

Alankit Assignments Limited, Alankit Height,  
I E/13, Jhandelwala Extension,  
New Delhi – 110 055  
Phone: 011-23541234, 42541234  
Fax: 011-42541967  
e-mail: rta@alankit.com

**Share Transfer System:**

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat requests are generally confirmed within the prescribed time from the date of receipt.

**Investor correspondence address**

Shareholders' correspondence should be addressed to the Registrar and Transfer Agent at the address given above or to the Corporate Office of the Company.

Shareholders holding shares in dematerialized form should address all their correspondence to their respective Depository Participant.

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
Maharashtra Seamless Limited

We have examined the compliance of conditions of Corporate Governance by Maharashtra Seamless Limited for the year ended on 31st March, 2017, as stipulated under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under the SEBI Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KANODIA SANYAL & ASSOCIATES**  
**Chartered Accountants**  
**FRN. 008396N**

Place: New Delhi  
Date: 14th August, 2017

**R. K. KANODIA**  
**Partner**  
(Membership No. 016121)



**MANAGEMENT DISCUSSION AND ANALYSIS**

**GLOBAL**

The world Economy grew at 3.1% in 2016 compared to 3.4% in 2015 .While growth in developed markets remained modest, emerging markets and developing economies have helped to mitigate the headwinds. We expect economy to bounce back to 3.5% in 2017. Increase in oil prices along with other commodities like iron ore and copper will add the recovery. While global growth was stable, market were focussed on emerging economies and geopolitical developments.

The US Federal Reserve continued with the interest rate normalisation drive in 2016-17. The global low interest rate and strong liquidity cycle is likely to normalise slowly. Advance economies are likely to grow modestly to 1.8% in 2017 (from 1.6% in 2016). However with positive reforms in several emerging economies, the growth of emerging economies is expected to be at 4.5% in 2017 and 4.8 % in 2018 ( from 4.1% in 2016)

**INDIAN ECONOMY**

On the domestic front, India remained the fastest growing major economy in the world. The GDP growth rate was 7.1% for the FY 2106-17 supported by strong consumption growth and government spending. Inflation eased sharply facilitating a 50 basis point rate cut by RBI in FY 2016-17. Government demonetisation move to counter the shadow economy and promote cashless economy has boosted the digital payments in the country, bringing the much needed liquidity in the system.

In the near short term, the India growth story is expected to boost further with the implementation of key reforms viz GST and appropriate fiscal and monetary policies. The reform process would further improve India's position in the global arena

With favourable terms of trade and diminishing external vulnerabilities, India is expected to register GDP growth rate of 7.2% for 2017-18.

**Review of Operations and Business Outlook**

**Summary of Performance**

₹. In Crores

<b>Particulars</b>	<b>2016 -17</b>	<b>2015 -16</b>
Revenue from Operations	1569.91	1108.70
Profit before tax	225.71	54.16
profit after tax and adjustment	145.52	31.48

The year under review has depicted revival in the operations. Imposition of Anti-Dumping Duty augurs well as it has helped in improving the capacity utilisation as well as EBIDTA margins.

With our intense focus on improvement of operational efficiency and cost cutting exercise, we continue to maintain highest level of competitiveness and consolidate our leading position in seamless pipe industry.

Quality is the hallmark of MSL. Strict adherence to the policy of “No compromise with Quality” is demonstrated by its stringent control over procurement of raw material, process control, streamlined distribution network and fast delivery of finished products. Our in house R & D activities and adherence to the stringent Quality standards using sophisticated inspection facilities have helped MSL to benchmark itself, amongst the best pipe manufacturer in the World.

Branding plays an important role in improving Sales and margins of a Company. The Company has taken various initiatives to make “MSL” and “Jindal Star” as a trusted brands in minds of customers. The Company has improved the brand value through presence in various trade expo in India as well as internationally . “Jindal Star “ is honoured as India's Most Trusted Brand Award 2016 .

**DEMAND DRIVERS**

Through the New Exploration Licensing policy (NELP) and Hydrocarbon Exploration Policy (HELP), the Central Government is aiming to maximise the domestic exploration of oil and gas to attain self-sufficiency and save on precious foreign exchange. This will entail huge capital expenditure over next few years spearheaded by ONGC and Oil India, thereby generating good demand for OCTG pipes.

Public sector oil marketing companies are also expanding their capacities due to increase in demand. This will trigger requirement of new capacity addition in near future.

The replacement demand is also increasing due to old age of existing refineries. Beside this, existing Refineries also have to comply with Euro VI norms, which will further add on the demand of the Company's products.

Demand from other industry sectors such as Power, Chemicals, Nuclear and other process industries will further add on the above.

The penetration level of pipelines in oil and gas transportation and other sectors is very low in India as compared to global benchmark. This provides a huge scope for growth of the pipe industry. MSL is well placed to cater to the increased domestic demand due to above factors.

Exports : We have been consistent in expanding our existing overseas markets, and plan to increase our footprint further in the global markets. We are currently exporting to more than 25 countries. We are also exploring new markets for our products and services.



The Ministry of Corporate Affairs (MCA) notified Companies (Indian Accounting Standard) Rules 2015 enabling implementation of Ind AS. Pursuant to this notification, the Company has adopted Ind AS with effect from 1st April, 2016.

### **Human Resources**

MSL believes that Employees form the basis for growth. People management at MSL goes beyond the set of boundaries of compensation, performance, appraisal and development. Our strengthening culture has helped to build careers for our people. MSL places Employee engagement, development and retention of talent as its highest priority, to enable achievement of organisational goals.

MSL has extended best of facilities to the employees and their families like education facilities, medical facilities, recreational, housing facilities, transportation facilities, insurance, mess to ensure their better quality of life and is constantly engaged in enhancement. We also have Reward and recognition scheme.

The Company's management firmly believes that a strong and stable industrial relation is essential for success of any organisation. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual co-operation, confidence and respect duly recognising the rights of the workers.

The Company is also committed for Woman empowerment and safety by providing them conducive environment. Company has a Committee for the prevention of Sexual Harassment of women at work place and redressal of such kind of grievances. As on 31st March, 2017, the Company had 1247 employees.

### **Environment, Health & Safety**

Your Company is fully committed to environment protection and compliance of environment related laws and protect the Company from environment related risks. Regular medical examination of employees and health care schemes are an integral part of the Company's policy. Round the clock emergency services are provided to employees and their family members through strategic tie up with the multi-speciality hospital, to ensure that best environment engineering controls are adopted in the factories. These controls aim in preventing accidents, environment pollution and health hazards. The Company's policies give highest priority to safety, both occupational and general health of employees, and on environment protection. Recent investment in 20 MW solar power project in Rajasthan is one step forward in providing clean energy to our Country.

### **Risk and Mitigations**

Your Company has a robust Risk Assessment and Management process. The Risk Management Committee constituted of senior leadership team handles the process of Risk Identification, Assessment and Mitigation plans. The process adopted by the Committee is reviewed by the Board for implementation and continuous monitoring. Your Company classifies the risks broadly into two categories, viz., External Risks and Internal Risks. The external risks mainly comprise of business risks on various fronts. The identified business risks and opportunities are deliberated in detail and thereafter considered in the business plan of the Company along with the mitigation plan. The internal risks identified by the Committee are systematically addressed on a continuous basis across the locations. These findings are discussed with both the Management and the Audit Committee.

Our products are primarily used in Oil and Gas sector. Demand supply factors, Pricing, economics and sovereign policy on Oil and Gas effects demand and cost of our product. Our products are also subject to dumping by overseas supply in domestic market. Indian Government is looking committed for improvement in 'ease of doing business'. Our Government is also committed to protect Indian Industries from any dumping by overseas suppliers. Imposition of Anti-Dumping Duty on Certain Grades of Seamless Pipe is a step in this direction.

The Company continuously monitors foreign exchange rates movement. Our foreign exchange policy safeguards price escalation risk. Company hedges foreign currency exposure as and when required.

### **Internal Financial Control Systems**

The Company has a comprehensive internal financial control systems for all major processes to ensure reliability of reporting. The system also helps management to have timely data/ feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial control system of the Company is commensurate with the size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement. The Company has an internal audit function, which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. The scope of Internal Audit is well defined and documented and the Audit Committee reviews the observations of the Internal Audit critically. The composition and working of the Audit Committee forms part of the Corporate Governance Report.

### **Green Energy – Wind and Solar Energy**

In line with Company's focus on green energy, the Company has commissioned 20 MW Solar PV plant and also set up one MW Roof Top Solar at its factory in Naghothane for captive use. With this the Company's green energy portfolio has increased to 33 MW.

Company has generated 182 Lakh electrical units during the year under review as compared to 162 Lakh electrical units in the previous year. This works out to 27% of the Company's Power consumption.



# **STANDALONE FINANCIAL STATEMENTS**

## **INDEPENDENT AUDITORS' REPORT**

To the Members of Maharashtra Seamless Limited

### **1) Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Maharashtra Seamless Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'standalone Ind AS financial statements').

### **2) Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3) Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the Auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### **4) Emphasis of Matter**

We draw attention to note no. 2.36 (a) to the financial statements regarding of the factors considered in the Company's assessment that the carrying amounts of the investments, the loans and advances to certain subsidiaries, associates and a joint venture are recoverable and that no loss allowance/provisions is required against the financial guarantees of ₹ 196,973.86 lakhs in financial statements and note no. 2.36(b) regarding due to non-availability of financial statements of Gondkhari Coal Mining Ltd. (J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Limited for the purpose of consolidation, further we draw attention note no. 2.32 to the financial statement during the year the company had converted loan given to subsidiary companies & joint venture company in to 4% perpetual cumulative preference shares.

## 5) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## 6) Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that :
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
  - e. on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- 7) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer to Note 2.27 to the standalone Ind AS financial statements;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
  - iv. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 2.49 to the standalone Ind AS financial statements.

**For Kanodia Sanyal & Associates**  
**Chartered Accountants**  
**FRN: 008396N**

Place: New Delhi  
Date: 26th May, 2017

**(R.K.Kanodia)**  
**Partner**  
**Membership no.: 016121**



**“Annexure A” to the Auditors' Report**

**The Annexure referred to in Independent Auditors' Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended 31 March 2017, we report that :**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) a) The management has conducted the physical verification of inventory at reasonable intervals.  
b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) In respect of loans, secured or unsecured, granted by the Company to the other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').  
(a) The Company has granted loans to eight companies. The maximum amount involved during the year was ₹ 51181.08 Lakhs the year end balance of loan granted to such companies was ₹ 22316.26 Lakhs.  
(b) In respect of loans granted by the company the interest payment are regular except refer note no. 2.41 (ii & iii) to the financial statement and the principal amounts are being received/renewed on due dates.  
(c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under Section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans and investments made, providing guarantee and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- 6) We have broadly reviewed the cost records maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records, u/s 148(1) of the Companies Act, 2013 and are of opinion that prima -facie the prescribed records and accounts have been maintained by the company. However, we have not made a detailed examination of these records to verify whether they are accurate or complete.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes :

Nature of the Statute	Nature of the Dues	Amount Disputed (₹ in Lakhs)	Forum where dispute is pending
1. Income Tax Act	Demand for Income Tax	4.53 4.92 428.93	Commissioner Appeal A.Y 2009-2010 Commissioner Appeal A.Y 2010-11 ITAT A.Y 2009-10
2. Excise Duty	Demand for Excise Duty	0.37 138.75 28.12 11.22 17.81 11.68 36.49 2.18 4.32 1.31 34.35 5.71 0.06 12.99 3.46 4.25	CESTST F.Y 2002-03 CESTST F.Y 2005-08 CESTST F.Y 2007-09 CESTST F.Y 2005-07 CESTST F.Y 2006-07 CESTST F.Y 2006-07 CESTST F.Y 2004-08 CESTST F.Y 2007-08 CESTST F.Y 2007-08 CESTST F.Y 2007-08 CESTST F.Y 2008-09 COMM(A) F.Y 1999-00 COMM(A) F.Y 2009-10 COMM(A) F.Y 1998-00 High Court F.Y.2005-07 High Court F.Y.2006-07
3. Sales Tax Act	Demand for Sales Tax	4.65	Maharashtra Sales Tax Authority (Appellate Tribunal) 2001-2002

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For Kanodia Sanyal & Associates**  
Chartered Accountants  
FRN: 008396N

Place: New Delhi  
Date: 26th May, 2017

(R.K.Kanodia)  
Partner  
Membership no.: 016121

## **“Annexure B “ to the Auditors' Report**

### **1) Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of Maharashtra Seamless Limited ('the Company') as of 31 March 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **2) Management's Responsibility for Internal Financial Controls**

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

### **3) Auditors' Responsibility**

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

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

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

### **4) Meaning of Internal Financial Controls over Financial Reporting**

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

### **5) Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## 6) Opinion

In our opinion, the Company has certain areas wherein an adequate internal financial controls system over financial reporting can be improvised and on the basis of our evaluation we have identified following observation in Internal Financial Control over financial reporting as per criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India :-

Non availability of Audited Financials of Subsidiary, JV & Associates for consolidating financials.

Further, the above mentioned issue may cause deficiency but does not have any impact on true and fair view of current financial statement as the same has been rectified in current financial year.

**For Kanodia Sanyal & Associates**  
**Chartered Accountants**  
**FRN: 008396N**

Place: New Delhi  
Date: 26th May, 2017

**(R.K.Kanodia)**  
**Partner**  
**Membership no.: 016121**



**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2017**

	Note No.	As At 31.03.2017 (₹ in Lakhs)	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>A ASSETS</b>				
<b>1 Non - Current Assets</b>				
(a) Property, Plant and Equipment	2.1	108,579.50	111,013.47	116,399.03
(b) Capital Work - in - Progress	2.1	11,838.11	3,097.36	3,331.03
(c) Intangible Assets	2.1	14.86	21.22	32.50
(d) Investments in associates and joint ventures at cost	2.2 (a)	6,013.26	3,340.52	3,340.52
(e) Financial Assets:				
(i) Investments	2.2 (b)	41,657.91	23,274.29	22,273.04
(ii) Loans	2.3	701.68	1,919.54	1,786.99
(iii) Other Financial Assets	2.4	38.19	56.11	85.35
(f) Other Non-Current Assets	2.5	2,569.82	2,330.02	2,312.64
		<b>171,413.33</b>	<b>145,052.53</b>	<b>149,561.10</b>
<b>2 Current Assets</b>				
(a) Inventories	2.6	48,421.00	49,891.44	48,952.36
(b) Financial Assets:				
(i) Investments	2.2 (b)	35,887.10	39,574.72	36,884.96
(ii) Trade Receivables	2.7	30,862.49	26,478.66	29,774.37
(iii) Cash and Cash Equivalents	2.8	308.03	28.28	310.99
(iv) Bank Balances other than (iii) above	2.9	267.64	302.30	302.96
(v) Loans	2.3	34,944.43	42,438.59	32,974.04
(vi) Other Financial Assets	2.4	2,848.36	2,149.68	1,523.02
(c) Current Tax Assets (Net)	2.10	11.73	1,531.09	1,574.53
(d) Other Current Assets	2.5	3,504.98	7,206.37	7,599.39
		<b>157,055.76</b>	<b>169,601.13</b>	<b>159,896.62</b>
<b>TOTAL</b>		<b>328,469.09</b>	<b>314,653.66</b>	<b>309,457.72</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>1 Equity</b>				
(a) Equity Share Capital	2.11	3,349.98	3,349.98	3,349.98
(b) Other Equity	2.12	277,933.84	265,415.06	266,263.02
		<b>281,283.82</b>	<b>268,765.04</b>	<b>269,613.00</b>
<b>2 Non - Current Liabilities</b>				
(a) Financial Liabilities:				
(i) Borrowings	2.13	1,120.00	-	79.28
(ii) Other Financial Liabilities	2.15	1,562.94	2,212.62	2,784.34
(b) Deferred Revenue	2.16	107.10	99.04	-
(c) Deferred Tax Liabilities (Net)	2.17	23,555.50	24,138.97	23,838.20
		<b>26,345.54</b>	<b>26,450.63</b>	<b>26,701.82</b>
<b>3 Current Liabilities</b>				
(a) Financial Liabilities:				
(i) Borrowings	2.13	631.23	693.48	34.32
(ii) Trade Payables	2.14	13,852.08	13,200.71	6,608.74
(iii) Other Financial Liabilities	2.15	1,226.91	1,226.92	1,233.39
(b) Other Current Liabilities	2.18	3,991.99	3,096.15	3,069.87
(c) Provisions	2.19	1,137.52	1,220.73	2,196.58
		<b>20,839.73</b>	<b>19,437.99</b>	<b>13,142.90</b>
<b>TOTAL</b>		<b>328,469.09</b>	<b>314,653.66</b>	<b>309,457.72</b>

Significant Accounting Policies and Notes on Financial Statements 2.1-2.55

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary

Place : Gurgaon  
Date : 26th May, 2017

For and on Behalf of the Board

D.P. JINDAL  
Executive Chairman  
SAKET JINDAL  
Managing Director

U.C. AGARWAL  
P.N. VIJAY  
SANJEEV RUNGTA  
S.P. RAJ  
ROMA KUMAR  
Directors

S.K. SINGHAL  
Wholetime Director



**STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

	Note No.	Year Ended <b>31.03.2017</b> (₹ in Lakhs)	Year Ended 31.03.2016 (₹ in Lakhs)
<b>I Revenue From Operations</b>	<b>2.20</b>	<b>156,991.49</b>	110,869.70
<b>II Other Income</b>	<b>2.21</b>	<b>8,500.65</b>	9,463.60
<b>III Total Revenue (I + II)</b>		<b><u>165,492.14</u></b>	<u>120,333.30</u>
<b>IV Expenses:</b>			
Cost of Materials Consumed	<b>2.22</b>	<b>91,283.70</b>	70,022.08
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	<b>2.23</b>	<b>803.13</b>	3,933.01
Excise Duty Paid		<b>14,167.56</b>	9,414.83
Employee Benefit Expenses	<b>2.24</b>	<b>5,249.44</b>	4,577.46
Finance Costs	<b>2.25</b>	<b>1,031.67</b>	654.45
Depreciation and Amortization Expense	<b>2.1</b>	<b>6,937.67</b>	6,955.30
Other Expenses	<b>2.26</b>	<b>23,448.47</b>	19,360.06
Total Expenses		<b><u>142,921.64</u></b>	<u>114,917.19</u>
<b>V Profit Before Exceptional Items and Tax (III - IV)</b>		<b>22,570.50</b>	5,416.11
<b>VI Exceptional Items</b>		<b>-</b>	-
<b>VII Profit before tax (V - VI)</b>		<b>22,570.50</b>	5,416.11
<b>VIII Taxes:</b>			
(1) Current Tax		<b>8,460.00</b>	1,366.20
(2) Deferred Tax		<b>(583.47)</b>	300.77
(3) MAT Credit		<b>-</b>	(6.41)
(4) Earlier Years		<b>142.03</b>	607.67
<b>IX Profit for the year (VII - VIII)</b>		<b>14,551.94</b>	3,147.88
<b>X Other Comprehensive Income</b>			
<b>OCI to be reclassified to profit or loss in subsequent periods</b>			
Effect of Actuarial Valuation		<b>28.75</b>	45.92
Income tax effect		<b>(9.81)</b>	(9.80)
Other Comprehensive income for the year, net of income tax		<b>18.94</b>	36.12
<b>XI Total Comprehensive Income for the period (IX + X)</b>		<b>14,570.88</b>	3,184.00
<b>XII Earnings Per Equity Share (Par value ₹5/-)</b>			
(1) Basic		<b>21.72</b>	4.70
(2) Diluted		<b>21.72</b>	4.70

Significant Accounting Policies and Notes on Financial Statements

2.1-2.55

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary

For and on Behalf of the Board  
D.P. JINDAL  
Executive Chairman  
SAKET JINDAL  
Managing Director  
U.C. AGARWAL  
P.N. VIJAY  
SANJEEV RUNGTA  
S.P. RAJ  
ROMA KUMAR  
Directors  
S.K. SINGHAL  
Wholetime Director



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2017

**A. Equity Capital**

Particulars	Equity Shares	
	Nos	(₹ in Lakhs)
As At 01-04-2015	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2017</b>	<b>66,999,626</b>	<b>3,349.98</b>

**B. Other Equity**

(₹ in Lakhs)

Particulars	Reserves and Surplus							Total
	Capital Redemption Reserve	Securities Premium Reserve	Capital Investment Subsidy	Revaluation Reserve	Capital Reserve	Retained Earnings	Equity Instrument through OCI	
As At 01-04-2015	1,617.82	25,827.24	25.00	53,779.00	166.53	184,847.43	-	266,263.02
Profit for the Period	-	-	-	-	-	3,147.88	-	3,147.88
Other comprehensive income	-	-	-	-	-	-	36.12	36.12
Dividend	-	-	-	-	-	(3,349.98)	-	(3,349.98)
Dividend Distribution Tax	-	-	-	-	-	(681.98)	-	(681.98)
Balance As At 31-03-2016	1,617.82	25,827.24	25.00	53,779.00	166.53	183,963.35	36.12	265,415.06
Profit for the Period	-	-	-	-	-	14,551.94	-	14,551.94
Other comprehensive income	-	-	-	-	-	-	(17.18)	(17.18)
Dividend	-	-	-	-	-	(1,674.99)	-	(1,674.99)
Dividend Distribution Tax	-	-	-	-	-	(340.99)	-	(340.99)
<b>Balance As At 31-03-2017</b>	<b>1,617.82</b>	<b>25,827.24</b>	<b>25.00</b>	<b>53,779.00</b>	<b>166.53</b>	<b>196,499.31</b>	<b>18.94</b>	<b>277,933.84</b>

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary

Place : Gurgaon  
Date : 26th May, 2017

For and on Behalf of the Board

D.P. JINDAL  
Executive Chairman  
SAKET JINDAL  
Managing Director

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P.N. VIJAY  
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S.P. RAJ

ROMA KUMAR  
Directors

S.K. SINGHAL  
Wholetime Director



**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit Before Tax as per Statement of Profit and Loss</b>	<b>22,570.50</b>	5,416.11
Adjustments for:		
Depreciation and Amortisation	<b>6,937.67</b>	6,955.30
Effect of Other Comprehensive Income	<b>(17.18)</b>	36.12
(Profit)/Loss on Sale / Write off of Assets (Net)	<b>2.81</b>	(4.85)
Finance Costs	<b>1,031.67</b>	654.45
Interest Income	<b>(3,271.79)</b>	(1,953.81)
Dividend Income	<b>(71.43)</b>	(340.78)
Net Gain on Sale of Investments	<b>(3,342.01)</b>	(4,602.57)
Rental Income	<b>(61.38)</b>	(59.85)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>23,778.86</b>	6,100.12
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	<b>1,470.45</b>	(939.07)
Trade Receivables and Other Receivables	<b>(49.02)</b>	3,117.34
Short - Term Loans and Advances	<b>7,494.17</b>	(9,464.55)
Long - Term Loans and Advances	<b>1,217.87</b>	(132.56)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	<b>238.90</b>	5,464.03
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>34,151.23</b>	4,145.31
Cash Flow from Extraordinary Items	-	-
<b>Cash Generated from Operations</b>	<b>34,151.23</b>	4,145.31
Net Income Tax (Paid) / Refunds	<b>(8,018.56)</b>	(2,261.11)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>26,132.67</b>	1,884.20
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	<b>(13,241.43)</b>	(1,383.43)
Proceeds from Sale of Fixed Assets	<b>0.54</b>	63.49
Current Investments:		
Purchased	<b>(22,633.84)</b>	(19,976.53)
Proceeds from Sale	<b>29,663.48</b>	21,013.47
Purchase of Non Current Investments:		
Subsidiaries	<b>(37,549.79)</b>	-
Associates	<b>(2,674.26)</b>	-
Others	<b>(364.66)</b>	(751.65)
Proceeds from Sale of Non Current Investments:		
Joint ventures	<b>1.52</b>	-
Others	<b>19,530.82</b>	626.29
Interest Received	<b>3,271.79</b>	1,953.81
Dividend Received	<b>71.43</b>	340.78
Rental Income	<b>61.38</b>	59.85
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(23,863.02)</b>	1,946.08



**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long - Term Borrowings	<b>1,120.00</b>	(79.28)
Proceeds / (Repayment) of other Short - Term Borrowings	<b>(62.25)</b>	652.70
Finance Costs	<b>(1,031.67)</b>	(654.45)
Dividend Paid	<b>(1,674.99)</b>	(3,349.98)
Tax on Dividend	<b>(340.99)</b>	(681.98)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b><u>(1,989.90)</u></b>	<b><u>(4,112.99)</u></b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>279.75</b>	(282.71)
Cash and Cash Equivalents at the Beginning of the Year	<b>28.28</b>	310.99
Cash and Cash Equivalents at the End of the Year	<b>308.03</b>	28.28

As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

For and on Behalf of the Board

**D.P. JINDAL**  
Executive Chairman  
**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N. VIJAY**  
**SANJEEV RUNGTA**  
**S.P. RAJ**  
**ROMA KUMAR**  
Directors

**S.K. SINGHAL**  
Wholtime Director



## **I. SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of Preparation of Financial Statements**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ('Act'), guidelines issued by the Securities and Exchange Board of India (SEBI) and guidance note issued by Institute of Chartered Accountant of India. The financial statements are prepared on Going Concern, accrual and the historical cost basis except certain Financial assets and liabilities measured at Fair Value (Refer Accounting policy regarding financial instruments).

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 first time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarised in Note 2.54(b).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in INR and all values are rounded to the nearest INR Lakhs, except when otherwise indicated.

### **b) Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### **c) Classification of Assets & Liabilities as Current and Non Current**

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realisation in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.



#### d) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The specific recognition criteria described below must also be met before revenue is recognised.

##### i) Sale of goods

Revenue from the sale of goods is recognised, when all the significant risks and rewards of ownership of the goods have passed to the buyer, the Company no longer has effective control over the goods sold, the amount of revenue and costs associated with the transaction can be measured reliably and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of Goods. Revenue from the sale of goods is measured at price at which material is sold, net of returns and allowances, trade discounts and volume rebates. The sales include the excise duty and exclude value added tax/sales tax.

##### ii) Sales/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included thereon.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

##### iii) Interest income

**Interest income is recognized on time proportion basis using the effective interest method.**

##### iv) Dividend Income

Dividend income is recognized when the right to receive payment is established, which is generally when shareholders approve the same.

##### v) Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to tangible fixed assets are treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned.

#### e) Fixed Assets & Depreciation

##### i) Property, Plant And Equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS i.e. 1 April, 2015, measured as per the previous GAAP and use that as its cost as at the date of transition. Further in earlier years company had got its certain assets revalued which is now considered as deemed cost of property, plant & equipment.

Property, plant and equipment acquired after the transition date are stated at original cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. The cost includes its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and also other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.



Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gain or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell. The assets residual values, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **ii) Depreciation**

Depreciation on Fixed Assets has been provided on straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 except depreciation on Revalued Assets which has been calculated by using straight line method on the basis of useful life of the assets technically assessed.

Depreciation will be charged from the date the assets is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **iii) Intangible Assets**

Intangible Assets are stated at cost of acquisition less accumulated Depreciation / Amortization. This includes computer software packages.

## **f) Financial Instruments**

### **I) Financial Assets**

#### **A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

#### **B. Subsequent measurement**

##### **i) Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **ii) Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal & interest on the principal amount outstanding.

##### **iii) Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

#### **C. Investment in subsidiaries, Associates and Joint Ventures**

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

#### **D. Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another



party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its Entirely, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

#### **E. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss.

### **II) Financial liabilities**

#### **• Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### **• Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **g) Inventory Valuation**

Raw Materials are valued at lower of cost (FIFO basis) or net realisable value.

Work - in - Process is valued at direct material cost plus conversion cost depending upon the stage of completion or estimated net realisable value whichever is lower.

Finished goods are valued at lower of cost or net realisable value. Cost for this purpose includes direct material cost plus conversion cost and other direct overheads incurred to bring the goods to their present location & conditions. Excise Duty on goods manufactured by the company and remaining in inventory is included as a part of valuation of finished goods.

Stores & Spare parts are valued at lower of cost (Weighted Average Method) or net realisable value.

Scrap is valued at net realisable value.

### **h) Cash and Cash Equivalent**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **i) Employee Benefits**

i) Short term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.

ii) Post-employment and other long term benefits are recognised as an expense in the Profit & Loss Account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of financial year. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit & Loss Account.

iii) Payment to defined contribution retirement benefit scheme, if any, is charged as expenses during the year in which related services are rendered.

iv) Termination benefits are recognized as an expense in the period in which they are incurred.

### **j) Earning Per Equity Shares**

Basic earning per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted Earning per share is



computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earning per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e., the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes affected prior to the approval of the financial statements by the Board of Directors.

**k) Foreign Currency Transactions**

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at year end rate.

The differences in translation of monetary assets and liabilities and realised gains and losses on foreign exchange transaction are recognised in Profit & Loss Account.

Non-monetary items are carried at cost.

**l) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**m) Income Tax**

**i) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ii) Deferred tax**

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**iii) Minimum Alternate Tax**

Minimum Alternate Tax credit is recognised, as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement under Loans & Advances. The group reviews the same at each



balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that group will pay normal Income Tax during the specified period.

**n) Financial Derivatives Transactions**

In respect of forward exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognised as income or expense along with the exchange differences on the underlying assets / liabilities. Further, in case of other contracts with committed exchange rates, the underlying is accounted at the rate so committed. Profit or loss on cancellations / renewals of forward contracts is recognised during the year.

Premium / Discount on forward foreign exchange contracts are pro-rated over the period of contract.

**o) Events occurring after the Balance Sheet Date**

Events occurring after the Balance Sheet date and till the date on which the financial statements are approved, which are material in the nature and indicate the need for adjustments in the financial statements have been considered.

**p) Provisions and Contingent Liabilities/Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognised but are disclosed in notes.

Contingent assets are not recognised in financial statements but are disclosed, since the former treatment may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

**q) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**r) First time adoption - mandatory exceptions, optional exemptions**

The Company has prepared the opening Standalone Balance Sheet as per Ind AS as of 1 April, 2015 (the transition date) by,

- recognising all assets and liabilities whose recognition is required by Ind AS,
- not recognising items of assets or liabilities which are not permitted by Ind AS,
- by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and
- applying Ind AS in measurement of recognised assets and liabilities.

However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company as detailed below. Since, the financial statements are the first financial statements, the first time adoption - mandatory exceptions and optional exemptions have been explained in detail.

**l) Deemed cost for property, plant and equipment and intangible assets including capital work in progress and intangible assets under development**

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets including capital work in progress and intangible assets under development recognised as of 1 April, 2015 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition. Further, in earlier years company had got its assets revalued which is now included in deemed cost of property, plant and equipment.





ii) Investments in subsidiaries, joint ventures and associates

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost.

iii) Designation of previously recognised financial instruments

The Company has designated financial liabilities and financial assets at fair value through profit or loss on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

iv) Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

Key sources of estimation uncertainty and critical accounting judgments

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

Key sources of estimation uncertainty

i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

ii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

iii) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

iv) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility.

v) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.





**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**NOTE 2.1**

**Property, Plant and Equipment**

(₹ in Lakhs)

Description	Gross Block (At Cost)			Depreciation				Net Book				
	As At 01.04.2015	Additions /Deductions /Adjustments	As At 01.04.2016	As At 01.04.2015	Additions /Deductions /Adjustments	As At 01.04.2016	For The Year	Sales/ Adjustments	UPTO 31.03.2017	As At 31.03.2017	As At 01.04.2015	
<b>Tangible Assets</b>												
Freehold - Land	4,553.10	189.58	4,742.68	901.95	-	5,644.63	-	-	-	5,644.63	4,553.10	
Leasehold - Land	1,023.64	-	1,023.64	-	-	1,023.64	-	-	-	1,023.64	1,023.64	
Land Site & Development	1,605.50	-	1,605.50	-	-	1,605.50	-	-	-	1,605.50	1,605.50	
Shed & Building	38,122.81	-	38,122.81	1,571.11	-	39,693.92	929.93	-	8,143.74	31,550.18	31,848.25	
Plant & Machinery	121,458.85	1,277.89	122,736.74	1,785.45	-	124,522.19	5,765.18	-	56,526.08	67,996.11	76,496.25	
Office Equipment	498.29	63.72	562.01	38.34	-	600.35	37.33	-	474.88	125.47	97.28	
Computer	460.69	31.04	491.73	17.33	-	509.06	26.45	-	452.89	56.17	49.59	
Furniture & Fixtures	658.77	11.04	669.81	67.92	-	737.73	80.37	-	461.03	276.70	349.78	
Vehicles	1,018.91	(178.20)	840.71	118.58	28.25	931.04	(58.63)	-	629.94	301.10	375.64	
<b>Total (A)</b>	169,400.56	1,395.07	170,795.63	4,500.68	28.25	175,268.06	6,780.63	24.91	66,688.56	108,579.50	116,399.03	
<b>Intangible Assets</b>												
Software	251.06	-	251.06	-	-	251.06	11.28	-	236.20	14.86	32.50	
<b>Total (B)</b>	251.06	-	251.06	-	-	251.06	11.28	-	236.20	14.86	32.50	
<b>Total (A+B)</b>	169,651.62	1,395.07	171,046.69	4,500.68	28.25	175,519.12	6,791.91	24.91	66,924.76	108,594.36	116,431.53	
<b>Capital</b>												
<b>Work - in - Progress</b>												
Land	43.82	(8.82)	35.00	252.80	35.00	252.80	-	-	-	252.80	35.00	43.82
Shed & Building	741.25	774.17	1,515.42	1,285.50	1,525.18	1,275.74	-	-	-	1,275.74	1,515.42	741.25
Plant & Machinery	2,491.62	(997.93)	1,493.69	10,431.58	1,677.21	10,248.06	-	-	-	10,248.06	1,493.69	2,491.62
Preoperative Expenses	24.54	(16.54)	8.00	53.51	-	61.51	-	-	-	61.51	8.00	24.54
Others	29.80	15.45	45.25	6.31	51.56	-	-	-	-	-	45.25	29.80
<b>Total (C)</b>	3,331.03	(233.67)	3,097.36	12,029.70	3,288.95	11,838.11	-	-	-	11,838.11	3,097.36	3,331.03
<b>Current Year (A+B+C)</b>												

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets including capital work in progress and intangible assets under development recognised as of 1 April, 2015 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition. Further in earlier years company had got its assets revalued which is now included in deemed cost of property, plant & equipment.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2017</b>		<b>As At 31.03.2016</b>		<b>As At 01.04.2015</b>	
	<b>Number of Shares/Unit</b>	<b>(₹ in Lakhs)</b>	<b>Number of Share/Units</b>	<b>(₹ in Lakhs)</b>	<b>Number of Shares/Units</b>	<b>(₹ in Lakhs)</b>
<b>Note : 2.2 (a)</b>						
<b>Investments in associates and joint ventures at cost</b>						
(Fully paid up unless otherwise specified)						
<b>Non - Current Un-Quoted</b>						
<b>Equity Shares of Associate Companies</b>						
₹ 10/- each of Jindal Premium Connections Pvt. Ltd.	<b>4,389,095</b>	<b>438.91</b>	4,389,095	438.91	4,389,095	438.91
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd.	<b>4,500,000</b>	<b>2,225.81</b>	4,500,000	2,225.81	4,500,000	2,225.81
<b>Equity Shares of Joint Venture Companies</b>						
USD 1/- each of Dev Drilling Pte. Ltd.	<b>1,250,000</b>	<b>674.28</b>	1,250,000	674.28	1,250,000	674.28
₹ 10/- each of Gondkhari Coal Mining Ltd.	<b>15,150</b>	<b>1.52</b>	15,150	1.52	15,150	1.52
Less : Diminutions in Investments		<b>(1.52)</b>		-		-
		-		1.52		1.52
<b>4% Perpetual Preference Shares of Joint Venture Company</b>						
USD 1/- each of Dev Drilling Pte. Ltd.	<b>4,000,000</b>	<b>2,674.26</b>	-	-	-	-
		<b>6,013.26</b>		<b>3,340.52</b>		<b>3,340.52</b>

**Note : 2.2 (b)**

**Investments**

(Fully paid up unless otherwise specified)

**I. Non - Current**

**Un-Quoted**

**Investments measured at Cost**

**Equity Shares of Subsidiary Companies**

USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	<b>3,150,000</b>	<b>1,661.05</b>	3,150,000	1,661.05	3,150,000	1,661.05
₹ 10/- each of Maharashtra Seamless Finance Ltd.	<b>2,500,000</b>	<b>250.00</b>	2,500,000	250.00	2,500,000	250.00
USD 1/- each of Discovery Oil And Mines Pte. Ltd.	<b>200,000</b>	<b>118.55</b>	200,000	118.55	200,000	118.55
AED 1,000/- each Internovia Natural Resource FZ LLC.	<b>5</b>	<b>0.80</b>	5	0.80	5	0.80

**4% Perpetual Cumulative Preference Shares of Subsidiary Companies**

USD 1/- each of Discovery Oil And Mines Pte. Ltd.	<b>5,900,000</b>	<b>3,938.96</b>	-	-	-	-
USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	<b>50,230,000</b>	<b>33,610.83</b>	-	-	-	-

**Investments at Amortised Cost**

**Debentures**

₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.		<b>122.89</b>		175.56		400.00
₹ 5,000,000/- each of 18.65% NCD 03JL15 Antarctica Properties Company Ltd.	-	-	-	-	4	200.00

**Bonds**

₹ 1,000,000/- each of 10.30% Yes Bank Bonds	<b>10</b>	<b>100.00</b>	10	100.00	10	100.00
₹ 1,000/- each of 7.18% IRFC Bonds	-	-	75,000	751.65	-	-
Religare Credit Opportunities Fund Scheme I (RCOF)		<b>837.29</b>		1,426.93		1,500.00

**Other Investments at Fair Value through P&L (FVTPL)**

<b>Investments measured at Fair Value Through Profit &amp; Loss</b>		<b>62.04</b>		118.70		170.45
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**Quoted**

**Equity Shares**

₹ 10/- each of Coal India Ltd.	<b>15,016</b>	<b>43.94</b>	15,016	43.84	15,016	54.49
₹ 10/- each of Electro Steels Ltd.	-	-	22,300,000	747.05	22,300,000	880.82
₹ 5/- each of ISMT Ltd.	<b>1,445,000</b>	<b>180.63</b>	1,445,000	104.04	1,445,000	129.33
₹ 10/- each of Jindal South West Holding Ltd.	<b>14,923</b>	<b>228.20</b>	14,923	151.99	14,923	158.68
₹ 10/- each of JSW Steel Ltd.	-	-	-	-	15,000	135.98
₹ 10/- each of JSW Energy Ltd.	<b>194,875</b>	<b>122.19</b>	194,875	135.54	194,875	232.29
₹ 10/- each of Videocon Industries Ltd.	<b>46,018</b>	<b>47.65</b>	46,018	49.24	46,018	71.72
₹ 10/- each of Monnet Ispat & Energy Ltd.	<b>499,977</b>	<b>170.49</b>	499,977	111.49	499,977	249.74
₹ 5/- each of Welspun Corp Ltd.	<b>11,662</b>	<b>9.63</b>	35,200	34.74	35,200	18.96
₹ 10/- each of Welspun Enterprises Ltd.	-	-	21,120	10.01	1,760	6.18
₹ 5/- each of Jindal Drilling & Industries Ltd.	<b>92,000</b>	<b>152.77</b>	-	-	-	-

**Mutual Funds**

HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	9,120,176	1,099.05	9,120,176	1,013.51
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	4,204.10	35,000,000	3,875.17



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	As At 31.03.2017		As At 31.03.2016		As At 01.04.2015	
	Number of Shares/Units	(₹ in Lakhs)	Number of Shares/Units	(₹ in Lakhs)	Number of Shares/Units	(₹ in Lakhs)
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	39,134,312	4,691.23	39,134,312	4,324.42
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	4,550,708	548.01	4,550,708	505.12
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	1,823,021	219.94	1,823,021	202.92
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	39,174,243	4,725.20	39,174,243	4,358.37
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	-	-	15,000,000	1,795.58	15,000,000	1,654.49
		<b>41,657.91</b>		<b>23,274.29</b>		<b>22,273.04</b>
<b>II. Current Quoted</b>						
<b>Investments measured at Fair Value Through Profit &amp; Loss</b>						
<b>Mutual Funds</b>						
Baroda Pioneer Liquid Fund - Plan A - Growth	<b>26,936</b>	<b>501.73</b>	-	-	156,184	2,502.65
Baroda Pioneer Treasury Advantage Fund - Plan - A - Growth	-	-	55,239	959.89	-	-
Birla Sun Life Floating Rate Fund - Short Term Plan - Growth	<b>1,099,396</b>	<b>2,377.31</b>	722,308	1,454.66	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	-	-	-	-	582,242	1,011.66
Franklin India Low Duration Fund - Growth	<b>6,526,222</b>	<b>1,204.93</b>	6,526,222	1,093.40	6,526,222	1,002.41
Franklin India Treasury Management Account - Super Institutional - Growth	<b>213,609</b>	<b>5,182.26</b>	251,583	5,691.13	-	-
DFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	-	-	5,011,705	1,305.24	4,910,177	1,176.35
HDFC Gilt Fund - Long Term - Growth	-	-	-	-	3,521,462	1,001.61
HDFC Liquid Fund - Growth	-	-	39,908	1,191.07	16,954,589	4,675.45
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	<b>9,120,176</b>	<b>1,183.84</b>	-	-	-	-
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	<b>35,000,000</b>	<b>4,543.35</b>	-	-	-	-
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	<b>39,134,312</b>	<b>5,062.69</b>	-	-	-	-
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	<b>4,550,708</b>	<b>590.99</b>	-	-	-	-
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	<b>1,823,021</b>	<b>236.50</b>	-	-	-	-
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	<b>39,174,243</b>	<b>5,097.94</b>	-	-	-	-
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	<b>15,000,000</b>	<b>1,939.31</b>	-	-	-	-
HSBC Ultra Short Term Bond Fund - Growth	<b>3,250,843</b>	<b>466.72</b>	6,096,799	815.01	11,008,310	1,363.84
ICICI Prudential Savings Fund - Growth	<b>208,797</b>	<b>510.60</b>	-	-	-	-
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	-	-	-	-	3,636,192	1,000.91
ICICI Prudential Liquid - Regular Plan - Growth	-	-	-	-	843,634	1,745.12
IDBI Liquid Fund - Regular - Bonus Plan - Growth	<b>49,766</b>	<b>647.22</b>	49,766	604.08	49,766	558.69
Kotak FMP Series 106 - Growth	-	-	10,000,000	1,271.05	10,000,000	1,170.79
Kotak FMP Series 107 - Growth	-	-	10,000,000	1,268.15	10,000,000	1,169.98
Kotak FMP Series 136 - Growth	<b>20,000,000</b>	<b>2,594.22</b>	20,000,000	2,404.06	20,000,000	2,215.70
Kotak FMP Series 137 - Growth	-	-	5,460,656	655.94	5,460,656	605.23
Kotak Low Duration Fund - Direct - Growth	<b>24,723</b>	<b>502.02</b>	23,463	434.49	-	-
Kotak Low Duration Fund Standard - Growth	-	-	257,387	4,688.49	-	-
Kotak Treasury Advantage Fund - Growth	-	-	-	-	6,829,845	1,521.02
L&T Floating Rate Fund - Growth	<b>2,307,867</b>	<b>368.94</b>	2,307,867	339.03	2,307,867	312.08
L&T Triple Ace Bond Fund - Bonus - Original - Growth	<b>1,607,459</b>	<b>252.13</b>	1,607,459	234.15	1,607,459	223.10
Principal Debt Opportunities Fund-Conservative Plan-Regular Plan-Growth	-	-	-	-	68,542	1,508.76
Reliance Arbitrage Advantage Fund-Monthly Dividend Plan-Dividend Payout	-	-	36,477,817	3,829.51	9,588,739	1,001.05
Reliance Liquid Fund - Treasury Plan - Growth	-	-	10,214	376.43	17,772	605.26
Reliance Money Manager Fund - Direct - Growth	-	-	171,441	3,599.73	171,441	3,309.81
Religare FMP Series XVIII - Plan C - 25 Months - Growth	-	-	13,000,000	1,662.81	13,000,000	1,545.27
Religare Invesco Arbitrage Fund - Dividend Payout	-	-	20,144,988	2,571.12	-	-
Religare Invesco Credit Opportunities Fund - Growth	-	-	-	-	34,076	542.81
Religare Invesco Ultra Short Term Fund - Bonus	<b>89,800</b>	<b>1,123.46</b>	89,800	1,040.40	89,800	960.69
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	-	-	-	-	7,590,040	2,304.68
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	-	-	27,563	605.20
SBI Magnum Insta Cash Fund - Regular Plan - Growth	<b>20,927</b>	<b>750.46</b>	-	-	-	-
UTI Liquid Cash Plan - Institutional - Growth	<b>28,249</b>	<b>750.48</b>	-	-	-	-
UTI - Short Term Income Fund - Institutional - Growth	-	-	11,476,385	2,084.88	-	-
UTI Gilt Advantage Fund - Long Term Plan - Growth	-	-	-	-	4,098,005	1,244.84
		<b>35,887.10</b>		<b>39,574.72</b>		<b>36,884.96</b>
Aggregate amount of Quoted Investment		<b>36,842.60</b>		<b>58,245.77</b>		<b>54,757.15</b>
Market Value of Quoted Investment		<b>36,842.60</b>		<b>58,245.77</b>		<b>54,757.15</b>
Aggregate amount of Unquoted Investment		<b>40,702.41</b>		<b>4,603.24</b>		<b>4,400.85</b>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.3</b>			
<b>Loans</b>			
<b>(Unsecured, Considered goods)</b>			
<b>Non-Current</b>			
Loan to Related Parties (Refer Note No. 2.41)	<b>653.07</b>	596.41	544.67
Others	<b>48.61</b>	1,323.13	1,242.32
	<b><u>701.68</u></b>	<u>1,919.54</u>	<u>1,786.99</u>
<b>Current</b>			
Loan to Related Parties (Refer Note No. 2.41)	<b>21,663.19</b>	30,960.30	28,883.17
Others	<b>13,281.24</b>	11,478.29	4,090.87
	<b><u>34,944.43</u></b>	<u>42,438.59</u>	<u>32,974.04</u>
<b>Note: 2.4</b>			
<b>Other Financial Assets</b>			
<b>Non-Current</b>			
Fixed Deposit	<b>38.19</b>	56.11	85.35
	<b><u>38.19</u></b>	<u>56.11</u>	<u>85.35</u>
<b>Current</b>			
Fixed Deposit	<b>424.47</b>	442.60	865.79
Interest Accrued	<b>2,344.91</b>	1,579.99	533.72
Interest Accrued but not Due	<b>78.98</b>	127.09	123.51
	<b><u>2,848.36</u></b>	<u>2,149.68</u>	<u>1,523.02</u>
(Fixed Deposits includes ₹ <b>359.70 Lakhs</b> (Previous Year ₹ 359.70 Lakhs) as margin money with appropriate authority).			
<b>Note: 2.5</b>			
<b>Other Assets</b>			
<b>Non - Current</b>			
i Capital Advances	<b>2,277.91</b>	2,038.15	1,968.62
ii Advances other than Capital Advances:			
Security Deposits	<b>290.09</b>	290.14	342.38
iii Other Assets (excluding above)	<b>1.82</b>	1.73	1.64
	<b><u>2,569.82</u></b>	<u>2,330.02</u>	<u>2,312.64</u>
<b>Current</b>			
i Advance to Suppliers	<b>322.62</b>	417.95	666.28
ii Advances other than Supplier Advances:			
Mega Project Incentive Recoverable	<b>122.55</b>	270.29	166.53
Security Deposits	<b>319.50</b>	286.83	294.25
Mat Credit Entitlement Receivables	-	1,342.95	1,938.21
iii Other Assets (excluding above)	<b>2,740.31</b>	4,888.35	4,534.12
	<b><u>3,504.98</u></b>	<u>7,206.37</u>	<u>7,599.39</u>
<b>Note: 2.6</b>			
<b>Inventories</b>			
(As Verified Valued and Certified by the Management)			
Raw Material including Material in Transit	<b>25,290.62</b>	25,861.00	20,516.71
Finished Goods	<b>11,423.58</b>	13,332.55	15,388.47
Work - in - Process	<b>6,774.56</b>	5,865.91	7,778.13
Scrap	<b>277.72</b>	252.50	454.08
Stores & Spares	<b>4,654.52</b>	4,579.48	4,814.97
	<b><u>48,421.00</u></b>	<u>49,891.44</u>	<u>48,952.36</u>
<b>Note: 2.7</b>			
<b>Trade Receivables</b>			
<b>(Unsecured, Considered good)</b>			
<b>Current</b>			
Related Parties	<b>633.75</b>	714.42	757.28
Others	<b>30,325.58</b>	25,784.98	29,034.65
Less: Doubtful Debts	<b>96.84</b>	20.74	17.56
	<b><u>30,862.49</u></b>	<u>26,478.66</u>	<u>29,774.37</u>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.8</b>			
<b>Cash and Cash Equivalents</b>			
Cash in hand	<b>14.11</b>	13.81	6.98
Balances with Scheduled Banks:			
Current Accounts	<b>293.92</b>	14.47	304.01
	<b>308.03</b>	28.28	310.99
<b>Note: 2.9</b>			
<b>Bank balances other than Cash and Cash Equivalents</b>			
<b>Current</b>			
Unclaimed Dividend Accounts	<b>267.64</b>	302.30	302.96
	<b>267.64</b>	302.30	302.96
<b>Note: 2.10</b>			
<b>Current Tax Assets (Net)</b>			
Income Tax (Net of Provisions)	<b>11.73</b>	1,531.09	1,574.53
	<b>11.73</b>	1,531.09	1,574.53

**Note: 2.11**

**a) Authorised Share Capital**

Particulars	Equity Shares		Preference Shares	
	Nos	(₹ in Lakhs)	Nos	(₹ in Lakhs)
As At 01-04-2015	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
As At 31-03-2016	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
<b>As At 31-03-2017</b>	<b>80,000,000</b>	<b>4,000.00</b>	<b>20,000,000</b>	<b>2,000.00</b>

**Terms / Rights attached to Equity Share**

The company has only one class of Equity Shares having a par value of ₹ 5/-. Each holder of Equity Shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

**b) Issued Equity Capital**

Particulars	Equity Shares	
	Nos	(₹ in Lakhs)
As At 01-04-2015	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2017</b>	<b>66,999,626</b>	<b>3,349.98</b>

**c) List of shareholders holding more than 5% share**

Name of the Shareholders	As At 31-03-2017		As At 31-03-2016		As At 01-04-2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Franklin Templeton Investment Funds	-	-	4,144,043	6.19%	4,138,822	6.18%
Global Jindal Fin-Invest Ltd.	<b>5,424,944</b>	<b>8.10%</b>	5,424,944	8.10%	5,424,944	8.10%
Brahmadev Holding & Trading Ltd.	<b>5,758,992</b>	<b>8.60%</b>	5,758,992	8.60%	5,758,992	8.60%
Stable Trading Company Ltd.	<b>10,943,754</b>	<b>16.33%</b>	11,277,044	16.83%	11,277,044	16.83%
Odd & Even Trades & Finance Ltd.	<b>11,690,000</b>	<b>17.45%</b>	11,690,000	17.45%	11,690,000	17.45%

d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date: Nil

e) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date: Nil

f) The company has bought back following Equity Shares during the last five years preceding the Balance Sheet date

Financial Year	No. of Shares
2013-14	2,250,298
2014-15	1,283,498



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.12</b>			
<b>Other Equity</b>			
Capital Redemption Reserve	<b>1,617.82</b>	1,617.82	1,617.82
Securities Premium	<b>25,827.24</b>	25,827.24	25,827.24
Capital Investment Subsidy	<b>25.00</b>	25.00	25.00
Revaluation Reserve (Deemed Cost)	<b>53,779.00</b>	53,779.00	53,779.00
<b>Capital Reserve:</b>			
At the Beginning of the Year	<b>166.53</b>	166.53	30.08
Add : During the Year	<b>-</b>	-	136.45
	<b>166.53</b>	166.53	166.53
<b>Retained Earning :</b>			
At the Beginning of the Year	<b>183,963.35</b>	184,847.43	187,214.85
Add : Profit for the Year	<b>14,551.94</b>	3,147.88	12,256.20
Less : Previous year adjustment as per Ind AS	<b>-</b>	-	14,623.62
Less : Dividend paid on Equity Shares	<b>1,674.99</b>	3,349.98	-
Less : Tax paid on Dividend	<b>340.99</b>	681.98	-
	<b>196,499.31</b>	183,963.35	184,847.43
<b>Other Comprehensive Income (OCI):</b>			
At the Beginning of the Year	<b>36.12</b>	-	-
Add : During the Year Actuarial Gain Net of Tax	<b>(17.18)</b>	36.12	-
	<b>18.94</b>	36.12	-
	<b>277,933.84</b>	265,415.06	266,263.02
<b>Note: 2.13</b>			
<b>Borrowings</b>			
<b>Non - Current</b>			
<b>Unsecured</b>			
Term Loan from Banks	<b>1,120.00</b>	-	-
Long Term Loan from other parties	<b>-</b>	-	79.28
	<b>1,120.00</b>	-	79.28
<b>Current</b>			
<b>Unsecured</b>			
Loans repayable on demand from banks	<b>151.23</b>	693.48	3.37
Current Maturity of Borrowings from Banks	<b>480.00</b>	-	-
Current Maturity of Borrowings from Other Parties	<b>-</b>	-	30.95
	<b>631.23</b>	693.48	34.32
<b>Note: 2.14</b>			
<b>Trade Payables</b>			
<b>Current</b>			
Micro, Small & Medium Enterprises	<b>25.67</b>	8.89	8.84
Related Parties	<b>407.84</b>	275.72	504.38
Others	<b>13,418.57</b>	12,916.10	6,095.52
	<b>13,852.08</b>	13,200.71	6,608.74
<b>Note: 2.15</b>			
<b>Other Financial Liabilities</b>			
<b>Non - Current</b>			
Deferred Sales Tax	<b>1,562.94</b>	2,212.62	2,784.34
	<b>1,562.94</b>	2,212.62	2,784.34
<b>Current</b>			
Deferred Sales Tax	<b>947.72</b>	924.62	930.43
Interest accrued on Term Loan	<b>11.55</b>	-	-
Unpaid Dividend	<b>267.64</b>	302.30	302.96
	<b>1,226.91</b>	1,226.92	1,233.39

Deferred Sales Tax is discounted at 9.5% p.a. to arrive at fair value.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.16</b>			
<b>Deferred Revenue</b>			
At the Beginning of the Year	<b>99.04</b>	-	-
Add : Additions during the year	<b>13.42</b>	103.76	-
Less : Reduction during the year	<b>5.36</b>	4.72	-
	<b><u>107.10</u></b>	<u>99.04</u>	<u>-</u>
<b>Note: 2.17</b>			
<b>Deferred Tax Liabilities (Net)</b>			
<b>The movement on the deferred tax account is as follows:</b>			
At the beginning of the year	<b>24,138.97</b>	23,838.20	23,838.20
Charge/(credit) to Statement of Profit and Loss (Refer Note. 2.51)	<b>(583.47)</b>	300.77	-
At the end of year	<b><u>23,555.50</u></b>	<u>24,138.97</u>	<u>23,838.20</u>
<b>Component of Deferred tax liabilities / (asset)</b>	As At 31.03.2016 (₹ in Lakhs)	Charged/(credit) to Profit or Loss (₹ in Lakhs)	<b>As At 31.03.2017 (₹ in Lakhs)</b>
<b>Deferred tax liabilities / (asset) in relation to:</b>			
Property, Plant and Equipment	25,751.37	(915.37)	<b>24,836.00</b>
Financial assets	(1,814.61)	391.49	<b>(1,423.12)</b>
Loan and advances	(88.06)	88.06	-
Provisions	290.27	(147.65)	<b>142.62</b>
	<u>24,138.97</u>	<u>(583.47)</u>	<b><u>23,555.50</u></b>
<b>Note: 2.18</b>			
<b>Other Current Liabilities</b>			
Statutory Dues	<b>1,625.88</b>	1,836.75	2,133.92
Payable to Employees	<b>883.32</b>	681.12	646.87
Security Deposit	<b>108.76</b>	163.62	166.88
Advance from Customers	<b>1,374.03</b>	414.66	122.20
	<b><u>3,991.99</u></b>	<u>3,096.15</u>	<u>3,069.87</u>
<b>Note: 2.19</b>			
<b>Provisions</b>			
Provision for Expenses	<b>1,137.52</b>	1,220.73	2,196.58
	<b><u>1,137.52</u></b>	<u>1,220.73</u>	<u>2,196.58</u>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>Note: 2.20</b>		
<b>Revenue From Operations</b>		
<b>Sale of Products:</b>		
Manufacturing	<b>153,148.67</b>	108,250.55
Scrap	<b>3,211.02</b>	2,224.44
Export Incentives	<b>518.61</b>	323.00
Income from Services	<b>113.19</b>	71.71
	<b><u>156,991.49</u></b>	<u>110,869.70</u>
<b>Note: 2.21</b>		
<b>Other Income</b>		
Fair Value through P&L:		
Equity Share	<b>190.89</b>	(414.29)
Mutual Fund	<b>2,336.86</b>	3,454.14
EIR Amortization FVTPL:		
Interest Free Loan	<b>293.35</b>	165.88
Deferred Income	<b>5.36</b>	4.72
Dividend Received	<b>71.43</b>	340.78
Interest Received	<b>3,271.78</b>	1,953.80
Profit on Sale of Investments designated thru FVTPL	<b>814.27</b>	1,562.72
Foreign Exchange Fluctuation (Net)	<b>42.78</b>	1,122.13
Rent Received	<b>61.38</b>	59.85
Non Operating Income	<b>1,409.74</b>	1,218.72
Profit / (Loss) on Sale of Tangible Fixed Assets (Net)	<b>2.81</b>	(4.85)
	<b><u>8,500.65</u></b>	<u>9,463.60</u>
<b>Note: 2.22</b>		
<b>Cost of Materials Consumed</b>		
Opening Stock	<b>20,058.97</b>	20,516.71
Add: Purchase (Including Direct Expenses)	<b>88,307.40</b>	69,564.34
	<b><u>108,366.37</u></b>	<u>90,081.05</u>
Less : Closing Stock	<b>17,082.67</b>	20,058.97
	<b><u>91,283.70</u></b>	<u>70,022.08</u>
<b>Note: 2.23</b>		
<b>Changes in Inventories of Finished Goods, Work - In - Process And Stock - In - Trade</b>		
<b>Closing Stock:</b>		
Finished Goods	<b>11,423.58</b>	13,332.55
Work - in - Process	<b>6,774.56</b>	5,865.91
Scrap	<b>277.72</b>	252.50
	<b><u>18,475.86</u></b>	<u>19,450.96</u>
<b>Opening Stock:</b>		
Finished Goods	<b>13,332.55</b>	15,388.47
Work - in - Process	<b>5,865.91</b>	7,778.13
Scrap	<b>252.50</b>	454.08
	<b><u>19,450.96</u></b>	<u>23,620.68</u>
Excise Duty on Differential Stock of Finished Goods	<b>(171.97)</b>	(236.71)
	<b><u>803.13</u></b>	<u>3,933.01</u>
<b>Note: 2.24</b>		
<b>Employee Benefit Expenses</b>		
Salary, Wages & Other Allowances	<b>4,996.96</b>	4,344.72
Contribution to PF & Other Funds	<b>183.43</b>	172.94
Staff Welfare Expenses	<b>69.05</b>	59.80
	<b><u>5,249.44</u></b>	<u>4,577.46</u>





**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>Note: 2.25</b>		
<b>Finance Costs</b>		
Interest to Banks:		
Interest on Term Loan	<b>54.39</b>	-
Interest Charges	<b>209.08</b>	199.54
Foreign Exchange Fluctuation Loss	<b>376.89</b>	4.45
Bank Charges & Commission	<b>54.38</b>	45.82
EIR Amortization FVTPL:		
Interest Free Loan	<b>38.89</b>	51.74
Financial liabilities measured at amortised Cost	<b>298.04</b>	352.90
	<b><u>1,031.67</u></b>	<u>654.45</u>
<b>Note: 2.26</b>		
<b>Other Expenses</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	<b>6,525.57</b>	5,194.93
Power & Fuel	<b>10,811.39</b>	9,243.51
Water Charges	<b>51.92</b>	57.86
Repair & Maintenance (Plant & Machinery)	<b>576.91</b>	550.78
Repair & Maintenance (Building)	<b>41.07</b>	19.62
Job Work Charges	<b>1,155.13</b>	665.36
	<b><u>19,161.99</u></b>	<u>15,732.06</u>
<b>Administrative Expenses:</b>		
Rent	<b>262.31</b>	260.83
Rates & Taxes	<b>85.42</b>	69.30
Telephone & Communication Expenses	<b>85.17</b>	89.05
Printing & Stationery	<b>34.96</b>	21.62
Travelling & Conveyance:		
- Directors	<b>71.55</b>	72.01
- Others	<b>279.61</b>	228.15
Vehicle Upkeep & Maintenance	<b>169.12</b>	160.11
Directors' Fee	<b>9.98</b>	11.65
Insurance	<b>48.17</b>	40.24
Staff Recruitment & Training Expenses	<b>11.91</b>	20.29
Repair & Maintenance (Others)	<b>373.93</b>	197.26
Legal & Professional Charges	<b>354.13</b>	227.77
Corporate Social Responsibilities	<b>226.37</b>	315.00
Fees & Subscription	<b>86.90</b>	56.83
Electricity Charges	<b>72.35</b>	108.77
Auditors' Remuneration :		
- Audit Fee	<b>10.00</b>	10.00
- Tax Audit Fee	<b>2.00</b>	2.00
- Company Law Matter / Others	<b>3.21</b>	2.77
Internal Audit Fees	<b>11.57</b>	11.59
Cost Audit Fees	<b>1.00</b>	1.00
General Expenses	<b>188.80</b>	154.63
	<b><u>2,388.46</u></b>	<u>2,060.87</u>
<b>Selling &amp; Distribution Expenses:</b>		
Tender Fee	<b>15.61</b>	8.47
Advertisement & Business Promotion	<b>168.20</b>	268.23
Freight Outward & Claims (Net)	<b>1,659.56</b>	1,253.10
Testing & Inspection charges	<b>54.65</b>	37.33
	<b><u>1,898.02</u></b>	<u>1,567.13</u>
	<b><u>23,448.47</u></b>	<u>19,360.06</u>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

2.27 <b>Contingent Liabilities</b>	<b>As At</b>	As At
<b>Particulars</b>	<b>31.03.2017</b>	31.03.2016
	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
a) Letter of Credit	<b>6,355.55</b>	1,154.51
b) Guarantees & SBLC: Bank & Others	<b>210,119.47</b>	232,959.11
c) Sales Tax Demand under Appeal	<b>4.65</b>	4.65
d) Income Tax Demand under Appeal	<b>438.38</b>	438.38
e) Excise Duty Demand under Appeal	<b>312.70</b>	295.25
f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 Lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 Lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.		

2.28 The Company had pledged 4,500,000 equity shares of USD 1/- each held in Jindal Pipes (Singapore) Pte. Ltd. in favour of Standard Chartered Bank (Hong Kong) Limited acting as security agent towards loan availed by associate company, Jindal Pipes (Singapore) Pte. Ltd. Further, the Company has also pledged amount invested in mutual fund amounting to ₹ 15,363.67 Lakhs in favour of Axis Bank Ltd, Singapore acting as security agent towards loan availed by associate company, Star Drilling Pte. Ltd.

2.29 The company has imported Capital Goods under the Export Promotion Capital Goods (EPCG) scheme of the Government of India, at concessional rate of duty against the Legal Undertaking (LUT) to fulfill Exports obligations. The duty saved on such import of capital goods during the year amounting to ₹ **289.23 Lakhs** (Previous Year ₹ 87.58 Lakhs) and for this the company is under an obligation to export goods amounting to ₹ **2,313.88 Lakhs** (Previous Year ₹ 525.50 Lakhs), within a period of eight years, commencing from the date of issue of licenses. The company has, however, fulfilled, the export obligation till date to the extent of ₹ **2,313.88 Lakhs** (Previous Year ₹ 525.50 Lakhs), for which the LUTs are to be discharged. Pending fulfillment of such future export obligations entails Custom Department a right to enforce the LUT executed by us to the extent of ₹ **2,313.88 Lakhs** (Previous Year ₹ 525.50 Lakhs).

2.30 Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ **4,823.65 Lakhs** (Previous Year ₹ 451.19 Lakhs).

2.31 The company is entitled to Mega Project Industrial Promotion Subsidy under the Package Scheme of Incentive 2007 approved by the Govt. of Maharashtra, to the extent of 75% of the eligible fixed capital investment at Mangaon or to the extent of taxes paid to the State Govt. less incentive of stamp duty and electricity duty exemption, within a period of 7 years from the date of approval, whichever is lower.

As per earlier GAAP the amount of such subsidies receivable is considered as Capital Receipt and credited to Capital Reserve. Now In accordance with Ind AS 20 (Government Grants), Subsidy has been reclassified as Deferred Liability and would be recognised in statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Accordingly Government Grants aggregating ₹ 103.76 Lakhs has been regrouped from capital reserve to deferred revenue and proportionate amount ₹ 4.72 Lakhs has been transferred to profit and loss. This has resulted in decline in total equity aggregating ₹ 99.04 Lakhs as at 31st March 2016.

2.32 During the year the company had converted loan given to Subsidiary Companies & Joint Venture Company into 4% Perpetual Cumulative Preference Shares in the following manner:

<b>Name of the Companies</b>	<b>(₹ in Lakhs)</b>
Dev Drilling Pte. Ltd.	2,674.26
Discovery Oils And Mines Pte. Ltd.	3,938.96
Maharashtra Seamless (Singapore) Pte. Ltd.	33,610.83

Dividend on the above perpetual preference shares have been waived off for financial year 2016-17.

2.33 The company owes ₹ **9.62 Lakhs** (Previous Year ₹ 6.83 Lakhs) to Micro and Small Enterprises which are outstanding for more than 45 days as at 31st March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. The Auditors have relied upon the same.

2.34 The Company has incurred an expenditure of ₹ **226.37 Lakhs** (Previous Year ₹ 315.00 Lakhs ) towards promoting education, health care, eradication of hunger and malnutrition. These expenditures are covered under various schemes of Corporate Social Responsibility as prescribed under section 135 of Companies Act, 2013.

Gross amount required to be spent during the year	₹ 225 Lakhs (approx.)
Amount Spent during the year	₹ 226 Lakhs (approx.)

2.35 In the opinion of the company, the value on realisation of current assets, loans & advances in the ordinary course of the business shall not be less than the amount at which they are stated in the Balance Sheet.

2.36 a) The factors considered in the Company's assessment that the carrying amounts of the investments and the loans and advances to certain subsidiaries, associates and a joint venture are recoverable and that no loss allowance is required against the financial guarantees of ₹ 196,973.86 Lakhs.

b) Due to non availability of financial statements of Gondkhari Coal Mining Ltd. (JV Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Limited for the purpose of consolidation.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

2.37 Pre-operative expenses forming part of Capital - Work - in Progress consists of :

(₹ in Lakhs)

Particulars	As At	As At
	31.03.2017	31.03.2016
Amount Brought Forward from Last Year	8.00	24.54
Addition During the Year	53.51	8.00
Amount Capitalised/ Adjusted During the Year	-	24.54
<b>Closing Balance</b>	<b>61.51</b>	8.00
<b>Represented By:</b>		
Miscellaneous Expenses	48.00	8.00
Registration Fees	11.50	-
Bank Charges	2.01	-
<b>Total</b>	<b>61.51</b>	8.00

- 2.38 a) The employees' gratuity fund scheme managed by LIC of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Disclosure as per Ind AS 19 "Employee Benefits" :

i) Expenses recognised during the year (under the head "Personnel Cost")

(₹ in Lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2016-17	2015-16	2016-17	2015-16
Current Service Cost	110.97	99.45	113.62	32.06
Interest Cost	60.71	63.78	10.60	11.22
Expected return on plan assets	(48.02)	(59.84)	-	-
Actuarial (gain) / loss recognised in the period	-	-	(62.36)	(25.49)
<b>Net Cost</b>	<b>123.66</b>	103.39	<b>61.86</b>	17.79

ii) Net Asset / Liability recognised in the Balance Sheet as at year end

(₹ in Lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2016-17	2015-16	2016-17	2015-16
Fair value of plan assets as at March 31st	723.36	737.73	-	-
Present value of obligation as at March 31st	1,002.67	886.29	205.78	154.81

iii) Reconciliation of opening and closing balances of Defined Benefit obligation

(₹ in Lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2016-17	2015-16	2016-17	2015-16
Defined Benefit obligation as at April 1st	886.29	828.37	154.81	145.74
Current Service Cost	110.97	99.45	113.62	32.06
Interest Cost	60.71	63.78	10.60	11.22
Actuarial (gain)/loss on obligation	39.84	(46.32)	(62.36)	(25.49)
Benefit paid	(95.14)	(58.99)	(10.89)	(8.72)
Defined Benefit obligation as at March 31st	1,002.67	886.29	205.78	154.81

iv) Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	Gratuity (Funded)	
	2016-17	2015-16
Actuarial gain / (loss) for the year	39.84	45.52
Return on Plan Assets excluding amount included in net Interest on net Defined Liability/(Assets) above	(11.09)	0.40
<b>Total</b>	<b>28.75</b>	45.92



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**v) Reconciliation of opening and closing balance of fair value of plan assets**

(₹ in Lakhs)

Particulars	Gratuity (Funded)	
	2016-17	2015-16
Fair value of plan assets at beginning of the year	<b>737.73</b>	728.15
Expected return on plan assets	<b>48.02</b>	59.84
Actuarial gain / (loss)	<b>11.09</b>	(0.40)
Employer contribution	<b>21.66</b>	9.13
Benefit paid	<b>(95.14)</b>	(58.99)
Fair value of plan assets at year end	<b>723.36</b>	737.73
Actual Return on plan assets	<b>59.11</b>	59.44

**vi) Investment details**

(₹ in Lakhs)

Particulars	Gratuity (Funded)	
	2016-17	2015-16
Insurer Managed Funds	<b>723.36</b>	737.73

**vii) Actuarial assumptions**

(₹ in Lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2016-17	2015-16	2016-17	2015-16
Discount rate (per annum)	<b>6.85%</b>	7.70%	<b>6.85%</b>	7.70%
Expected rate of return on plan assets (per annum)	<b>6.85%</b>	8.00%	<b>NA</b>	NA
Rate of escalation in salary (per annum)	<b>5.00%</b>	8.51%	<b>5.00%</b>	8.00%

b) As per Ind AS -19 "Employee Benefits". The disclosure as defined are given below:

**Defined Contribution Plan**

Contribution to Defined Contribution Plan recognised and charged in the Profit & Loss Account for the year are as under:

(₹ in Lakhs)

Particulars	2016-17	2015-16
Employer's Contribution to Provident Fund	<b>68.74</b>	65.03
Employer's Contribution to Pension Scheme	<b>114.69</b>	107.91

**2.39 Segment Information**

The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Executive Committee, the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Others".

Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Others".

**Identification of Segments**

**Primary Segment**

Business segment: The Company's operating businesses are organised and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products. The two identified segments are Steel Pipes & Tubes and Power - Electricity.

Inter Division transfers of goods, as marketable products produced by separate divisions of the company for captive consumption are made as if sales were to third parties at current market prices and are included in turnover.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**Segment Information**

**Segment Revenues, Results and Other Information :**

(₹ in Lakhs)

<b>Particulars</b>	<b>Steel Pipes &amp; Tubes</b>	<b>Power - Electricity</b>	<b>Others</b>	<b>Total</b>
Revenue from Operations	<b>155,183</b> (109,237)	<b>1,808</b> (1,633)	<b>8,501</b> (9,464)	<b>165,492</b> (120,334)
Inter-Segment Sales	- (-)	<b>685</b> (566)	- (-)	<b>685</b> (566)
Segment Results	<b>13,897</b> (-4,423)	<b>1,204</b> (1,028)	<b>8,501</b> (9,464)	<b>23,602</b> (6,069)
Finance Costs	<b>1,031</b> (654)	- (-)	- (-)	<b>1,031</b> (654)
Other Un-allocable Expenditure	- (-)	- (-)	- (-)	- (-)
Profit / (Loss) Before Tax	<b>12,866</b> (-5,077)	<b>1,204</b> (1,028)	<b>8,501</b> (9,464)	<b>22,571</b> (5,415)
Segment Assets	<b>189,364</b> (191,833)	<b>17,049</b> (7,193)	<b>122,091</b> (112,754)	<b>328,504</b> (311,780)
Segment Liabilities	<b>21,163</b> (21,671)	<b>2,515</b> (79)	- (-)	<b>23,678</b> (21,750)
Un-allocable Liabilities				<b>23,542</b> (21,265)
Capital Employed				<b>281,284</b> (268,765)

**2.40 Related Parties Disclosures as per Ind AS 24**

**List of Related Parties :**

**a) Joint Venture Companies**

Gondkhari Coal Mining Ltd.  
Dev Drilling Pte. Ltd.

**b) Subsidiary Companies**

Maharashtra Seamless (Singapore) Pte. Ltd.  
Maharashtra Seamless Finance Ltd.  
Discovery Oil and Mines Pte. Ltd.

**c) Step Subsidiary Companies\***

Internovia Natural Resources FZ LLC  
Zircon Drilling Supplies & Trading FZE

**d) Associate Companies**

Jindal Pipes (Singapore) Pte. Ltd.  
Star Drilling Pte. Ltd.  
Jindal Premium Connections Pvt. Ltd.

**e) Common Controlled Entity**

Jindal Pipes Ltd.

**f) Key Management Personnel**

Shri D.P. Jindal  
Shri Saket Jindal  
Shri S. P. Raj  
Shri S. K. Singhal w.e.f. 01.01.2017  
Shri Ashok Soni  
Shri D.C. Gupta

**g) Relatives of Key Management Personnel**

Smt. Savita Jindal  
Shri Raghav Jindal  
Smt. Rachna Jindal  
Smt. Shruti Raghav Jindal

\* Internovia Natural Resources FZ LLC is a step subsidiary with direct holding of 5% & holding of 51% through Discovery Oil And Mines Pte. Ltd.. Further Zircon Drilling Supplies and Trading FZE is 100% subsidiary of Internovia Natural Resources FZ LLC.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

Details of transactions during the year are as follows :

(₹ in Lakhs)

S.No.	Particulars	2016-17	2015-16
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	<b>302.19</b>	12.22
	Relatives of Key Management Personnel	<b>1.14</b>	1.40
	Common Controlled Entity	<b>2,034.85</b>	1,672.24
ii)	<b>Sales &amp; Other Services</b>		
	Associate Companies	<b>25.43</b>	436.35
	Common Controlled Entity	<b>2,037.79</b>	1,153.42
iii)	<b>Investment</b>		
	Joint Venture Companies	<b>2,674.26</b>	-
	Subsidiary Companies	<b>37,549.79</b>	-
iv)	<b>Net Loans/Inter Corporate Deposits given or repaid</b>		
	Joint Venture Companies	<b>(2,674.26)</b>	2,625.18
	Subsidiary Companies	<b>(3,913.64)</b>	(2,250.93)
	Common Controlled Entity	<b>325.00</b>	411.00
v)	<b>Interest &amp; Guarantee Commission received / receivable</b>		
	Joint Venture Companies	<b>202.89</b>	201.31
	Associate Companies	<b>342.55</b>	373.03
	Subsidiary Companies	<b>1,063.26</b>	819.25
	Common Controlled Entity	<b>388.08</b>	170.78
vi)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	<b>3.00</b>	3.00
vii)	<b>Remuneration &amp; Others</b>		
	Key Management Personnel	<b>425.32</b>	424.87
viii)	<b>Dividend Paid</b>		
	Key Management Personnel	<b>58.19</b>	100.21
	Relatives of Key Management Personnel	<b>11.46</b>	20.89
ix)	<b>Loans / Inter Corporate Deposits (Maximum Outstanding) *</b>		
	Joint Venture Companies	<b>3,101.85</b>	3,101.85
	Associate Companies	<b>2,953.07</b>	2,953.07
	Subsidiary Companies	<b>37,956.73</b>	33,149.56
	Common Controlled Entity	<b>7,169.43</b>	3,214.73
x)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Joint Venture Companies	<b>68,080.53</b>	69,649.55
	Associate Companies	<b>82,047.45</b>	108,564.33
	Subsidiary Companies	<b>46,845.89</b>	46,831.03
xi)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	<b>0.61</b>	0.29
xii)	<b>Balance Receivable (including loans if any) at the year end *</b>		
	Joint Venture Companies	<b>620.55</b>	3,304.89
	Associate Companies	<b>3,715.66</b>	3,949.35
	Subsidiary Companies	<b>14,525.25</b>	25,025.95
	Common Controlled Entity	<b>6,038.17</b>	1,413.93

No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from or to any Related Parties.

\* Includes effect of change in foreign exchange translation.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

2.41 Details of Loans and Advances given, Investment made and Guarantee given covered U/S 186 (4) of the Companies Act, 2013.

- i) **Investments made are given under investment note no. 2.2 (a) & (b)**
- ii) **Loan and Advances given to Related Parties**

(₹ in Lakhs)

Name of Companies	Balance As At		Maximum Outstanding	
	31.03.2017	31.03.2016	2016-17	2015-16
Jindal Premium Connections Pvt. Ltd. *	243.46	222.34	266.59	266.59
Jindal Pipes (Singapore) Pte. Ltd.	2,625.96	2,686.48	2,686.48	2,686.48
Gondkhari Coal Mining Ltd. **	409.61	374.07	448.53	448.53
Jindal Pipes Ltd.	6,393.70	1,654.42	7,169.43	3,214.73
Maharashtra Seamless (Singapore) Pte. Ltd.	-	7,250.19	21,107.88	7,250.19
Discovery Oil And Mines Pte. Ltd.	-	3,913.64	3,913.64	13,097.12
Dev Drilling Pte. Ltd.	-	2,653.32	2,653.32	2,653.32
Internovia Natural Resources FZ LLC	12,643.53	12,802.25	12,935.21	12,802.25
<b>TOTAL</b>	<b>22,316.26</b>	<b>31,556.71</b>	<b>51,181.08</b>	<b>42,419.21</b>

\*The company has waived interest due to inadequacy of profit on loan given to Jindal Premium Connections Pvt. Ltd. (Associate Company).

\*\*In the case of Gondkhari Coal Mining Ltd. (Joint Venture Company), no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block.

The Loans on which interest is not charged is discounted at 9.5% p.a. to arrive at fair value.

- iii) **Loan and Advances given to Other Body Corporates**

(₹ in Lakhs)

Name of Companies	Balance As At		Maximum Outstanding	
	31.03.2017	31.03.2016	2016-17	2015-16
Sudha Apparels Ltd.	6,590.43	2,351.22	6,974.07	2,530.00
Jhanjhari Holdings Pvt. Ltd.	-	132.30	1,929.06	1,929.06
Jindal Drilling & Industries Ltd.	1,015.70	7,711.27	9,761.27	7,900.00
Neptune Buildtech Pvt. Ltd.	53.11	125.44	125.44	125.44
Sigma Infrastructure Pvt. Ltd.	1,284.00	1,158.06	1,284.00	1,158.06
Leekha Chemicals Pvt Ltd.	48.61	44.59	48.61	44.59
Jindal Global Finance & Investment Limited	3,337.76	-	3,337.76	-
Swastik Pipe Ltd	1,000.24	-	1,000.24	-
Maharashtra Seamless Limited Employees Welfare Trust	-	1,278.54	1,533.00	1,570.00
<b>TOTAL</b>	<b>13,329.85</b>	<b>12,801.42</b>	<b>25,993.45</b>	<b>15,257.15</b>

- iv) **Guarantees & Standby Letter of Credit (SBLC) given by the Company**

(₹ in Lakhs)

Name of the Companies	As At 31.03.2017	As At 31.03.2016
Jindal Pipes (Singapore) Pte. Ltd.	15,004.33	19,346.58
Maharashtra Seamless (Singapore) Pte. Ltd.	18,932.87	13,399.25
Internovia Natural Resources FZ LLC	27,913.02	33,431.78
Dev Drilling Pte. Ltd.	68,080.53	69,649.55
Star Drilling Pte. Ltd.	67,043.11	89,217.75

These guarantees & standby letter of credit were utilised for raising loans by the recipient companies.

2.42 **Earning Per Equity Share computed as per Ind AS - 33**

Particulars	31.03.2017	31.03.2016
Net Profit available for Equity Shareholders (₹ in Lakhs) (a)	14,551.94	3,147.88
Weighted average number of Equity Shares of ₹ 5/- each (b)	66,999,626	66,999,626
Basic / Diluted Earning per Equity Share (a/b)	21.72	4.70



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

2.43 Disclosure under regulation 34(3) of the SEBI (Listing obligations and disclosure requirements) regulations, 2015

(₹ in Lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
<b>A) Loan and advances in the nature of loan given to Subsidiary/Step Subsidiary, Associate Companies</b>				
Jindal Pipes (Singapore) Pte. Ltd.	2,625.96	2,686.48	2,686.48	2,686.48
Maharashtra Seamless (Singapore) Pte. Ltd.	-	7,250.19	21,107.88	7,250.19
Jindal Premium Connections Pvt. Ltd.	243.46	222.34	266.59	266.59
Discovery Oil And Mines Pte. Ltd	-	3,913.64	3,913.64	13,097.12
Internovia Natural Resources FZ LLC	12,643.53	12,802.25	12,935.21	12,802.25
Gondkhari Coal Mining Ltd.	409.61	374.07	448.53	448.53
Dev Drilling Pte. Ltd.	-	2,653.32	2,653.32	2,653.32
<b>B) Loans and advances in the nature of loans to company in which directors are interested</b>				
Jindal Pipes Ltd.	6,393.70	1,654.42	7,169.43	3,214.73

2.44 Raw Materials Consumed

(₹ in Lakhs)

Items	Year Ended 31.03.2017	Year Ended 31.03.2016
Round Billets	68,085.50	51,110.85
HR Coils	21,687.50	18,036.39
Others	1,510.70	874.84
<b>Total</b>	<b>91,283.70</b>	<b>70,022.08</b>

2.45 Value of Imported & Indigenous Raw Materials, Stores & Spares Parts Consumed

a) RAW MATERIALS CONSUMED

Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
	(%)	₹ in Lakhs	(%)	₹ in Lakhs
Imported	10.55	9,626.36	34.16	23,917.62
Indigenous	89.45	81,657.34	65.84	46,104.46
<b>Total</b>	<b>100.00</b>	<b>91,283.70</b>	<b>100.00</b>	<b>70,022.08</b>

b) STORES & SPARES PARTS CONSUMED

Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
	(%)	₹ in Lakhs	(%)	₹ in Lakhs
Imported	8.61	561.60	6.71	348.51
Indigenous	91.39	5,963.97	93.29	4,846.42
<b>Total</b>	<b>100.00</b>	<b>6,525.57</b>	<b>100.00</b>	<b>5,194.93</b>

2.46 CIF Value of Imports

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Raw Materials	6,419.96	14,753.47
Stores & Spares	587.27	293.65
Capital Goods	145.93	325.15

2.47 Expenditure in Foreign Currency

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Travelling	34.06	42.86
Interest	63.52	33.35
Others	36.13	42.63





**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**2.48 Earnings In Foreign Currency**

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
FOB Value of Physical / Deemed Exports	<b>8,514.23</b>	2,369.59
Interest	<b>1,148.37</b>	848.80
Others	<b>485.85</b>	544.80

**2.49 Disclosure w.r.t. specified bank notes**

As per Notification G.S.R. 308(E) dated 30.03.2017 issued by the Ministry of Corporate Affairs, the details of Specified Bank Notes (SBNs) held and transacted during the period from 08.11.2016 to 30.12.2016:

(₹ in Lakhs)

Particulars	SBNs	Other Denomination	Total
Closing cash in hand 8.11.2016	21.88	19.37	41.25
Add : Permitted Receipts	-	21.42	21.42
Less : Permitted Payments	10.87	32.60	43.47
Less : Amounts deposited in Banks	11.01	-	11.01
Closing cash in hand 30.12.2016	-	8.19	8.19

**2.50 Capital Management**

The primary objective of the Company's capital management is to ensure availability of funds at competitive cost for its operational and development needs and maintain a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2017 and 31.03.2016. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

The Company monitors capital structure on the basis of debt to equity ratio. For the purpose of Company's capital management, equity includes paid up equity share capital and reserves and surplus and effective portion of cash flow hedge and debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarises long term debt and equity of the Company:

Particulars	As At 31.03.2017	As At 31.03.2016
Total Equity as per Balance Sheet (₹ in Lakhs) (a)	<b>281,283.82</b>	268,765.04
Long Term Debt (₹ in Lakhs) (b)	<b>1,600.00</b>	-
Debt to Equity Ratio (b/a)	<b>0.01</b>	-

**2.51 Taxation**

Income Tax expenses recognised in Statement of Profit & Loss Account

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Current Tax	<b>8,460.00</b>	1,366.20
Deferred Tax	<b>(583.47)</b>	300.77
MAT Credit	-	(6.41)
Earlier Years	<b>142.03</b>	607.67
<b>Total income tax expenses recognised</b>	<b>8,018.56</b>	2,268.23

**The income Tax expenses for the year can be reconciled to the accounting profit as follows**

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Profit Before Tax	<b>22,570.50</b>	5,416.11
Applicable Tax Rate	<b>34.608%</b>	34.608%
Computed Tax Expenses	<b>7,811.00</b>	1,874.00
<b>Tax effect of:</b>		
Expenses Disallowed net off Exempted Income	<b>1,928.12</b>	(507.80)
Additional allowance net of MAT Credit	<b>(1,279.12)</b>	-
<b>Current Tax Provisions (A)</b>	<b>8,460.00</b>	1,366.20
Incremental Deferred Tax Assets on account of Tangible & Intangible Assets	<b>(915.37)</b>	(311.82)
Incremental Deferred Tax Liability on account of Financial Assets and Other Items	<b>331.90</b>	612.59
<b>Deferred Tax Provision (B)</b>	<b>(583.47)</b>	300.77
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>7,876.53</b>	1,666.97
<b>Effective Tax Rate</b>	<b>34.897%</b>	30.778%



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**2.52 Fair value measurement**

(₹ in Lakhs)

Particulars	31.03.2017				31.03.2016				01.04.2015			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets Measured at Amortised Cost</b>												
Loans	34,993.03				42,483.17				33,014.95			
Other financial assets	2,423.89				1,707.08				657.23			
Trade receivables	30,862.49				26,478.66				29,774.37			
Cash and cash equivalents	308.03				302.30				302.96			
Bank balances other than cash & cash equivalents	267.64				28.28				310.99			
Fixed Deposit	462.66				498.71				951.14			
Non-current Investments	40,640.37				4,484.54				4,230.40			
<b>Total financial assets at Amortised Cost (A)</b>	<b>109,958.11</b>				<b>75,982.74</b>				<b>69,242.04</b>			
<b>Financial assets Measured at fair value through Profit and Loss</b>												
Loans	653.08		653.08		1,874.96		1,874.96		1,746.08		1,746.08	
Non-current Investments	1,017.54	1,017.54			18,789.75	18,789.75			18,042.64	18,042.64		
Current Investments	35,887.10	35,887.10			39,574.72	39,574.72			36,884.96	36,884.96		
<b>Total financial assets at fair value through Profit and Loss (B)</b>	<b>37,557.72</b>				<b>60,239.43</b>				<b>56,673.68</b>			
<b>Total financial assets (A+B)</b>	<b>147,515.83</b>				<b>136,222.17</b>				<b>125,915.72</b>			
<b>Financial liabilities Measured at Amortised Cost</b>												
Long term Borrowings	1,120.00				-				79.28			
Short term Borrowings	631.23				693.48				34.32			
Trade payables	13,852.08				13,200.71				6,608.74			
Other financial liabilities	2,789.85				3,439.54				4,017.73			
<b>Total financial liabilities carried at Amortised Cost</b>	<b>18,393.16</b>				<b>17,333.73</b>				<b>10,740.07</b>			

**Fair Value Techniques:**

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- a) Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- b) The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or NAV.
- c) Interest free loan given is discounted at 9.5% p.a. to arrive at fair value as on transaction date.
- d) All foreign currency loan and liabilities are translated using exchange rate at reporting date.

**Fair Value Hierarchy**

The following table provides the fair value measurement hierarchy of Company's asset and liabilities grouped into Level 1 to Level 3 as described below:

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consist mutual fund investments and equity share instrument of other companies / Jv's.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (that is, unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**Assets and Liabilities Measured at Fair Value (Accounted)**

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2017, 31.03.2016 and 01.04.2015.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

<b>Particulars</b>	<b>Fair Value Hierarchy</b>	<b>Valuation Techniques</b>	<b>Inputs Used</b>	<b>Quantitative Information about Significant Unobservable Inputs</b>
Loan to Jindal Premium Connection Pvt. Ltd.	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Gondkhari Coal Mining Limited	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Maharashtra Seamless Limited - Employees Welfare Trust	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-

**2.53 Financial Risk Management Objectives and Policies**

The Company’s principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company’s operations. The Company has loans, trade and other receivables, and cash and short-term deposits that arrive directly from its operations. The Company also holds fair value through profit or loss investments.

The Company is exposed to market risk, credit risk and liquidity risk.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management and the Audit and Risk Management Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below :

**Market risk and sensitivity**

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivatives financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2017 and 31.03.2016.

The sensitivity analyses exclude the impact of movement in market variables on the carrying value of post-employment benefit obligations, provisions and on non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in respective market rates. The company’s activities expose it to a variety of financial risk including the effect of changes in foreign currency exchange rates and interest rates. The company uses derivatives financial instruments such as foreign exchange forward contracts of varying maturity depending upon the underlying contract and risk management strategy to manage its exposures to foreign exchange fluctuation and interest rates.

**Interest rate risk and sensitivity**

The Company’s exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations and Buyer’s credit obligations with floating interest rates.

**Credit risk**

Credit risk is the risk that the counter party will not meet its obligation under a financial instruments or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, mutual funds and financial institutions and other financial instruments.

**Trade receivables**

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

**Liquidity risk**

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company’s objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

2.54 First Time Ind AS Adoption Reconciliations

A. Effect of Ind AS adoption on the Standalone Balance Sheet as at 31st March, 2016 and 1st April, 2015: (₹ in Lakhs)

Particular	As At 31.03.2016			As At 01.04.2015		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>Assets</b>						
<b>Non - Current Assets</b>						
Property, Plant and Equipment	111,013.47	-	111,013.47	116,399.03	-	116,399.03
Capital Work in Progress	3,097.36	-	3,097.36	3,331.03	-	3,331.03
Other Intangible Assets	21.22	-	21.22	32.50	-	32.50
Investments in associates and joint ventures at cost	-	3,340.52	3,340.52	-	3,340.52	3,340.52
<b>Financial Assets:</b>						
Investments	26,563.38	(3,289.09)	23,274.29	30,973.38	(8,700.34)	22,273.04
Loans	2,292.71	(373.17)	1,919.54	2,326.03	(539.04)	1,786.99
Other Financial Assets	56.11	-	56.11	85.35	-	85.35
Other Non - Current Assets	2,330.02	-	2,330.02	2,312.64	-	2,312.64
<b>Total</b>	<b>145,374.27</b>	<b>(321.74)</b>	<b>145,052.53</b>	<b>155,459.96</b>	<b>(5,898.86)</b>	<b>149,561.10</b>
<b>Current Assets</b>						
Inventories	49,558.68	332.76	49,891.44	48,952.36	-	48,952.36
<b>Financial Assets:</b>						
Investments	36,390.65	3,184.07	39,574.72	31,072.30	5,812.66	36,884.96
Trade Receivables	26,499.40	(20.74)	26,478.66	29,791.93	(17.56)	29,774.37
Cash and Cash Equivalents	470.88	(442.60)	28.28	1,176.78	(865.79)	310.99
Bank balances other than Cash and Cash Equivalents	302.30	-	302.30	302.96	-	302.96
Loans	42,438.59	-	42,438.59	32,974.04	-	32,974.04
Other Financial Assets	1,707.08	442.60	2,149.68	657.22	865.80	1,523.02
Current Tax Assets (Net)	1,531.09	-	1,531.09	1,574.53	-	1,574.53
Other Current Assets	7,206.37	-	7,206.37	7,599.39	-	7,599.39
<b>Total</b>	<b>166,105.04</b>	<b>3,496.09</b>	<b>169,601.13</b>	<b>154,101.51</b>	<b>5,795.11</b>	<b>159,896.62</b>
<b>TOTAL ASSETS</b>	<b>311,479.31</b>	<b>3,174.35</b>	<b>314,653.66</b>	<b>309,561.47</b>	<b>(103.75)</b>	<b>309,457.72</b>
<b>Equity and Liabilities</b>						
<b>Equity</b>						
Equity Share Capital	3,349.98	-	3,349.98	3,349.98	-	3,349.98
Other Equity	274,770.18	(9,355.12)	265,415.06	276,854.67	(10,591.65)	266,263.02
<b>Total</b>	<b>278,120.16</b>	<b>(9,355.12)</b>	<b>268,765.04</b>	<b>280,204.65</b>	<b>(10,591.65)</b>	<b>269,613.00</b>
<b>Non - Current Liabilities</b>						
<b>Financial Liabilities:</b>						
Borrowings	-	-	-	79.28	-	79.28
Other Financial Liabilities (excluding Provisions)	3,096.97	(884.35)	2,212.62	4,021.59	(1,237.25)	2,784.34
Deferred Revenue	-	99.04	99.04	-	-	-
Deferred Tax Liabilities (Net)	8,812.94	15,326.03	24,138.97	8,063.54	15,774.66	23,838.20
<b>Total</b>	<b>11,909.91</b>	<b>14,540.72</b>	<b>26,450.63</b>	<b>12,164.41</b>	<b>14,537.41</b>	<b>26,701.82</b>
<b>Current Liabilities</b>						
<b>Financial Liabilities:</b>						
Borrowings	693.48	-	693.48	34.32	-	34.32
Trade Payables	13,200.71	-	13,200.71	6,608.74	-	6,608.74
Other Financial Liabilities (excluding Provisions)	3,242.90	(2,015.98)	1,226.92	5,265.35	(4,031.96)	1,233.39
Provisions	1,104.21	1,991.94	3,096.15	1,789.90	1,279.97	3,069.87
Other Current Liabilities	3,207.94	(1,987.21)	1,220.73	3,494.10	(1,297.52)	2,196.58
<b>Total</b>	<b>21,449.24</b>	<b>(2,011.25)</b>	<b>19,437.99</b>	<b>17,192.41</b>	<b>(4,049.51)</b>	<b>13,142.90</b>
<b>TOTAL LIABILITIES</b>	<b>311,479.31</b>	<b>3,174.35</b>	<b>314,653.66</b>	<b>309,561.47</b>	<b>(103.75)</b>	<b>309,457.72</b>



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

B. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP :

(₹ in Lakhs)

Particulars	Net Profit	Other Equity	
	Year Ended 31.03.2016	As At 31.03.2016	As At 01.04.2015
Net Profit / Other Equity as per Previous Indian GAAP	3,916.72	274,770.18	276,854.67
Dividend and Tax on Dividend	-	2,015.98	4,031.96
Deferred Tax	448.63	(15,326.03)	(15,774.66)
Fair Valuation as deemed cost for Property, Plant and Equipment	(4,088.99)		
Fair Valuation of Government Incentive	4.72	(99.04)	
Fair Valuation of Investments	2,834.42	3,116.80	282.38
Impact of retrospective recognition of Sales Tax Deferment	(352.90)	884.35	1,237.25
Fair Valuation of Interest Free Loan given	165.88	(254.45)	(368.58)
Others	219.40	307.28	
<b>Total</b>	<b>(768.84)</b>	<b>(9,355.12)</b>	<b>(10,591.65)</b>
	<b>3,147.88</b>	<b>265,415.06</b>	<b>266,263.02</b>

C. Effect of Ind AS adoption on the Standalone Statement of Profit and Loss for the year ended 31st March, 2016 :

(₹ in Lakhs)

Particular	As At 31.03.2016		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>I. Revenue</b>			
Revenue from Operations	101,916.62	8,953.08	110,869.70
Other Income	6,463.46	3,000.14	9,463.60
<b>Total Revenue</b>	<b>108,380.08</b>	<b>11,953.22</b>	<b>120,333.30</b>
<b>II. Expenditure</b>			
Cost of Material consumed	70,022.08	-	70,022.08
Changes in inventories of finished goods, Stock - in - Trade and work - in - progress	4,240.31	(307.30)	3,933.01
Excise duty on sale of goods	-	9,414.83	9,414.83
Employee benefits expense	4,531.54	45.92	4,577.46
Finance Cost	249.80	404.65	654.45
Depreciation and amortization expense	2,866.31	4,088.99	6,955.30
Other Expenses	19,826.66	(466.60)	19,360.06
<b>Total Expenses</b>	<b>101,736.70</b>	<b>13,180.49</b>	<b>114,917.19</b>
<b>III. Profit before Exceptional Items and Tax (I - II)</b>	6,643.38	(1,227.27)	5,416.11
<b>IV. Exceptional items</b>	6,643.38	(1,227.27)	5,416.11
<b>V. Profit / (Loss) before tax from continuing operations (III - IV)</b>	6,643.38	(1,227.27)	5,416.11
<b>VI. Taxes:</b>			
1. Current Tax	1,376.00	(9.80)	1,366.20
2. Deferred tax	749.40	(448.63)	300.77
3. MAT Credit	(6.41)	-	(6.41)
4. Adjustment of tax relating to earlier periods	607.67	-	607.67
Income tax expenses (1 + 2 + 3 + 4)	2,726.66	(458.43)	2,268.23
<b>VIII. Profit for the year from continuing operations (V - VI)</b>	<b>3,916.72</b>	<b>(768.84)</b>	<b>3,147.88</b>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

**Notes to the Reconciliation:**

In accordance with Ind AS 109 (Financial Instruments) investment in Mutual Fund and Equity Shares have been classified at fair value through statement of Profit & Loss. Further Investment in joint ventures and associates has been carried at cost in accordance with Ind AS 28.

The company has elected to continue with the carrying value of all of its property, plant, and equipment and intangible assets including capital work in progress and intangible assets under development recognised as of 1 April, 2015 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition. Further in earlier years company had got its assets revalued which is now included in deemed cost of property, plant and equipment.

Under Ind AS actuarial gains or losses on defined benefit obligations are recognised in other comprehensive income, whereas under previous GAAP same was being charged to statement of profit & loss.

The impact of transition adjustments together with Ind AS mandate to using balance sheet approach (against profit & loss approach in the previous GAAP) for computation of deferred taxes has resulted in charge to the Reserves, on the date of transition, with consequential impact to the Statement of Profit & Loss for the subsequent periods.

Under Indian GAAP, proposed dividends including tax on proposed dividend are recognized as liability in the period to which they relate, irrespective of the approval by shareholders. Under Ind AS, proposed dividend is recognized as a liability in the period in which it is declared by the Company (when approved by shareholders in a general meeting) or paid. Therefore, the proposed dividend and tax on proposed dividend of ₹ 4,031.96 lakhs as on 01.04.2015 has been derecognized and recognized in 2015-16 on approval by shareholders and payment.

2.55 Previous year figures have been regrouped / recast, where necessary, to conform to the current year classification.

As per our report of even date attached  
**For KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman  
**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N. VIJAY**  
**SANJEEV RUNGTA**  
**S.P. RAJ**  
**ROMA KUMAR**  
Directors

**S.K. SINGHAL**  
Wholetime Director



# **CONSOLIDATED FINANCIAL STATEMENTS**



## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Maharashtra Seamless Limited**

#### **1) Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of Maharashtra Seamless Limited ('the Holding Company') and its subsidiaries (collectively referred to as 'the Group'), and its associates and joint ventures which comprise the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

#### **2) Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

#### **3) Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

#### **4) Emphasis of Matter**

We draw attention note no. 2.40 (a) to the financial statements regarding of non-availability of financial statements of Gondkhari Coal Mining Ltd. (JV Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Limited for the purpose of consolidation.

## 5) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Group, as at 31 March 2017 and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

## 6) Report on Other Legal and Regulatory Requirements

I. As required by Section 143(3) of the Act, we report, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS Financial Statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
- c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the accounting standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company Subsidiaries Companies and Associates Companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.

7) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer to Note 2.35 to the consolidated Ind AS financial statements;
- ii. the Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India; and
- iv. the Company has provided requisite disclosures in its consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 of the Holding company, the Subsidiaries and Associates Companies incorporated in India and these are in accordance with the books of accounts maintained by the respective Companies. Refer to Note 2.47 to the consolidated Ind AS financial statements.

## 8) Other Matter

We did not audit the financial statements of four subsidiaries viz., Maharashtra Seamless (Singapore) Pte.Ltd. , Discovery Oil & Mines Pte. Ltd., Internovia Natural Resources FZ LLC, Zircon Drilling Supplies and Trading FZE included in the consolidated financial results, whose financial statements reflect total assets of ₹1231.46 crore as at 31st March, 2017, total revenues of ₹6.75 crore, total net loss after tax of ₹30.64 crore and total comprehensive loss of ₹70.07 crore for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net loss of ₹47.71 Lacs and total for the year ended 31st March, 2017, as considered in the consolidated financial results, in respect of 1 joint ventures and 2 associate companies, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

The consolidated financial results includes the unaudited financial statements/ financial information of five subsidiaries, whose financial statements/ financial information reflect total assets of ₹ 1234.04 crore as at 31st March, 2017, total revenue of ₹ 6.99 crore, total net loss after tax of ₹ 30.63 crore and total comprehensive loss of ₹ 70.06 crore for the year ended 31st March, 2017, as considered in the consolidated financial results. The consolidated financial results also includes the Group's share of loss after tax of ₹ 1.56 Lacs for the year ended 31st March, 2017, as considered in the consolidated financial results, in respect of 1 joint ventures and 3 associates whose financial statements / financial information have not been audited by us.

These financial statements/ financial information are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements is not modified in respect of the above matter with respect to our reliance on the financial statement /financial information certified by the management.

**For Kanodia Sanyal & Associates**  
**Chartered Accountants**  
**FRN: 008396N**

Place: New Delhi  
Date: 26th May, 2017

**(R.K.Kanodia)**  
**Partner**  
**Membership no.: 016121**

## **"ANNEXURE A "TO THE AUDITORS' REPORT**

### **1) Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Maharashtra Seamless Limited ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

### **2) Management's Responsibility for Internal Financial Controls**

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

### **3) Auditors' Responsibility**

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

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

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

### **4) Meaning of Internal Financial Controls over Financial Reporting**

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

### **5) Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**6) Opinion**

In our opinion, the Company has certain areas wherein an adequate internal financial controls system over financial reporting can be improvised and on the basis of our evaluation we have identified following observation in Internal Financial Control over financial reporting as per criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India :-

Difference in previous year Consolidated Financial Statement owing to Changes in Audited and Unaudited Figures in Financial Statement of Subsidiary, JV & Associates rectified in current Financial Year.

Further, the above mentioned issue may cause deficiency but does not have any impact on true and fair view of current financial statement as the same has been rectified in current financial year.

**7) Other Matter**

Our aforesaid report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company and one associate company, incorporated in India, is based on the corresponding report of the auditors of such companies incorporated in India.

**For Kanodia Sanyal & Associates  
Chartered Accountants  
FRN: 008396N**

**(R.K.Kanodia)  
Partner**

**Membership no.: 016121**

Place: New Delhi  
Date: 26th May, 2017



**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017**

	<b>Note No.</b>	<b>As At 31.03.2017 (₹ in Lakhs)</b>	<b>As At 31.03.2016 (₹ in Lakhs)</b>	<b>As At 01.04.2015 (₹ in Lakhs)</b>
<b>A ASSETS</b>				
<b>1 Non - Current Assets</b>				
(a) Property, Plant and Equipment	<b>2.10</b>	<b>109,487.21</b>	112,079.20	117,620.05
(b) Capital Work in Progress	<b>2.10</b>	<b>11,902.63</b>	3,097.37	3,331.03
(c) Intangible Assets	<b>2.10</b>	<b>14.86</b>	21.22	32.50
(d) Equity accounted investments (Investments in associates and joint ventures)	<b>2.11 (a)</b>	<b>27,215.40</b>	8,412.13	5,781.92
(e) Financial Assets:				
(i) Investments	<b>2.11 (b)</b>	<b>89,840.46</b>	96,411.07	94,083.17
(ii) Loans	<b>2.12</b>	<b>578.51</b>	1,750.22	1,623.38
(iii) Other Financial Assets	<b>2.13</b>	<b>290.94</b>	719.44	711.25
(f) Other Non - Current Assets	<b>2.14</b>	<b>2,569.81</b>	2,330.02	2,312.64
		<b>241,899.82</b>	224,820.67	225,495.94
<b>2 Current Assets</b>				
(a) Inventories	<b>2.15</b>	<b>48,421.00</b>	49,891.44	48,952.36
(b) Financial Assets:				
(i) Investments	<b>2.11</b>	<b>35,887.10</b>	39,574.72	36,884.96
(ii) Trade Receivables	<b>2.16</b>	<b>30,862.49</b>	26,660.74	29,802.22
(iii) Cash and Cash Equivalents	<b>2.17 (i)</b>	<b>444.45</b>	276.01	902.68
(iv) Bank balances other than Cash and Cash Equivalents	<b>2.17 (ii)</b>	<b>267.64</b>	302.30	302.96
(v) Loans	<b>2.12</b>	<b>22,300.90</b>	15,933.00	7,715.53
(vi) Other Financial Assets	<b>2.13</b>	<b>1,655.99</b>	1,370.11	1,957.83
(c) Current Tax Assets (Net)	<b>2.18</b>	<b>(8.27)</b>	1,532.22	1,487.04
(d) Other Current Assets	<b>2.14</b>	<b>3,879.02</b>	8,014.12	17,002.68
		<b>143,710.32</b>	143,554.66	145,008.26
<b>TOTAL</b>		<b>385,610.14</b>	368,375.33	370,504.20
<b>B EQUITY AND LIABILITIES</b>				
<b>1 Equity</b>				
(a) Share Capital	<b>2.26</b>	<b>9,609.06</b>	9,609.06	9,609.06
(b) Other Equity	<b>2.27</b>	<b>265,027.04</b>	254,947.29	265,371.53
		<b>274,636.10</b>	264,556.35	274,980.59
<b>2 Non - Current Liabilities</b>				
(a) Financial Liabilities:				
(i) Borrowings	<b>2.19</b>	<b>17,978.04</b>	27,196.49	32,000.59
(ii) Other Financial Liabilities (excluding Provisions)	<b>2.21</b>	<b>1,562.94</b>	2,212.62	2,784.34
(b) Deferred Revenue	<b>2.22</b>	<b>107.10</b>	99.04	-
(c) Deferred Tax Liabilities (Net)	<b>2.25</b>	<b>23,555.50</b>	24,138.97	23,838.54
		<b>43,203.58</b>	53,647.12	58,623.47
<b>3 Current Liabilities</b>				
(a) Financial Liabilities:				
(i) Borrowings	<b>2.19</b>	<b>46,018.25</b>	29,879.96	22,567.01
(ii) Trade Payables	<b>2.20</b>	<b>13,917.36</b>	13,200.71	6,608.72
(iii) Other Financial Liabilities (excluding Provisions)	<b>2.21</b>	<b>2,679.19</b>	2,208.77	2,450.41
(b) Provisions	<b>2.24</b>	<b>1,141.07</b>	1,224.17	2,199.77
(c) Other Current Liabilities	<b>2.23</b>	<b>4,014.59</b>	3,658.25	3,074.23
		<b>67,770.46</b>	50,171.86	36,900.14
<b>TOTAL</b>		<b>385,610.14</b>	368,375.33	370,504.20

Significant Accounting Policies and Notes on Financial Statements 2.10-2.51  
As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

For and on Behalf of the Board  
**D.P. JINDAL**  
Executive Chairman  
**SAKET JINDAL**  
Managing Director  
**U.C. AGARWAL**  
**P.N. VIJAY**  
**SANJEEV RUNGTA**  
**S.P. RAJ**  
**ROMA KUMAR**  
Directors  
**S.K. SINGHAL**  
Wholetime Director



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

	Note No.	Year Ended 31.03.2017 (₹ in Lakhs)	Year Ended 31.03.2016 (₹ in Lakhs)
<b>I Revenue from Operations</b>	<b>2.28</b>	<b>157,589.96</b>	111,282.58
<b>II Other Income</b>	<b>2.29</b>	<b>7,631.32</b>	8,953.90
<b>III Total Revenue (I + II)</b>		<b><u>165,221.28</u></b>	<u>120,236.48</u>
<b>IV Expenses :</b>			
Cost of Material Consumed	<b>2.30</b>	<b>91,283.70</b>	70,022.08
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	<b>2.31</b>	<b>803.13</b>	3,933.01
Excise Duty Paid		<b>14,167.56</b>	9,414.83
Employee Benefits Expense	<b>2.32</b>	<b>5,273.12</b>	4,670.60
Depreciation and Amortization Expense	<b>2.10</b>	<b>7,095.69</b>	7,110.61
Finance Cost	<b>2.33</b>	<b>3,391.39</b>	2,602.75
Other Expenses	<b>2.34</b>	<b>23,572.89</b>	19,397.64
Total Expenses		<b><u>145,587.48</u></b>	<u>117,151.52</u>
<b>V Profit before share of Profit / (Loss) from investment in associate and a Joint venture, exceptional items and tax ( III - IV)</b>		<b>19,633.80</b>	3,084.96
<b>VI Share of Profit / ( Loss ) of an associate and a Joint venture</b>		<b>(1.56)</b>	(3,234.31)
<b>VII Profit Before Exceptional Items and Tax (V + VI)</b>		<b><u>19,632.24</u></b>	<u>(149.35)</u>
<b>VIII Exceptional Items</b>		-	-
<b>IX Profit / ( Loss ) before tax (VII - VIII)</b>		<b><u>19,632.24</u></b>	<u>(149.35)</u>
<b>X Taxes:</b>			
1. Current Tax		<b>8,460.67</b>	1,367.67
2. Adjustment of tax relating to earlier periods		<b>173.12</b>	620.04
3. Deferred tax		<b>(583.47)</b>	300.43
4. MAT Credit		-	(6.41)
Income Tax Expenses (1 + 2 + 3 + 4)		<b><u>8,050.32</u></b>	<u>2,281.73</u>
<b>XI Profit / ( Loss ) before Minority Interest Loss adjusted from its Capital (IX - X)</b>		<b><u>11,581.92</u></b>	<u>(2,431.08)</u>
<b>XII Minority Interest Loss adjusted from its Capital</b>		-	-
<b>XIII Profit / ( Loss ) for the year (XI - XII)</b>		<b>11,581.92</b>	(2,431.08)
<b>XIV Other Comprehensive Income</b>			
<b>(A) Other Comprehensive income to be reclassified to profit or loss in subsequent periods:</b>			
Foreign Exchange Translation		<b>535.67</b>	111.58
Net Other Comprehensive income to be reclassified to profit or loss in subsequent periods		<b><u>535.67</u></b>	<u>111.58</u>
<b>(B) Other Comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>			
Effect of Actuarial Valuation		<b>28.75</b>	45.92
Income tax effect		<b>(9.81)</b>	(9.80)
Other Comprehensive income for the year, net of income tax		<b><u>18.94</u></b>	<u>36.12</u>
<b>Other Comprehensive Income for the year, net of tax (A+B)</b>		<b><u>554.61</u></b>	<u>147.70</u>
<b>XV Total Comprehensive Income for the period (XIII + XIV)</b>		<b><u>12,136.53</u></b>	<u>(2,283.38)</u>
<b>XVI Earnings Per Equity Share (Par value ₹ 5/-)</b>			
(1) Basic		<b>17.29</b>	(3.63)
(2) Diluted		<b>17.29</b>	(3.63)

Significant Accounting Policies and Notes on Financial Statements 2.10-2.51

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary  
96

For and on Behalf of the Board  
D.P. JINDAL  
Executive Chairman  
SAKET JINDAL  
Managing Director  
U.C. AGARWAL  
P.N. VIJAY  
SANJEEV RUNGTA  
S.P. RAJ  
ROMA KUMAR  
Directors  
S.K. SINGHAL  
Wholetime Director



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2017**

**A. Equity Capital**

Particular	Equity Shares		Perpetual Pref. Shares	
	Nos	(₹ in Lakhs)	Nos	(₹ in Lakhs)
As At 01-04-2015	66,999,626	3,349.98	10,000,000	6,259.08
Changes during the period	-	-	-	-
As At 31-03-2016	66,999,626	3,349.98	10,000,000	6,259.08
Changes during the period	-	-	-	-
<b>As At 31-03-2017</b>	<b>66,999,626</b>	<b>3,349.98</b>	<b>10,000,000</b>	<b>6,259.08</b>

**B. Other Equity**

(₹ in Lakhs)

Particular	Reserves and Surplus						Other Comprehensive Income		Total
	Capital Redemption Reserve	Securities Premium Reserve	Capital Investment Subsidy	Revaluation Reserve	Capital Reserve	Retained Earnings	Exchange Differences on translation of foreign operations	Other OCI	
As At 01-04-2015	1,617.82	25,827.24	25.00	53,779.00	166.53	184,255.33	(299.39)	-	265,371.53
Prior Year Adjustments	-	-	-	-	-	(20.65)	-	-	(20.65)
Profit for the Period	-	-	-	-	-	(2,431.08)	-	-	(2,431.08)
Effect of Change in Group Interest	-	-	-	-	-	1.52	-	-	1.52
Dividend	-	-	-	-	-	(3,349.98)	-	-	(3,349.98)
Dividend Distribution Tax	-	-	-	-	-	(681.98)	-	-	(681.98)
Effect of IND AS	-	-	-	-	-	-	(4,089.77)	-	(4,089.77)
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	111.58	36.12	147.70
Balance As At 31-03-2016	1,617.82	25,827.24	25.00	53,779.00	166.53	177,773.16	(4,277.58)	36.12	254,947.29
Prior Year Adjustments	-	-	-	-	-	(4.68)	-	-	(4.68)
Profit for the Period	-	-	-	-	-	11,581.92	-	-	11,581.92
Dividend	-	-	-	-	-	(1,674.99)	-	-	(1,674.99)
Dividend Distribution Tax	-	-	-	-	-	(340.99)	-	-	(340.99)
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	535.67	(17.18)	518.49
<b>Balance As At 31-03-2017</b>	<b>1,617.82</b>	<b>25,827.24</b>	<b>25.00</b>	<b>53,779.00</b>	<b>166.53</b>	<b>187,334.42</b>	<b>(3,741.91)</b>	<b>18.94</b>	<b>265,027.04</b>

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary

For and on Behalf of the Board

D.P. JINDAL  
Executive Chairman  
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S.P. RAJ  
ROMA KUMAR  
Directors  
S.K. SINGHAL  
Wholetime Director





**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit Before Tax as per Statement of Profit and Loss</b>	<b>19,632.24</b>	(149.35)
Adjustments for:		
Depreciation and Amortisation	<b>7,095.69</b>	7,110.61
Effects on Other Comprehensive Income	<b>(17.18)</b>	36.12
(Profit)/Loss on Sale / Write off of Assets (Net)	<b>2.81</b>	(4.85)
Share of Profit / (Loss) of JV & Associates	<b>1.56</b>	3,234.31
Finance Costs	<b>3,391.39</b>	2,602.75
Interest Income	<b>(2,206.42)</b>	(1,155.70)
Dividend Income	<b>(71.43)</b>	(340.78)
Net Gain on Sale of Investments	<b>(3,342.01)</b>	(4,602.57)
Rental Income	<b>(61.38)</b>	(59.85)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>24,425.27</b>	6,670.69
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	<b>1,470.45</b>	(939.07)
Trade Receivables and Other Receivables	<b>533.27</b>	11,895.88
Short - Term Loans and Advances	<b>7,494.17</b>	(9,467.34)
Long - Term Loans and Advances	<b>1,217.86</b>	(132.56)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	<b>5,733.93</b>	6,515.21
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>40,874.95</b>	14,542.81
Cash Flow from Extraordinary Items	-	-
<b>Cash Generated from Operations</b>	<b>40,874.95</b>	14,542.81
Net Income Tax (Paid) / Refunds	<b>(8,020.59)</b>	(2,301.68)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>32,854.36</b>	12,241.13
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	<b>(13,305.95)</b>	(1,383.43)
(Repayment) / Loan to Subsidiaries	-	8,726.36
Proceeds from Sale of Fixed Assets	<b>0.54</b>	63.49
Other Investments	<b>(31,382.53)</b>	(4,377.97)
Current Investments:		
Purchased	<b>(22,633.84)</b>	(19,976.53)
Proceeds from Sale	<b>29,663.47</b>	21,013.47
Purchase of Non Current Investments:		
Subsidiaries	<b>(37,576.44)</b>	-
Associates	<b>(2,674.26)</b>	-
Others	<b>(364.66)</b>	(751.65)
Proceeds from Sale of Non Current Investments:		
Joint ventures	<b>1.52</b>	-
Others	<b>19,530.82</b>	626.29
Interest Received	<b>2,206.42</b>	1,155.70
Dividend Received	<b>71.43</b>	340.78
Rental Income	<b>61.38</b>	59.85
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(56,402.10)</b>	5,496.36



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of Equity Shares/Preference Share	<b>37,576.44</b>	-
Proceeds / (Repayment) of Long - Term Borrowings	<b>2,312.17</b>	(4,804.10)
Proceeds / (Repayment) of other Short - Term Borrowings	<b>(10,198.45)</b>	(2,639.24)
Finance Costs	<b>(3,391.39)</b>	(2,602.75)
Dividend Paid	<b>(1,674.99)</b>	(3,349.98)
Tax on Dividend	<b>(340.99)</b>	(681.98)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>24,282.79</b>	(14,078.05)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>735.05</b>	3,659.44
Foreign Exchange Fluctuation	<b>(566.61)</b>	(4,286.11)
Cash and Cash Equivalents at the Beginning of the Year	<b>276.01</b>	902.68
Cash and Cash Equivalents at the End of the Year	<b>444.45</b>	276.01

As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May,2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

**For and on Behalf of the Board**  
**D.P. JINDAL**  
Executive Chairman  
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**S.P. RAJ**  
**ROMA KUMAR**  
Directors  
**S.K. SINGHAL**  
Wholetime Director



## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

### **1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS**

#### **A Basis of Preparation of Consolidated Financial Statements**

"The consolidated financial statements have been prepared on the historical cost basis except certain financial assets and liabilities measured at Fair Value. The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2016, the Group has prepared its consolidated financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These consolidated financial statements are the Group's first Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III. The Company's consolidated financial statements are presented in Indian Rupees.

#### **B Principles of Consolidation**

The consolidated financial statements relate to Maharashtra Seamless Limited ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

- a The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra group transactions.
- b Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the foreign currency translation reserve.
- d Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- e The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- f Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- g Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- h Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- i The Company accounts for its share of post-acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

#### **C Other Significant Accounting Policies**

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NOTE 2.10**  
**Property, Plant and Equipment**

(₹ in Lakhs)

Description	Gross Block (At Cost)				Depreciation				Net Block		
	As At 01.04.2015	Additions /Deductions /Adjustments	As At 01.04.2016	As At 01.04.2015 Sales/ Adjustments	As At 31.03.2017	As At 01.04.2016 Additions /Deductions /Adjustments	For The Year	As At 31.03.2017 Sales/ Adjustments	Upto 31.03.2017	As At 31.03.2016	As At 01.04.2015
<b>Tangible Assets</b>											
Freehold - Land	4,553.09	189.58	4,742.67	901.95	<b>5,644.62</b>	-	-	-	-	4,742.67	4,553.09
Leasehold - Land	1,023.64	-	1,023.64	-	<b>1,023.64</b>	-	-	-	-	1,023.64	1,023.64
Land Site & Development	1,605.50	-	1,605.50	-	<b>1,605.50</b>	-	-	-	-	1,605.50	1,605.50
Shed & Building	38,122.81	-	38,122.81	1,571.11	<b>39,693.92</b>	929.93	7,204.49	939.25	8,143.74	30,918.32	31,848.24
Plant & Machinery	122,860.43	1,277.89	124,138.32	1,785.45	<b>125,923.77</b>	5,920.47	51,063.75	<b>5,956.29</b>	57,020.04	73,074.57	77,717.15
Office Equipment	498.29	63.72	562.02	39.34	<b>600.36</b>	37.33	438.34	<b>36.54</b>	474.88	123.68	97.28
Computer	460.69	31.04	491.73	17.33	<b>509.06</b>	26.45	437.55	<b>15.34</b>	452.89	54.18	49.59
Furniture & Fixtures	658.93	11.04	669.97	67.92	<b>737.89</b>	80.39	389.40	<b>71.70</b>	461.10	280.57	349.92
Vehicles	1,018.91	(178.20)	840.71	118.58	<b>931.04</b>	(58.63)	584.64	<b>70.21</b>	629.94	256.07	375.64
<b>Total (A)</b>	170,802.29	1,395.07	172,197.37	4,500.68	<b>176,669.80</b>	6,935.94	60,118.17	<b>7,089.33</b>	67,182.59	112,079.20	117,620.05
<b>Intangible Assets</b>											
Software	251.06	-	251.06	-	<b>251.06</b>	6.36	229.84	<b>6.36</b>	236.20	21.22	32.50
<b>Total (B)</b>	251.06	-	251.06	-	<b>251.06</b>	6.36	229.84	<b>6.36</b>	236.20	21.22	32.50
<b>Total (A+B)</b>	171,053.35	1,395.07	172,448.43	4,500.68	<b>176,920.86</b>	6,942.30	60,348.01	<b>7,095.69</b>	67,418.79	112,100.42	117,652.55
<b>Capital Work - in - Progress</b>											
Land	43.82	-	35.00	252.80	<b>252.80</b>	-	-	-	-	35.00	43.82
Shed & Building	741.25	774.16	1,515.42	1,285.50	<b>1,275.74</b>	-	-	-	-	1,515.42	741.25
Plant & Machinery	2,491.62	255.41	1,493.69	10,496.10	<b>10,312.58</b>	-	-	-	-	1,493.69	2,491.62
Preoperative Expenses	24.54	8.00	8.00	53.51	<b>61.51</b>	-	-	-	-	8.00	24.54
Others	29.80	15.45	45.26	6.31	-	-	-	-	-	45.26	29.80
<b>Total (C)</b>	3,331.03	1,053.02	3,097.37	3,288.96	<b>11,902.63</b>	-	-	-	-	3,097.37	3,331.03
<b>Current Year (A+B+C)</b>					<b>121,404.70</b>					115,197.79	120,983.58

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets including capital work in progress and intangible assets under development recognised as of 1 April, 2015 ( transition date) measured as per the previous GAAP as its deemed cost as at the date of transition. Further in earlier years company had got its assets revalued which is now included in deemed cost of property, plant & equipment.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note : 2.11 (a)**

**Equity Accounted Investment**

Below are the associates and joint ventures of the group as at 31st March, 2017. The entities listed below have share capital consisting solely of Equity Shares & Perpetual Preference Shares, which are held directly by the Company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same of proportion of voting rights held.

(₹ in Lakhs)

Name of Companies	Date of Incorporation	Place of Business	Relationship	Accounting Method	Carrying Amount		
					31-Mar-17	31-Mar-16	1-Apr-15
Jindal Pipes (Singapore) Pte. Ltd.	8-Jun-11	Singapore	Associate	Equity Method	<b>11,531.74</b>	8,410.61	5,113.77
Star Drilling Pte. Ltd.	31-Jan-13	Singapore	Associate	Equity Method	<b>15,683.66</b>	-	253.85
Jindal Premium Connections Pvt. Ltd.	10-Feb-05	India	Associate	Equity Method	-	-	-
Dev Drilling Pte. Ltd.	31-Jan-13	Singapore	Joint Venture	Equity Method	-	-	414.30
Gondkhari Coal Mining Ltd.	26-Feb-10	India	Joint Venture	Equity Method	-	1.52	-
<b>Total</b>					<b>27,215.40</b>	8,412.13	5,781.92

**A) Joint Venture**

Summarised financial information for Joint ventures:

(₹ in Lakhs)

Particulars	Dev Drilling Pte. Ltd			Gondkhari Coal Mining Ltd.#		
	31-Mar-17	31-Mar-16	1-Apr-15	31-Mar-17	31-Mar-16	1-Apr-15
	25%	25%	25%	30.30%	30.30%	30.30%
Non Current Asset	<b>110,925.97</b>	124,248.48	123,585.40	-	-	1,417.19
Current Assets	<b>867.55</b>	1,027.76	3,855.52	-	-	52.60
Non Current Liabilities	<b>40,572.75</b>	52,402.99	42,561.74	-	-	1,574.33
Current Liabilities	<b>24,978.40</b>	21,341.70	52,746.00	-	-	9.62
Prof. Capital / Equity Share Capital	<b>69,756.61</b>	65,006.24	33,173.12	-	-	5.00
Net Assets	<b>(23,514.24)</b>	(13,474.69)	(1,039.94)	-	-	(119.15)
Group's Share of Net Assets	<b>(5,878.56)</b>	(3,368.67)	(259.99)	-	-	(36.10)
Add: Group's Share of Investment at Cost *	<b>3,348.55</b>	674.28	674.29	-	1.52	1.52
Carrying Amount of Interest in Joint Venture	<b>(2,530.01)</b>	(2,694.39)	414.30	-	1.52	(34.58)
Absorbed with Loans from Holding Company	-	2,694.39	-	-	-	-
Unabsorbed Losses	<b>2,530.01</b>	-	-	-	-	34.58
Carrying Amount of Interest in Joint Venture (Net)	-	-	414.30	-	1.52	-

As per Ind AS-28 under equity method, initial recognition of investment in a Joint ventures is recognised at cost and the carrying amount is increased or decreased to recognise the company's share of the profit or loss/net assets of the joint ventures after the date of acquisition. Foreign exchange transition differences due to increase or decrease in Profit or Loss / Net Assets is recognised in the Company's Other Comprehensive Income.

# Due to non availability of financial statements of Gondkhari Coal Mining Ltd. (J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Limited for the purpose of consolidation.

Dev Drilling Pte. Ltd share of losses exceeds its interest in the Joint Venture, the company discontinues recognising its share of further losses as per Ind AS-28.

**B) Associates**

Summarised financial information for Associates:

(₹ in Lakhs)

Particulars	Jindal Pipes Singapore Pte. Ltd			Star Drilling Pte. Ltd			Jindal Premium Connections Pvt. Ltd.		
	31-Mar-17	31-Mar-16	1-Apr-15	31-Mar-17	31-Mar-16	1-Apr-15	31-Mar-17	31-Mar-16	1-Apr-15
	30%	30%	30%	25.00%	25.00%	25.00%	49.89%	49.89%	49.89%
Non Current Asset	<b>102,198.39</b>	112,649.37	113,931.36	<b>124,764.16</b>	143,489.82	143,905.19	<b>390.40</b>	425.47	407.00
Current Assets	<b>6,169.33</b>	6,207.43	5,379.31	<b>1,763.93</b>	1,879.27	3,814.01	<b>857.05</b>	654.16	743.27
Non Current Liabilities	<b>29,568.84</b>	50,143.23	64,005.97	<b>52,036.70</b>	77,152.29	85,295.31	<b>1,151.69</b>	1,340.45	1,393.96
Current Liabilities	<b>15,359.84</b>	14,931.14	14,382.79	<b>12,264.83</b>	16,702.39	14,340.84	<b>342.58</b>	78.51	84.19
Prof. Capital / Equity Share Capital	<b>32,419.30</b>	33,166.45	31,295.40	<b>89,850.09</b>	69,384.21	50,072.64	<b>879.82</b>	879.82	879.82
Net Assets	<b>31,019.74</b>	20,615.98	9,626.51	<b>(27,623.53)</b>	(17,869.81)	(1,989.59)	<b>(1,126.64)</b>	(1,219.16)	(1,207.69)
Group's Share of Net Assets	<b>9,305.93</b>	6,184.80	2,887.96	<b>(6,905.89)</b>	(4,467.45)	(497.40)	<b>(562.08)</b>	(608.24)	(602.52)
Add: Group's Share of Investment at Cost	<b>2,225.81</b>	2,225.81	2,225.81	<b>22,589.55</b>	3,802.56	751.25	<b>438.91</b>	438.91	438.91
Carrying Amount of Interest in Associates	<b>11,531.74</b>	8,410.61	5,113.77	<b>15,683.66</b>	(664.89)	253.85	<b>(123.17)</b>	(169.33)	(163.61)
Absorbed with Loans from Holding Company	-	-	-	-	-	-	<b>123.17</b>	169.33	163.61
Unabsorbed Losses	-	-	-	-	664.89	-	-	-	-
Carrying Amount of Interest in Joint Venture (Net)	<b>11,531.74</b>	8,410.61	5,113.77	<b>15,683.66</b>	-	253.85	-	-	-

As per Ind AS-28 under equity method, initial recognition of investment in an Associates is recognised at cost and the carrying amount is increased or decreased to recognise the company's share of the profit or loss/net assets of the associates after the date of acquisition. Foreign exchange transition differences due to increase or decrease in Profit or Loss / Net Assets is recognised in the Company's Other Comprehensive Income.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As At 31.03.2017</b>		<b>As At 31.03.2016</b>		<b>As At 01.04.2015</b>	
	<b>Number of Shares/Units</b>	<b>(₹ in Lakhs)</b>	<b>Number of Shares/Units</b>	<b>(₹ in Lakhs)</b>	<b>Number of Shares/Units</b>	<b>(₹ in Lakhs)</b>
<b>Note : 2.11 (b)</b>						
<b>INVESTMENTS</b>						
(Fully paid up unless otherwise specified)						
<b>I. Non - Current</b>						
<b>Un-Quoted</b>						
<b>Investments at Cost</b>						
<b>Equity Share of Other Companies</b>						
Discovery Drilling Pte. Ltd.	<b>3,812,610</b>	<b>6,362.39</b>	3,812,610	6,362.39	3,812,610	6,362.39
Virtue Drilling Pte. Ltd.	<b>4,661,125</b>	<b>8,016.88</b>	4,661,125	8,016.88	4,661,125	8,016.88
Zamin Amapa Ltd.	<b>32</b>	<b>59,461.26</b>	32	59,461.26	32	59,461.26
Venus Drilling Pte. Ltd.	<b>201,000</b>	<b>130.33</b>	-	-	-	-
<b>4% Perpetual Preference Shares of Other Company</b>						
USD 1/- each of Discovery Oil And Mines Pte. Ltd	<b>10,000,000</b>	<b>6,483.86</b>	-	-	-	-
<b>Perpetual Preference Shares of Joint Venture Company</b>						
USD 1/- each of Dev Drilling (Singapore) Pte Ltd	<b>11,225,000</b>	<b>7,308.02</b>	2,000,000	1,326.65	-	-
<b>Investments at Amortised Cost</b>						
<b>Debentures</b>						
₹ 2,500,000/- each of 18.65% NCD 05NV14		<b>122.89</b>		175.56		400.00
Tricone Projects India Ltd.						
₹ 5,000,000/- each of 18.65% NCD 03JL15 Antarctica Properties Company Ltd.	-	-	-	-	4	200.00
<b>Bonds</b>						
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	<b>10</b>	<b>100.00</b>	10	100.00	10	100.00
₹ 1000/- each of 7.18% IRFC Bonds	-	-	75,000	751.65	-	-
<b>Others</b>						
Religare Credit Opportunities Fund Scheme I (RCOF)		<b>837.29</b>		1,426.93		1,500.00
<b>Other Investments at Fair Value through P&amp;L (FVTPL)</b>		<b>62.04</b>		118.70		170.45
<b>Quoted</b>						
<b>Investments measured at Fair Value Through Profit &amp; Loss</b>						
<b>Equity Shares</b>						
₹ 10/- each of Coal India Ltd.	<b>15,016</b>	<b>43.94</b>	15,016	43.84	15,016	54.49
₹ 10/- each of Electro Steels Ltd.	-	-	22,300,000	747.05	22,300,000	880.82
₹ 5/- each of ISMT Ltd.	<b>1,445,000</b>	<b>180.63</b>	1,445,000	104.04	1,445,000	129.33
₹ 10/- each of Jindal South West Holding Ltd.	<b>14,923</b>	<b>228.20</b>	14,923	151.99	14,923	158.68
₹ 10/- each of JSW Steel Ltd.	-	-	-	-	15,000	135.98
₹ 10/- each of JSW Energy Ltd.	<b>194,875</b>	<b>122.19</b>	194,875	135.54	194,875	232.29
₹ 10/- each of Videocon Industries Ltd.	<b>46,018</b>	<b>47.65</b>	46,018	49.24	46,018	71.72
₹ 10/- each of Monnet Ispat & Energy Ltd.	<b>499,977</b>	<b>170.49</b>	499,977	111.49	499,977	249.74
₹ 5/- each of Welspun Corp Ltd.	<b>11,662</b>	<b>9.63</b>	35,200	34.74	35,200	18.96
₹ 10/- each of Welspun Enterprises Ltd.	-	-	21,120	10.01	1,760	6.18
₹ 5/- each of Jindal Drilling & Industries Ltd.	<b>92,000</b>	<b>152.77</b>	-	-	-	-
<b>Mutual Funds</b>						
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	9,120,176	1,099.05	9,120,176	1,013.51
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	4,204.10	35,000,000	3,875.17
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	39,134,312	4,691.23	39,134,312	4,324.42
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	4,550,708	548.01	4,550,708	505.12
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	1,823,021	219.94	1,823,021	202.92
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	39,174,243	4,725.20	39,174,243	4,358.37
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	-	-	15,000,000	1,795.58	15,000,000	1,654.49
		<b>89,840.46</b>		96,411.07		94,083.17



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2017		As At 31.03.2016		As At 01.04.2015	
	Number of Shares/Units	(₹ in Lakhs)	Number of Shares/Units	(₹ in Lakhs)	Number of Shares/Units	(₹ in Lakhs)
<b>II. CURRENT</b>						
<b>Quoted</b>						
<b>Investments measured at Fair Value Through Profit &amp; Loss</b>						
<b>Mutual Funds</b>						
Baroda Pioneer Liquid Fund - Plan A - Growth	26,936	501.73	-	-	156,184	2,502.65
Baroda Pioneer Treasury Advantage Fund - Plan - A - Growth	-	-	55,239	959.89	-	-
Birla Sun Life Floating Rate Fund - Short Term Plan - Growth	1,099,396	2,377.31	722,308	1,454.66	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	-	-	-	-	582,242	1,011.66
Franklin India Low Duration Fund - Growth	6,526,222	1,204.93	6,526,222	1,093.40	6,526,222	1,002.41
Franklin India Treasury Management Account-Super Institutional-Growth	213,609	5,182.26	251,583	5,691.13	-	-
HDFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	-	-	5,011,705	1,305.24	4,910,177	1,176.35
HDFC Gilt Fund - Long Term - Growth	-	-	-	-	3,521,462	1,001.61
HDFC Liquid Fund - Growth	-	-	39,908	1,191.07	16,954,589	4,675.45
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	9,120,176	1,183.84	-	-	-	-
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	35,000,000	4,543.35	-	-	-	-
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	39,134,312	5,062.69	-	-	-	-
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	4,550,708	590.99	-	-	-	-
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	1,823,021	236.50	-	-	-	-
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	39,174,243	5,097.94	-	-	-	-
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	15,000,000	1,939.31	-	-	-	-
HSBC Ultra Short Term Bond Fund - Growth	3,250,843	466.72	6,096,799	815.01	11,008,310	1,363.84
ICICI Prudential Savings Fund - Growth	208,797	510.60	-	-	-	-
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	-	-	-	-	3,636,192	1,000.91
ICICI Prudential Liquid - Regular Plan - Growth	-	-	-	-	843,634	1,745.12
IDBI Liquid Fund - Regular - Bonus Plan - Growth	49,766	647.22	49,766	604.08	49,766	558.69
Kotak FMP Series 106 - Growth	-	-	10,000,000	1,271.05	10,000,000	1,170.79
Kotak FMP Series 107 - Growth	-	-	10,000,000	1,268.15	10,000,000	1,169.98
Kotak FMP Series 136 - Growth	20,000,000	2,594.22	20,000,000	2,404.06	20,000,000	2,215.70
Kotak FMP Series 137 - Growth	-	-	5,460,656	655.94	5,460,656	605.23
Kotak Low Duration Fund - Direct - Growth	24,723	502.02	23,463	434.49	-	-
Kotak Low Duration Fund Standard - Growth	-	-	257,387	4,688.49	-	-
Kotak Treasury Advantage Fund - Growth	-	-	-	-	6,829,845	1,521.02
L&T Floating Rate Fund - Growth	2,307,867	368.94	2,307,867	339.03	2,307,867	312.08
L&T Triple Ace Bond Fund - Bonus - Original - Growth	1,607,459	252.13	1,607,459	234.15	1,607,459	223.10
Principal Debt Opportunities Fund - Conservative Plan - Regular Plan - Growth	-	-	-	-	68,542	1,508.76
Reliance Arbitrage Advantage Fund - Monthly Dividend Plan - Dividend Payout	-	-	36,477,817	3,829.51	9,588,739	1,001.05
Reliance Liquid Fund - Treasury Plan - Growth	-	-	10,214	376.43	17,772	605.26
Reliance Money Manager Fund - Direct - Growth	-	-	171,441	3,599.73	171,441	3,309.81
Religare FMP Series XVIII - Plan C - 25 Months - Growth	-	-	13,000,000	1,662.81	13,000,000	1,545.27
Religare Invesco Arbitrage Fund - Dividend Payout	-	-	20,144,988	2,571.12	-	-
Religare Invesco Credit Opportunities Fund - Growth	-	-	-	-	34,076	542.81
Religare Invesco Ultra Short Term Fund - Bonus	89,800	1,123.46	89,800	1,040.40	89,800	960.69
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	-	-	-	-	7,590,040	2,304.68
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	-	-	27,563	605.20
SBI Magnum Insta Cash Fund - Regular Plan - Growth	20,927	750.46	-	-	-	-
UTI Liquid Cash Plan - Institutional - Growth	28,249	750.48	-	-	-	-
UTI - Short Term Income Fund - Institutional - Growth	-	-	11,476,385	2,084.88	-	-
UTI Gilt Advantage Fund - Long Term Plan - Growth	-	-	-	-	4,098,005	1,244.84
		<b>35,887.10</b>		<b>39,574.72</b>		<b>36,884.96</b>
Aggregate Amount of Quoted investments		<b>36,842.60</b>		<b>58,245.77</b>		<b>54,757.15</b>
Market Value of Quoted Investments		<b>36,842.60</b>		<b>58,245.77</b>		<b>54,757.15</b>
Aggregate Amount of Un-Quoted Investments		<b>88,884.96</b>		<b>77,740.02</b>		<b>76,210.98</b>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	<b>As At 31.03.2016 (₹ in Lakhs)</b>	<b>As At 01.04.2015 (₹ in Lakhs)</b>
<b>Note: 2.12</b>			
<b>Loans</b> (Unsecured, Considered good)			
<b>Non-Current</b>			
Loan to Related Parties	<b>529.90</b>	427.09	381.06
Others	<b>48.61</b>	1,323.13	1,242.32
	<b><u>578.51</u></b>	<u>1,750.22</u>	<u>1,623.38</u>
<b>Current</b>			
Loan to Related Parties	<b>9,019.66</b>	4,454.71	3,624.66
Others	<b>13,281.24</b>	11,478.29	4,090.87
	<b><u>22,300.90</u></b>	<u>15,933.00</u>	<u>7,715.53</u>
<b>Note: 2.13</b>			
<b>Other Financial Assets</b>			
<b>Non - Current</b>			
Fixed Deposit	<b>290.94</b>	719.44	711.25
	<b><u>290.94</u></b>	<u>719.44</u>	<u>711.25</u>
<b>Current</b>			
Interest Accrued	<b>463.19</b>	522.77	712.53
Fixed Deposit	<b>1,072.85</b>	693.10	1,109.79
Interest Accrued but not Due	<b>119.95</b>	154.24	135.51
	<b><u>1,655.99</u></b>	<u>1,370.11</u>	<u>1,957.83</u>
(Fixed Deposits includes ₹359.70 Lakhs (Previous Year ₹359.70 Lakhs) as margin money with appropriate authority). Fixed Deposit includes ₹ 648.39 Lakhs are under lien with bank			
<b>Note: 2.14</b>			
<b>Other Assets</b>			
<b>Non - Current</b>			
i Capital Advances	<b>2,277.91</b>	2,038.15	1,968.62
ii Advances other than Capital Advances:			
Security Deposits	<b>290.09</b>	290.14	342.38
iii Other Assets (excluding above)	<b>1.81</b>	1.73	1.64
	<b><u>2,569.81</u></b>	<u>2,330.02</u>	<u>2,312.64</u>
<b>Current</b>			
i Advance to Suppliers	<b>341.05</b>	417.95	666.28
ii Advances other than Supplier Advances:			
Mega Project Incentive Recoverable	<b>122.55</b>	270.29	166.53
Security Deposit	<b>321.72</b>	286.83	294.25
MAT Credit Entitlement	<b>0.58</b>	1,343.78	1,939.59
iii Other Assets (excluding above)	<b>3,093.12</b>	5,695.27	13,936.03
	<b><u>3,879.02</u></b>	<u>8,014.12</u>	<u>17,002.68</u>
<b>Note: 2.15</b>			
<b>Inventories</b> (As Verified Valued and Certified by the Management)			
Raw Material including Material in Transit	<b>25,290.62</b>	25,861.00	20,516.71
Finished Goods	<b>11,423.58</b>	13,332.55	15,388.47
Work - in - Process	<b>6,774.56</b>	5,865.91	7,778.13
Scrap	<b>277.72</b>	252.50	454.08
Stores & Spares	<b>4,654.52</b>	4,579.48	4,814.97
	<b><u>48,421.00</u></b>	<u>49,891.44</u>	<u>48,952.36</u>
<b>Note: 2.16</b>			
<b>Trade Receivables</b> (Unsecured, Considered good)			
<b>Current</b>			
Related Parties	<b>633.75</b>	714.42	757.28
Others	<b>30,325.58</b>	25,967.06	29,062.50
Less: Doubtful Debts	<b>96.84</b>	20.74	17.56
	<b><u>30,862.49</u></b>	<u>26,660.74</u>	<u>29,802.22</u>





**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.17</b>			
<b>(i) Cash and Cash Equivalents</b>			
Cash in hand	<b>14.42</b>	13.89	7.11
<b>Balances with Scheduled Banks:</b>			
Current Accounts	<b>430.03</b>	262.12	895.57
	<b>444.45</b>	276.01	902.68
<b>(ii) Bank balances other than Cash and Cash Equivalents</b>			
<b>Current</b>			
Unclaimed Dividend Accounts	<b>267.64</b>	302.30	302.96
	<b>267.64</b>	302.30	302.96
<b>Note: 2.18</b>			
<b>Current Tax Assets (Net)</b>			
Income Tax (Net of Provisions)	<b>(8.27)</b>	1,532.22	1,487.04
	<b>(8.27)</b>	1,532.22	1,487.04
<b>Note: 2.19</b>			
<b>Borrowings</b>			
<b>Non-Current</b>			
<b>Unsecured</b>			
Term Loan from Banks	<b>1,120.00</b>	-	-
Long Term Loan from other parties	<b>11,022.56</b>	-	79.28
<b>Secured</b>			
Loans repayable on demand from Banks #	<b>5,835.48</b>	27,196.49	31,921.31
	<b>17,978.04</b>	27,196.49	32,000.59
<b>Current</b>			
<b>Unsecured</b>			
Loans repayable on demand from banks	<b>151.23</b>	693.48	3.37
Current Maturity of Non- Current Borrowings from Banks	<b>480.00</b>	-	-
Current Maturity of Non- Current Borrowings from Other Parties	-	-	30.95
Loans repayable on demand from Others	<b>5,835.47</b>	11,276.60	10,014.53
<b>Secured</b>			
Loans repayable on demand from Banks *	<b>39,551.55</b>	17,909.88	12,518.16
	<b>46,018.25</b>	29,879.96	22,567.01

**\* Loan I :**

The Current Secured Loan of ₹12,967.72 Lakhs was obtained by Maharashtra Seamless (Singapore) Pte. Ltd. in July 2015 to refinance the existing's loans with a maximum tenor of 24 months and interest is charged at LIBOR +195 basis points payable 3 months in arrears. The Loan is secured by a corporate guarantee from the holding company, who has given a standby letter of credit to the lender. The average interest rate is about 2.72% per annum.

The Loan is repayable by June 2017.

**\* Term Loan :**

The Loan of ₹ 26,583.83 Lakhs is borrowed by Internovia Natural Resources FZ LLC is secured by corporate guarantee from the share holder to an extent of 105% of loan amount.

**# Loan II :**

The Secured loan of ₹ 5,835.48 Lakhs was obtained Maharashtra Seamless (Singapore) Pte. Ltd. in September 2016 to finance general corporate purpose with a maximum tenor of 36 months and interest is charged at LIBOR +225 basis points payable 3 months in arrears. The average interest rate is about 3.21% per annum.

The Loan is secured by corporate guarantee from the holding company, Debenture creating charge on assets of the company and Comfort letter of holding company that it will keep at all times cash and /or debt mutual funds acceptable to the lender free from any encumbrances in an amount equal to the amount borrowed.

The Loan is repayable by September 2019.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	<b>As At 31.03.2016 (₹ in Lakhs)</b>	<b>As At 01.04.2015 (₹ in Lakhs)</b>
<b>Note: 2.20</b>			
<b>Trade Payables</b>			
<b>Current</b>			
Micro, Small & Medium Enterprises	<b>25.67</b>	8.89	8.84
Related Parties	<b>407.84</b>	275.72	504.38
Others	<b>13,483.85</b>	12,916.10	6,095.50
	<b><u>13,917.36</u></b>	<u>13,200.71</u>	<u>6,608.72</u>
<b>Note: 2.21</b>			
<b>Other Financial Liabilities</b>			
<b>Non - Current</b>			
Deferred Sales Tax	<b><u>1,562.94</u></b>	<u>2,212.62</u>	<u>2,784.34</u>
	<b><u>1,562.94</u></b>	<u>2,212.62</u>	<u>2,784.34</u>
<b>Current</b>			
Deferred Sales Tax	<b>947.72</b>	924.62	930.43
Interest accrued on Term Loan / Bank Loan	<b>468.57</b>	450.74	412.83
Unpaid Dividend	<b>267.64</b>	302.30	302.96
Advance from Related Parties	-	-	695.15
Accrued interest on Other Loan	<b>889.74</b>	423.16	7.18
Proposed Dividend	<b>105.52</b>	107.95	101.86
	<b><u>2,679.19</u></b>	<u>2,208.77</u>	<u>2,450.41</u>
Deferred Sales Tax is discounted at 9.5% p.a. to arrive at fair value as on transition date.			
<b>Note: 2.22</b>			
<b>Deferred Revenue</b>			
At the Beginning of the Year	<b>99.04</b>	-	-
Add : Additions during the year	<b>13.42</b>	103.76	-
Less : Reduction during the year	<b>5.36</b>	4.72	-
	<b><u>107.10</u></b>	<u>99.04</u>	<u>-</u>
<b>Note: 2.23</b>			
<b>Other Current Liabilities</b>			
Statutory Dues	<b>1,645.17</b>	1,893.33	2,136.83
Payable to Employees	<b>884.72</b>	682.01	648.19
Security Deposit	<b>108.76</b>	163.62	166.88
Advance from Customers	<b>1,374.03</b>	414.66	122.20
Other Payables	<b>1.91</b>	504.63	0.13
	<b><u>4,014.59</u></b>	<u>3,658.25</u>	<u>3,074.23</u>
<b>Note: 2.24</b>			
<b>Provisions</b>			
Provision for Expenses	<b><u>1,141.07</u></b>	<u>1,224.17</u>	<u>2,199.77</u>
	<b><u>1,141.07</u></b>	<u>1,224.17</u>	<u>2,199.77</u>
<b>Note: 2.25</b>			
<b>Deferred Tax Liabilities (Net)</b>			
<b>The movement on the deferred tax account is as follows:</b>			
At the Beginning of the Year	<b>24,138.97</b>	23,838.54	-
Charge/(credit) to Statement of Profit and Loss (Refer Note No. 2.46)	<b><u>(583.47)</u></b>	<u>300.43</u>	<u>-</u>
At the End of Year	<b><u>23,555.50</u></b>	<u>24,138.97</u>	<u>23,838.54</u>
<b>Component of Deferred tax liabilities / (asset)</b>	<b>As At 31.03.2016 (₹ in Lakhs)</b>	<b>Charged/(Credit) to Profit &amp; Loss (₹ in Lakhs)</b>	<b>As At 31.03.2017 (₹ in Lakhs)</b>
<b>Deferred tax liabilities / (asset) in relation to:</b>			
Property, Plant and Equipment	25,751.37	(915.37)	<b>24,836.00</b>
Financial Assets	(1,814.61)	391.49	<b>(1,423.12)</b>
Loan and Advances	(88.06)	88.06	-
Provisions	290.27	(147.65)	<b>142.62</b>
	<u>24,138.97</u>	<u>(583.47)</u>	<b><u>23,555.50</u></b>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note: 2.26**

**a) Authorised Share Capital**

Particulars	Equity Shares		Preference Shares	
	Nos	(₹ in Lakhs)	Nos	(₹ in Lakhs)
As At 01-04-2015	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
As At 31-03-2016	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
<b>As At 31-03-2017</b>	<b>80,000,000</b>	<b>4,000.00</b>	<b>20,000,000</b>	<b>2,000.00</b>

**Terms / Rights attached to Equity Share**

The company has only one class of Equity Shares having a par value of ₹ 5/-. Each holder of Equity Shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

**Terms / Rights attached to Perpetual Preference Share**

These perpetual preference shares do not carry any voting rights. The right in the winding up or in a liquidation to a return of the capital paid up thereon and any arrears of the said cumulative preferential dividend calculated (whether earned or declared or not) down to the date of payment but to no further or other right to share in surplus assets. Shares are redeemable at the option of the issuer and have no fixed redemption period. Dividend is paid perpetually.

All the preference shares were issued to related companies. The Company may upon giving 30 days of notice before the date specified for redemption, redeem at any time the whole or any part of these Perpetual Preference Shares.

Dividend on the perpetual preference shares have been waived off by the mutual consent of the issuer and the borrower.

**b) Issued Equity Capital**

Particulars	Equity Shares		3 % Perpetual Pref. Shares	
	Nos	(₹ in Lakhs)	Nos	(₹ in Lakhs)
As At 01-04-2015	66,999,626	3,349.98	10,000,000	6,259.08
Changes during the period	-	-	-	-
As At 31-03-2016	66,999,626	3,349.98	10,000,000	6,259.08
Changes during the period	-	-	-	-
<b>As At 31-03-2017</b>	<b>66,999,626</b>	<b>3,349.98</b>	<b>10,000,000</b>	<b>6,259.08</b>

**c) List of shareholders holding more than 5% shares**

Name of the Shareholder	As At 31-03-2017		As At 31-03-2016		As At 01-04-2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Franklin Templeton Investment Funds	-	-	4,144,043	6.19%	4,138,822	6.18%
Global Jindal Fin-Invest Ltd.	<b>5,424,944</b>	<b>8.10%</b>	5,424,944	8.10%	5,424,944	8.10%
Brahmadev Holding & Trading Ltd.	<b>5,758,992</b>	<b>8.60%</b>	5,758,992	8.60%	5,758,992	8.60%
Stable Trading Company Ltd.	<b>10,943,754</b>	<b>16.33%</b>	11,277,044	16.83%	11,277,044	16.83%
Odd & Even Trades & Finance Ltd.	<b>11,690,000</b>	<b>17.45%</b>	11,690,000	17.45%	11,690,000	17.45%

d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date: Nil

e) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date: Nil

f) The company has bought back following Equity Shares during the last five years preceding the Balance Sheet date

Financial Year	No. of Shares
2013-14	2,250,298
2014-15	1,283,498



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As At 31.03.2017 (₹ in Lakhs)</b>	As At 31.03.2016 (₹ in Lakhs)	As At 01.04.2015 (₹ in Lakhs)
<b>Note: 2.27</b>			
<b>Other Equity</b>			
Capital Redemption Reserve	<b>1,617.82</b>	1,617.82	1,617.82
Securities Premium	<b>25,827.24</b>	25,827.24	25,827.24
Capital Investment Subsidy	<b>25.00</b>	25.00	25.00
Revaluation Reserve (Deemed Cost)	<b>53,779.00</b>	53,779.00	53,779.00
<b>Capital Reserve :</b>			
At the Beginning of the Year	<b>166.53</b>	166.53	30.08
Add : During the Year	<b>-</b>	-	136.45
	<b>166.53</b>	166.53	166.53
<b>Retained Earnings:</b>			
At the Beginning of the Year	<b>177,773.16</b>	184,255.33	187,268.96
Add: Reinstatement of Reserve / Profit & Loss of Previous Year	<b>(4.68)</b>	(20.65)	4.10
Add : Profit for the Year	<b>11,581.92</b>	(2,431.08)	11,332.26
Add : Effect of Change in Group Interest / Ind AS	<b>-</b>	1.52	(14,349.99)
Less : Proposed Dividend on Equity Shares	<b>1,674.99</b>	3,349.98	-
Less : Tax on Proposed Dividend	<b>340.99</b>	681.98	-
	<b>187,334.42</b>	177,773.16	184,255.33
<b>Other Comprehensive Income (OCI):</b>			
At the Beginning of the Year	<b>(4,241.46)</b>	(299.39)	-
Add : During the Year Actuarial Gain Net of Tax	<b>(17.18)</b>	36.12	-
Add : During the Year Foreign Translition	<b>535.67</b>	111.58	(299.39)
Add : Effect of Ind AS (Foreign Translition)	<b>-</b>	(4,089.77)	-
	<b>(3,722.97)</b>	(4,241.46)	(299.39)
	<b>265,027.04</b>	254,947.29	265,371.53



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>Note: 2.28</b>		
<b>Revenue From Operations</b>		
<b>Sale of Products</b>		
Manufacturing	<b>153,148.67</b>	108,250.55
Scrap	<b>3,211.02</b>	2,224.44
Export Incentives	<b>518.61</b>	323.00
Income from Services	<b>711.66</b>	484.59
	<b><u>157,589.96</u></b>	<u>111,282.58</u>
<b>Note: 2.29</b>		
<b>Other Income</b>		
Fair Value through P&L:		
Equity Share	<b>190.89</b>	(414.29)
Mutual Fund	<b>2,336.86</b>	3,454.14
EIR Amortization FVTPL:		
Interest Free Loan	<b>293.35</b>	165.88
Deferred Income	<b>5.36</b>	4.72
Dividend Received	<b>71.43</b>	340.78
Interest Received	<b>2,428.80</b>	1,287.73
Profit on Sale of Investments (Net)	<b>814.27</b>	1,804.45
Foreign Exchange Fluctuation (Net)	<b>41.87</b>	1,121.37
Rent Received	<b>61.38</b>	59.85
Non Operating Income	<b>1,384.30</b>	1,134.12
Profit / (Loss) on Sale of Tangible Fixed Assets (Net)	<b>2.81</b>	(4.85)
	<b><u>7,631.32</u></b>	<u>8,953.90</u>
<b>Note: 2.30</b>		
<b>Cost of Materials Consumed</b>		
Opening Stock	<b>20,058.97</b>	20,516.71
Add: Purchase (Including Direct Expenses)	<b>88,307.40</b>	69,564.34
	<b><u>108,366.37</u></b>	<u>90,081.05</u>
Less : Closing Stock	<b>17,082.67</b>	20,058.97
	<b><u>91,283.70</u></b>	<u>70,022.08</u>
<b>Note: 2.31</b>		
<b>Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade</b>		
<b>Closing Stock:</b>		
Finished Goods	<b>11,423.58</b>	13,332.55
Work - in - Process	<b>6,774.56</b>	5,865.91
Scrap	<b>277.72</b>	252.50
	<b><u>18,475.86</u></b>	<u>19,450.96</u>
<b>Opening Stock:</b>		
Finished Goods	<b>13,332.55</b>	15,388.47
Work - in - Process	<b>5,865.91</b>	7,778.13
Scrap	<b>252.50</b>	454.08
	<b><u>19,450.96</u></b>	<u>23,620.68</u>
Excise Duty on Differential Stock of Finished Goods	<b>(171.97)</b>	(236.71)
	<b><u>803.13</u></b>	<u>3,933.01</u>
<b>Note: 2.32</b>		
<b>Employee Benefit Expenses</b>		
Salary, Wages & Other Allowances	<b>5,020.24</b>	4,436.65
Contribution to PF & Other Funds	<b>183.83</b>	174.15
Staff Welfare Expenses	<b>69.05</b>	59.80
	<b><u>5,273.12</u></b>	<u>4,670.60</u>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Year Ended 31.03.2017 (₹ in Lakhs)</b>	Year Ended 31.03.2016 (₹ in Lakhs)
<b>Note: 2.33</b>		
<b>Finance Costs</b>		
Interest to Banks:		
Interest on Term Loan	<b>54.39</b>	-
Interest Charges	<b>1,894.13</b>	1,684.31
Foreign Exchange Fluctuation Loss	<b>376.89</b>	4.45
Bank Charges & Commission	<b>247.45</b>	106.09
Interest Charges on Other holder Loan	<b>481.60</b>	403.26
EIR Amortization FVTPL:		
Interest Free Loan	<b>38.89</b>	51.74
Financial liabilities measured at amortised Cost	<b>298.04</b>	352.90
	<b><u>3,391.39</u></b>	<u>2,602.75</u>
<b>Note: 2.34</b>		
<b>Other Expenses</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	<b>6,525.57</b>	5,194.93
Power & Fuel	<b>10,811.39</b>	9,243.51
Water Charges	<b>51.92</b>	57.86
Repair & Maintenance (Plant & Machinery)	<b>576.91</b>	550.78
Repair & Maintenance (Building)	<b>41.07</b>	19.62
Job Work Charges	<b>1,155.13</b>	665.36
	<b><u>19,161.99</u></b>	<u>15,732.06</u>
<b>Administrative Expenses:</b>		
Rent	<b>270.51</b>	265.13
Rates & Taxes	<b>85.42</b>	69.30
Telephone & Communication Expenses	<b>85.71</b>	89.42
Printing & Stationery	<b>35.29</b>	21.71
Travelling & Conveyance:		
- Directors	<b>71.55</b>	72.01
- Others	<b>279.61</b>	232.47
Vehicle Upkeep & Maintenance	<b>169.12</b>	160.11
Directors' Fee	<b>9.98</b>	11.65
Insurance	<b>51.29</b>	44.04
Staff Recruitment & Training Expenses	<b>11.91</b>	20.29
Repair & Maintenance (Others)	<b>373.93</b>	197.58
Legal & Professional Charges	<b>387.65</b>	242.99
Corporate Social Responsibilities	<b>226.37</b>	315.00
Fees & Subscription	<b>86.93</b>	56.90
Electricity Charges	<b>72.35</b>	108.77
Auditors' Remuneration :		
- Audit Fee	<b>16.98</b>	14.12
- Tax Audit Fee	<b>2.94</b>	2.95
- Company Law Matter / Others	<b>3.21</b>	2.77
Internal Audit Fees	<b>11.57</b>	11.59
Cost Audit Fees	<b>1.00</b>	1.00
Foreign Exchange Fluctuation Loss (Net)	<b>1.12</b>	-
General Expenses	<b>258.44</b>	158.66
	<b><u>2,512.88</u></b>	<u>2,098.46</u>
<b>Selling &amp; Distribution Expenses:</b>		
Tender Fee	<b>15.61</b>	8.47
Advertisement & Business Promotion	<b>168.20</b>	268.23
Freight Outward & Claims (Net)	<b>1,659.56</b>	1,253.09
Testing & Inspection charges	<b>54.65</b>	37.33
	<b><u>1,898.02</u></b>	<u>1,567.12</u>
	<b><u>23,572.89</u></b>	<u>19,397.64</u>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

2.35 <b>Contingent Liabilities</b>	<b>As At 31.03.2017 (₹ in Lakhs)</b>	<b>As At 31.03.2016 (₹ in Lakhs)</b>
<b>Particulars</b>		
a) Letter of Credit	<b>6,355.55</b>	1,154.51
b) Guarantees & SBLC: Bank & Others	<b>210,119.47</b>	232,959.11
c) Sales Tax Demand under Appeal	<b>4.65</b>	4.65
d) Income Tax Demand under Appeal	<b>438.38</b>	438.38
e) Excise Duty Demand under Appeal	<b>312.70</b>	295.25
f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 Lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 Lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.		

2.36 During the year share of loss of ₹ 753.62 Lakhs is attributable to Minority Shareholders Internovia Natural Resources FZ LLC (Step Subsidiary) out of which ₹ 7.49 Lakhs to the extent of minority capital is already adjusted in minority interest of preceding year. Remaining loss is presently absorbed by majority shareholder and will be adjusted with minority interest in subsequent year profit.

2.37 During the year the company had converted loan given to Subsidiary Companies & Joint Venture Company into 4% Perpetual Cumulative Preference Shares in the following manner:

<b>Name of the Companies</b>	<b>(₹ in Lakhs)</b>
Dev Drilling Pte. Ltd.	2,674.26
Discovery Oils And Mines Pte. Ltd.	3,938.96
Maharashtra Seamless (Singapore) Pte. Ltd.	33,610.83

Dividend on the above perpetual preference share have been waived off for financial year 2016-17

- 2.38 a) Due to non availability of financial statements of Gondkhari Coal Mining Ltd. (JV Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Limited for the purpose of consolidation and no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block.
- b) The company has waived interest due to inadequacy of profit on loan given to Jindal Premium Connections Pvt. Ltd. (Associate Company).
- c) The Loans on which interest is not charged is discounted at 9.5% p.a. to arrive at fair value as on transition date.

**2.39 Segment Information**

The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Others".

Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Others".

**Identification of Segments**

**Primary Segment**

Business segment: The Company's operating businesses are organised and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products. The two identified segments are Steel Pipes & Tubes and Power - Electricity.

Inter Division transfers of goods, as marketable products produced by separate divisions of the company for captive consumption are made as if sales were to third parties at current market prices and are included in turnover.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Segment Information**

**Segment Revenues, Results and Other Information :**

(₹ in Lakhs)

Particulars	Steel Pipes & Tubes	Power - Electricity	Others	Total
Revenue from Operations	<b>155,183</b> (109,237)	<b>1,808</b> (1,633)	<b>8,230</b> (9,367)	<b>165,221</b> (120,237)
Inter - Segment Sales	- (-)	<b>685</b> (566)	- (-)	<b>685</b> (566)
Segment Results	<b>13,897</b> (-4,423)	<b>1,204</b> (1,028)	<b>7,924</b> (9,081)	<b>23,025</b> (5,686)
Finance Costs	<b>1,031</b> (654)	- (-)	<b>2,360</b> (1,948)	<b>3,391</b> (2,602)
Other Un-allocable Expenditure				- (-)
Profit / (Loss) Before Tax	<b>12,866</b> (-5,077)	<b>1,204</b> (1,028)	<b>5,564</b> (7,133)	<b>19,634</b> (3,084)
Segment Assets	<b>189,364</b> (191,833)	<b>17,049</b> (7,193)	<b>179,251</b> (166,474)	<b>385,664</b> (365,500)
Segment Liabilities	<b>21,163</b> (21,671)	<b>2,515</b> (79)	<b>63,807</b> (57,929)	<b>87,485</b> (79,679)
Un-allocable Liabilities				<b>23,543</b> (21,265)
Capital Employed				<b>274,636</b> (264,556)

**Note: 2.40**

**Related Parties Disclosures as per Ind AS 24**

**List of Related Parties :**

**a) Joint Venture Companies**

Gondkhari Coal Mining Ltd.  
Dev Drilling Pte. Ltd.

**b) Associate Companies**

Jindal Pipes (Singapore) Pte. Ltd.  
Star Drilling Pte. Ltd.  
Jindal Premium Connections Pvt. Ltd.

**c) Common Controlled Entity**

Jindal Pipes Ltd.

**d) Key Management Personnel**

Shri D.P. Jindal  
Shri Saket Jindal  
Shri S. P. Raj  
Shri S. K. Singhal w.e.f. 01.01.2017  
Shri Ashok Soni  
Shri D.C. Gupta

**e) Relatives of Key Management Personnel**

Smt. Savita Jindal  
Shri Raghav Jindal  
Smt. Rachna Jindal  
Smt. Shruti Raghav Jindal





**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Details of transactions during the year are as follows:

(₹ in Lakhs)

S. No.	Particulars	2016-17	2015-16
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	302.19	12.22
	Relatives of Key Management Personnel	1.14	1.40
	Common Controlled Entity	2,034.85	1,672.24
ii)	<b>Sales &amp; Other Services</b>		
	Associate Companies	25.43	436.35
	Common Controlled Entity	2,037.79	1,153.42
iii)	<b>Investment</b>		
	Joint Venture Companies	2,674.26	-
iv)	<b>Net Loans / Inter Corporate Deposits given or repaid</b>		
	Joint Venture Companies	(2,674.26)	2,625.18
	Common Controlled Entity	325.00	411.00
v)	<b>Interest &amp; Guarantee Commission received / receivable from Related Parties</b>		
	Joint Venture Companies	202.89	201.31
	Associate Companies	342.55	373.03
	Common Controlled Entity	388.08	170.78
vi)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	3.00	3.00
vii)	<b>Remuneration</b>		
	Key Management Personnel	425.32	424.87
	Relatives of Key Management Personnel	21.00	21.00
viii)	<b>Dividend Paid</b>		
	Key Management Personnel	58.19	100.21
	Relatives of Key Management Personnel	11.46	20.89
ix)	<b>Loans / Inter Corporate deposits given (Maximum Outstanding) *</b>		
	Joint Venture Companies	3,101.84	3,101.84
	Associate Companies	2,953.07	2,953.07
	Common Controlled Entity	7,169.43	3,214.73
x)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Joint Venture Companies	68,080.53	69,649.55
	Associate Companies	82,047.45	108,564.33
xi)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	0.61	0.29
xii)	<b>Balance Receivable (including loans if any) at the year end</b>		
	Joint Venture Companies	620.55	3,304.89
	Associate Companies	3,715.66	3,949.35
	Common Controlled Entity	6,038.17	1,413.93

No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from or to any Related Parties.

\* Includes effect of change in foreign exchange translation.

Transaction with Subsidiaries are eliminated.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note: 2.41**

**Earning Per Equity Share computed as per Ind AS 33**

Particulars	31.03.2017	31.03.2016
Net Profit available for Equity Shareholders (₹ in Lakhs) (a)	<b>11,581.92</b>	(2,431.08)
Weighted average number of Equity Shares of ₹ 5/- each (b)	<b>66,999,626</b>	66,999,626
Basic / Diluted Earning per Equity Share (a/b)	<b>17.29</b>	(3.63)

**Note: 2.42**

**The list of Subsidiaries / Associates / Joint Ventures consolidated in the financials are:**

Name of the Companies	Year Ended 31.03.2017 (%)	Year Ended 31.03.2016 (%)	Date of Incorporation	Country
<b>Subsidiaries</b>				
Maharashtra Seamless (Singapore) Pte. Ltd. *	<b>100.00</b>	100.00	8-Jun-11	Singapore
Maharashtra Seamless Finance Ltd.	<b>100.00</b>	100.00	8-Feb-12	India
Discovery Oil And Mines Pte. Ltd*	<b>100.00</b>	100.00	27-Jun-13	Singapore
<b>Step Subsidiaries **</b>				
Inernovia Natural Resources FZ LLC *	<b>56.00</b>	56.00	30-Apr-14	UAE
Zircon Drilling Supplies and Trading FZE*	<b>100.00</b>	100.00	2-Feb-17	UAE
<b>Associates</b>				
Jindal Pipes (Singapore) Pte. Ltd.*	<b>30.00</b>	30.00	8-Jun-11	Singapore
Jindal Permium Connections Pvt. Ltd. *	<b>49.89</b>	49.89	10-Feb-05	India
Star Drilling Pte. Ltd.* (Associate through WOS)	<b>25.00</b>	25.00	31-Jan-13	Singapore
<b>Joint Ventures</b>				
Dev Drilling Pte. Ltd.*	<b>25.00</b>	25.00	31-Jan-13	Singapore

\* Audited Financials as at 31st March, 2017 were not available and the same have been consolidated on the basis of provisional financials as certified by the Management.

\*\* Internovia Natural Resources FZ LLC is a step subsidiary with direct holding of 5% & holding of 51% through Discovery Oil And Mines Pte. Ltd. Further Zircon Drilling Supplies and Trading FZE is 100% subsidiary of Internovia Natural Resources FZ LLC.

**Note: 2.43**

The company has applied Ind AS - 28 Accounting for Investments in Associates and Joint Ventures in the Consolidated Financial Statement issued by ICAI. In accordance with the disclosure requirement of Ind AS - 28 relating to Joint Ventures & Associate Companies are given below:-

The company recognise those investee entities as associates & joint ventures which are not considered as subsidiary, but in which it hold directly or indirectly (through subsidiaries) 20% or more voting power:-

(₹ in Lakhs)

Name of Companies	% of voting power	% of shareholding	Share of profit/ (loss) in current Year	Share of profit/ (loss) in Previous Year
Jindal Pipes (Singapore) Pte. Ltd.	30.00	30.00	<b>3,298.02</b>	3,036.05
Star Drilling Pte. Ltd.*	25.00	25.00	<b>(3,233.22)</b>	(3,258.75)
Jindal Premium Connections Pvt. Ltd.	49.89	49.89	<b>46.16</b>	(5.72)
Dev Drilling Pte. Ltd	25.00	25.00	<b>(112.52)</b>	(3,005.89)
Gondkhari Coal Mining Ltd.**	30.30	30.30	-	-
<b>Total</b>			<b>(1.56)</b>	(3,234.31)

\* In pursuance to equity method as per Ind AS 28 on "Investments in Associates & Joint Ventures" in Consolidated Financial Statements the company has considered losses of Associates and Joint Ventures to the extent investment in that Associate & Joint Ventures through Maharashtra Seamless (Singapore) Pte Ltd (WOS).

\*\* Ref Note No. 2.38 (a)



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note: 2.44**

**Additional Information, as required under Schedule III to the Companies Act, 2013, of companies consolidated as Subsidiary / Associates / Joint Ventures.**

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(₹ in Lakhs)	As % of consolidated profit or loss	(₹ in Lakhs)
<b>Parent</b> Maharashtra Seamless Limited	80.48%	221,041.54	111.97%	13,588.57
<b>Subsidiaries</b>				
<b>Indian</b> Maharashtra Seamless Finance Ltd.	0.09%	255.45	0.01%	1.48
<b>Foreign</b> Maharashtra Seamless (Singapore) Pte. Ltd. Discovery Oil And Mines Pte. Ltd.	3.76% -0.03%	10,336.35 (83.03)	-7.42% -1.72%	(900.53) (208.67)
<b>Step Subsidiaries</b>				
<b>Foreign</b> Internovia Natural Resources FZ LLC Zircon Drilling Supplies and Trading FZE	5.77% 0.02%	15,823.76 46.22	-1.45% -0.12%	(175.77) (14.71)
<b>Associates (Investment as per the equity method)</b>				
<b>Indian</b> Jindal Premium Connections Pvt. Ltd.	0.00%	-	0.38%	46.16
<b>Foreign</b> Jindal Pipes (Singapore) Pte. Ltd. Star Drilling Pte. Ltd.	4.20% 5.71%	11,531.74 15,683.66	25.72% -25.57%	3,121.13 (3,103.32)
<b>Joint Ventures (as per proportionate consolidation / investment as per the equity method)</b>				
<b>Foreign</b> Dev Drilling Pte. Ltd.	0.00%	-	-1.80%	(218.21)
<b>Minority Interest in all subsidiaries (Ref Note. No 2.36)</b>	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>274,635.69</b>	<b>100.00%</b>	<b>12,136.13</b>

**Note: 2.45**

**Capital Management**

The primary objective of the Company's capital management is to ensure availability of funds at competitive cost for its operational and development needs and maintain a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2017 and 31.03.2016. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

The Company monitors capital structure on the basis of debt to equity ratio. For the purpose of Company's capital management, equity includes paid up equity share capital and reserves and surplus and effective portion of cash flow hedge and debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarises long term debt and equity of the Company:

Particulars	As At 31.03.2017	As At 31.03.2016
Total Equity as per Balance Sheet (₹ in Lakhs) (a)	<b>274,636.10</b>	264,556.35
Long Term Debt (₹ in Lakhs) (b)	<b>18,458.04</b>	27,196.49
Debt to Equity Ratio (b/a)	<b>0.07</b>	0.10

**Note: 2.46**

**Taxation**

Income Tax expenses recognised in Statement of Profit & Loss Account

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Current Tax	<b>8,460.67</b>	1,367.67
Deferred Tax	<b>(583.47)</b>	300.43
MAT Credit	-	(6.41)
Earlier Years	<b>173.12</b>	620.04
<b>Total income tax expenses recognised</b>	<b>8,050.32</b>	2,281.73



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

The income Tax expenses for the year can be reconciled to the accounting profit as follows

(₹ in Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Profit Before Tax	19,633.80	3,084.96
Applicable Tax Rate	34.61%	34.61%
Computed Tax Expenses	6,794.87	1,067.64
<b>Tax effect of:</b>		
Expenses Disallowed net off Exempted Income	2,944.92	300.03
Additional allowance net of MAT Credit	(1,279.12)	-
<b>Current Tax Provisions (A)</b>	<b>8,460.67</b>	1,367.67
Incremental Deferred Tax Assets on account of Tangible & Intangible Assets	(915.37)	(311.82)
Incremental Deferred Tax Liability on account of Financial Assets and Other Items	331.90	612.25
<b>Deferred Tax Provision (B)</b>	<b>(583.47)</b>	300.43
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>7,877.20</b>	1,668.10
<b>Effective Tax Rate</b>	<b>40.12%</b>	54.07%

**Note: 2.47**

**Disclosure w.r.t. specified bank notes**

As per Notification G.S.R. 308(E) dated 30.03.2017 issued by the Ministry of Corporate Affairs, the details of Specified Bank Notes (SBNs) held and transacted during the period from 08.11.2016 to 30.12.2016:

(₹ in Lakhs)

Particulars	SBNs	Other Denomination	Total
Closing cash in hand 8.11.2016	21.88	19.42	41.30
Add : Permitted Receipts	-	21.42	21.42
Less : Permitted Payments	10.87	32.60	43.47
Less : Amounts deposited in Banks	11.01	-	11.01
Closing cash in hand 30.12.2016	-	8.24	8.24

**Note: 2.48**

**Fair value measurement**

(₹ in Lakhs)

Particulars	31.03.2017				31.03.2016				01.04.2015			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets Measured at Amortised Cost</b>												
Loans	22,349.51				15,977.59				7,756.44			
Other financial assets	583.14				677.01				848.04			
Trade receivables	30,862.49				26,660.74				29,802.22			
Cash and cash equivalents	444.45				276.01				902.68			
Bank balances other than cash and cash equivalents	267.64				302.30				302.96			
Fixed Deposit	1,363.79				1,412.54				1,821.04			
Non-current Investments	88,822.92				94,904.43				91,974.51			
<b>Total financial assets at Amortised Cost (A)</b>	<b>144,693.94</b>				140,210.62				133,407.89			
<b>Financial assets Measured at fair value through Profit and Loss</b>												
Loans	529.90		529.90		1,705.63		1,705.63		1,582.47		1,582.47	
Non-current Investments	1,017.54	1,017.54			1,506.64	1,506.64			2,108.66	2,108.66		
Current Investments	35,887.10	35,887.10			39,574.72	39,574.72			36,884.96	36,884.96		
<b>Total financial assets at fair value through Profit and Loss (B)</b>	<b>37,434.54</b>				42,786.99				40,576.09			
<b>Total financial assets (A+B)</b>	<b>182,128.48</b>				182,997.61				173,983.98			
<b>Financial liabilities Measured at Amortised Cost</b>												
<b>Current</b>												
Borrowings	17,978.04				27,196.49				32,000.59			
Other financial liabilities	1,562.94				2,212.62				2,784.34			
<b>Non-Current</b>												
Borrowings	46,018.25				29,879.96				22,567.01			
Trade payables	13,917.36				13,200.71				6,608.72			
Other financial liabilities	2,679.19				2,208.77				2,450.41			
<b>Total financial liabilities carried at Amortised Cost</b>	<b>82,155.78</b>				74,698.55				66,411.07			



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Fair Value Techniques:**

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- a) Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- b) The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or NAV.
- c) Interest free loan given is discounted at 9.5% p.a. to arrive at fair value as on transition date.
- d) All foreign currency loans and liabilities are translated using exchange rate at reporting date.

**Fair Value Hierarchy**

The following table provides the fair value measurement hierarchy of Company’s asset and liabilities grouped into Level 1 to Level 3 as described below:

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consist mutual fund investments and equity share instrument of other companies / JV’s.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (that is, unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**Assets and Liabilities Measured at Fair Value (Accounted)**

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2017, 31.03.2016 and 01.04.2015;

<b>Particulars</b>	<b>Fair Value Hierarchy</b>	<b>Valuation Techniques</b>	<b>Inputs Used</b>	<b>Quantitative Information about Significant Unobservable Inputs</b>
Loan to Jindal Premium Connection Pvt. Ltd.	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Gondkhari Coal Mining Limited	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Maharashtra Seamless Limited - Employees Welfare Trust	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-



## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

### **Note: 2.49**

#### **Financial Risk Management Objectives and Policies**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loans, trade and other receivables, and cash and short-term deposits that arrive directly from its operations. The Company also holds fair value through profit or loss investments.

The Company is exposed to market risk, credit risk and liquidity risk.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management and the Audit and Risk Management Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below:

#### **Market risk and sensitivity**

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivatives financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2017 and 31.03.2016.

The sensitivity analyses exclude the impact of movement in market variables on the carrying value of post-employment benefit obligations, provisions and on non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in respective market rates. The company's activities expose it to a variety of financial risk including the effect of changes in foreign currency exchange rates and interest rates. The company uses derivatives financial instruments such as foreign exchange forward contracts of varying maturity depending upon the underlying contract and risk management strategy to manage its exposures to foreign exchange fluctuation and interest rates.

#### **Interest rate risk and sensitivity**

The Company's exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations and Buyer's credit obligations with floating interest rates.

#### **Credit risk**

Credit risk is the risk that the counter party will not meet its obligation under a financial instruments or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, mutual funds and financial institutions and other financial instruments.

#### **Trade receivables**

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

#### **Liquidity risk**

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note: 2.50**

**First Time Ind AS Adoption Reconciliations**

**A. Effect of Ind AS adoption on the Consolidated Balance Sheet as at 31st March, 2016 and 1st April, 2015:**

(₹ in Lakhs)

Particulars	As At 31.03.2016			As At 01.04.2015		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>Assets</b>						
<b>Non - Current Assets</b>						
Property, Plant and Equipment	140,692.71	(28,613.51)	112,079.20	147,171.93	(29,551.88)	117,620.05
Capital Work in Progress	3,097.37	-	3,097.37	3,745.98	(414.95)	3,331.03
Other Intangible Assets	21.22	-	21.22	32.50	-	32.50
Equity accounted investments (Investments in associates and joint ventures)	-	8,412.13	8,412.13	-	5,781.92	5,781.92
<b>Financial Assets:</b>						
Investments	108,727.18	(12,316.11)	96,411.07	106,251.19	(12,168.02)	94,083.17
Loans	2,292.71	(542.49)	1,750.22	2,190.12	(566.74)	1,623.38
Other Financial Assets	719.44	-	719.44	711.25	-	711.25
Other Non - Current Assets	2,330.02	-	2,330.02	2,314.46	(1.82)	2,312.64
	257,880.65	(33,059.98)	224,820.67	262,417.43	(36,921.49)	225,495.94
<b>Current Assets</b>						
Inventories	49,558.67	332.77	49,891.44	48,952.36	-	48,952.36
<b>Financial Assets:</b>						
Investments	36,390.65	3,184.07	39,574.72	31,072.31	5,812.65	36,884.96
Trade Receivables	26,681.48	(20.74)	26,660.74	29,819.77	(17.55)	29,802.22
Cash and Cash Equivalents	1,507.62	(1,231.61)	276.01	3,271.50	(2,368.82)	902.68
Bank balances other than Cash and Cash Equivalents	-	302.30	302.30	-	302.96	302.96
Loans	17,809.18	(1,876.18)	15,933.00	7,715.53	-	7,715.53
Other Financial Assets	643.45	726.66	1,370.11	851.62	1,106.21	1,957.83
Current Tax Assets (Net)	1,528.44	3.78	1,532.22	1,483.04	4.00	1,487.04
Other Current Assets	8,024.86	(10.74)	8,014.12	17,008.12	(5.44)	17,002.68
	142,144.35	1,410.31	143,554.66	140,174.25	4,834.01	145,008.26
<b>TOTAL ASSETS</b>	400,025.00	(31,649.67)	368,375.33	402,591.68	(32,087.48)	370,504.20
<b>Equity and Liabilities</b>						
<b>Equity</b>						
Equity Share Capital	24,250.75	(14,641.69)	9,609.06	17,119.96	(7,510.90)	9,609.06
Other Equity	266,762.64	(11,815.35)	254,947.29	276,296.32	(10,924.79)	265,371.53
	291,013.39	(26,457.04)	264,556.35	293,416.28	(18,435.69)	274,980.59
<b>Non - Current Liabilities</b>						
<b>Financial Liabilities:</b>						
Borrowings	39,633.91	(12,437.42)	27,196.49	42,926.22	(10,925.63)	32,000.59
Other Financial Liabilities (excluding Provisions)	3,096.97	(884.35)	2,212.62	4,050.21	(1,265.87)	2,784.34
Deferred Revenue	-	99.04	99.04	-	-	-
Deferred Tax Liabilities (Net)	8,812.94	15,326.03	24,138.97	8,063.88	15,774.66	23,838.54
	51,543.82	2,103.30	53,647.12	55,040.31	3,583.16	58,623.47
<b>Current Liabilities</b>						
<b>Financial Liabilities:</b>						
Borrowings	34,838.34	(4,958.38)	29,879.96	34,934.38	(12,367.37)	22,567.01
Trade Payables	13,202.95	(2.24)	13,200.71	7,129.90	(521.18)	6,608.72
Other Financial Liabilities (excluding Provisions)	4,538.96	(2,330.19)	2,208.77	6,769.16	(4,318.75)	2,450.41
Provisions	1,107.67	116.50	1,224.17	1,793.09	406.68	2,199.77
Other Current Liabilities	3,779.87	(121.62)	3,658.25	3,508.56	(434.33)	3,074.23
	57,467.79	(7,295.93)	50,171.86	54,135.09	(17,234.95)	36,900.14
<b>TOTAL LIABILITIES</b>	400,025.00	(31,649.67)	368,375.33	402,591.68	(32,087.48)	370,504.20



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**B. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP:**

(₹ in Lakhs)

Particulars	Net Profit	Other Equity	
	Year Ended 31.03.2016	As at 31.03.2016	As at 31.03.2015
Net Profit / Other Equity as per Previous Indian GAAP	885.02	266,762.64	276,296.32
Dividend and Tax on Dividend	-	2,015.98	4,031.96
Deferred Tax	448.63	(15,326.03)	(15,774.66)
Fair Valuation as deemed cost for Property, Plant and Equipment and Intangible Assets under development	(4,088.99)	-	-
Fair Valuation of Government Incentive	4.72	(99.04)	-
Fair Valuation of Investments	2,834.42	3,116.80	282.38
Impact of retrospective recognition of Sales Tax Deferement	(352.90)	884.35	1,237.25
Fair Valuation of Interest Free Loan given	165.88	(254.46)	(368.57)
Equity Accounting Method	(2,548.70)	(2,456.85)	(333.15)
Others	220.84	303.90	-
<b>Total</b>	<b>(3,316.10)</b>	<b>(11,815.35)</b>	<b>(10,924.79)</b>
	<b>(2,431.08)</b>	<b>254,947.29</b>	<b>265,371.53</b>

In accordance with Ind AS 109 (Financial Instruments) investment in Mutual Fund and Equity Shares have been classified at fair value through statement of Profit & Loss. Further Investment in joint ventures and associates has been carried at cost in accordance with Ind AS 28.

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets including capital work in progress and intangible assets under development recognised as of 1 April, 2015 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition. Further in earlier years company had got its assets revalued which is now included in deemed cost of property, plant & equipment.

Under Ind AS actuarial gains or losses on defined benefit obligations are recognised in other comprehensive income, whereas under previous GAAP same was being charged to statement of profit & loss.

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred taxes has resulted in charge to the Reserves, on the date of transition, with consequential impact to the Statement of Profit and Loss for the subsequent periods.

Under Indian GAAP, proposed dividends including tax on proposed dividend are recognised as liability in the period to which they relate, irrespective of the approval by shareholders. Under Ind AS, dividend is recognised when approved by shareholders in a general meeting and paid. Therefore, the proposed dividend and tax on proposed dividend of ₹ 4,031.96 lakhs as on 01.04.2015 has been derecognised and recognised in 2015-16 on approval by shareholders and payment.





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

C. Effect of Ind AS adoption on the Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(₹ in Lakhs)

Particular	As At 31.03.2016		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>I. Revenue</b>			
Revenue from Operations	102,329.50	8,953.08	111,282.58
Other Income	5,898.85	3,055.05	8,953.90
<b>Total Revenue</b>	<b>108,228.35</b>	<b>12,008.13</b>	<b>120,236.48</b>
<b>II. Expenditure</b>			
Cost of Material consumed	70,022.08	-	70,022.08
Changes in inventories of finished goods, Stock - in - Trade and work - in - progress	4,240.31	(307.30)	3,933.01
Excise duty on sale of goods	-	9,414.83	9,414.83
Employee benefits expense	4,732.06	(61.46)	4,670.60
Depreciation and amortization expense	4,991.49	2,119.12	7,110.61
Finance Cost	2,746.69	(143.94)	2,602.75
Other Expenses	20,190.82	(793.18)	19,397.64
<b>Total Expenses</b>	<b>106,923.45</b>	<b>10,228.07</b>	<b>117,151.52</b>
<b>III. Profit / (Loss) before share of (Profit)/Loss from investment in associate and a Joint venture, exceptional items and tax from continuing operations ( I - II)</b>	<b>1,304.90</b>	<b>1,780.06</b>	<b>3,084.96</b>
<b>IV. Share of Profit / ( Loss ) of an associate and a Joint venture</b>	<b>2,320.28</b>	<b>(5,554.59)</b>	<b>(3,234.31)</b>
<b>V. Profit/(Loss) before exceptional items and tax from continuing operations (III - IV)</b>	<b>3,625.18</b>	<b>(3,774.53)</b>	<b>(149.35)</b>
<b>VI. Exceptional Items</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>VII. Profit / (Loss) before tax from continuing operations (V - VI)</b>	<b>3,625.18</b>	<b>(3,774.53)</b>	<b>(149.35)</b>
<b>VIII. Taxes:</b>			
1. Current Tax	1,377.47	(9.80)	1,367.67
2. Adjustment of tax relating to earlier periods	620.04	-	620.04
3. Deferred tax	749.06	(448.63)	300.43
4. MAT Credit	(6.41)	-	(6.41)
Income tax expenses (1 + 2 + 3 + 4)	2,740.16	(458.43)	2,281.73
<b>IX. Profit for the year from continuing operations (VII - VIII)</b>	<b>885.02</b>	<b>(3,316.10)</b>	<b>(2,431.08)</b>

Note: 2.51

Previous year figures have been regrouped / recast, where necessary, to conform to the current year classification.

As per our report of even date attached  
For KANODIA SANYAL & ASSOCIATES  
Chartered Accountants

R.K.KANODIA  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May,2017

ASHOK SONI  
CFO

D.C.GUPTA  
VP & Company Secretary

For and on Behalf of the Board  
D.P.JINDAL  
Executive Chairman  
SAKET JINDAL  
Managing Director  
U.C. AGARWAL  
P.N. VIJAY  
SANJEEV RUNGTA  
S.P. RAJ  
ROMA KUMAR  
Directors  
S.K. SINGHAL  
Wholtime Director



**AOC 1**

**Pursuant to first provision to sub-section ( 3 ) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014  
Salient Features of Financial Statements of Subsidiary / Associates / Joint Ventures as per Companies Act, 2013**

**Part "A" Subsidiaries**

**(in Lakhs)**

S. No.	Particulars	Reporting Currency	Name of Subsidiary Companies									
			Maharashtra Seamless (Singapore) Pte. Ltd.		Maharashtra Seamless Finance Ltd.		Discovery Oil And Mines Pte. Ltd		Inetnovia Natural Resources FZ LLC		Zircon Drilling Supplies and Trading FZE	
			2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Share capital	INR	34,610.84	2,089.49	250.00	250.00	10,439.01	6,765.96	17.70	18.11	26.65	-
		USD	533.80	31.50	-	-	161.00	102.00	0.27	0.27	0.41	-
2	Reserve & surplus	INR	(1,026.61)	(386.26)	5.45	3.97	(186.49)	(157.44)	(6,363.75)	(4,717.29)	(14.71)	-
		USD	(15.83)	(5.82)	-	-	(2.88)	(2.37)	(98.15)	(71.12)	(0.23)	-
3	Total Assets	INR	52,963.41	22,574.41	257.35	256.79	10,612.05	10,846.97	62,738.89	64,480.00	111.51	-
		USD	816.85	340.32	-	-	163.67	163.52	967.62	972.07	1.72	-
4	Total Liabilities	INR	52,963.41	22,574.41	257.35	256.79	10,612.05	10,846.97	62,738.89	64,480.00	111.51	-
		USD	816.85	340.32	-	-	163.67	163.52	967.62	972.07	1.72	-
5	Investments	INR	51,985.42	21,077.72	-	-	9.03	9.24	61,623.32	63,016.26	-	-
		USD	801.77	317.76	-	-	0.14	0.14	950.41	950.00	-	-
6	Turnover	INR	591.65	426.14	24.17	30.85	62.61	4.58	14.59	263.67	-	-
		USD	9.13	6.42	-	-	0.97	0.07	0.23	3.98	-	-
7	Profit before taxation	INR	(704.93)	(422.74)	2.14	4.74	(29.95)	(218.11)	(2,249.57)	(2,357.54)	(14.71)	-
		USD	(10.87)	(6.37)	-	-	(0.46)	(3.29)	(34.69)	(35.54)	(0.23)	-
8	Provision for taxation	INR	30.75	12.72	0.66	1.13	-	-	-	-	-	-
		USD	0.47	0.19	-	-	-	-	-	-	-	-
9	Profit after taxation	INR	(735.67)	(435.47)	1.48	3.60	(29.95)	(218.11)	(2,249.57)	(2,357.53)	(14.71)	-
		USD	(11.35)	(6.56)	-	-	(0.46)	(3.29)	(34.69)	(35.54)	(0.23)	-
10	Proposed Dividend	INR	-	-	-	-	-	-	-	-	-	-
		USD	-	-	-	-	-	-	-	-	-	-
11	% of shareholding		100%	100%	100%	100%	100%	56%	100%	-	-	
12	Country		Singapore	India	India	Singapore	Singapore	UAE	UAE	-	-	
13	Date of Incorporation		8-Jun-11	8-Feb-12	8-Feb-12	27-Jun-13	27-Jun-13	30-Apr-14	30-Apr-14	2-Feb-17	-	

Rate of Conversion of 1 USD = 64.8386 INR as on 31.03.2017 and 1 USD = 66.3329 INR as on 31.03.2016

As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May, 2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman  
**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N. VIJAY**  
**SANJEEV RUNGTA**  
**S.P. RAJ**  
**ROMA KUMAR**  
Directors

**S.K. SINGHAL**  
Wholtime Director



**Part "B" Associates and Joint Ventures**

**Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

(₹ in Lakhs)

S. No.	Particulars	Name of Associates /Joint Ventures				
		Jindal Pipes (Singapore) Pte. Ltd.	Star Drilling Pte. Ltd.	Jindal Premium Connections Pvt. Ltd.	Dev Drilling Pte. Ltd.	Gondkhari Coal Mining Ltd.
1	Latest audited Balance Sheet Date	31.03.2016	31.03.2016	31.03.2016	31.03.2016	31.03.2016
2	Shares of Associate/Joint Ventures held by the company on the year end: No. of Shares Amount of Investment in Associates/Joint Venture Extend of Holding %	45.00 2,225.81 30.00%	12.50 751.25 25.00%	43.89 438.91 49.89%	12.50 674.28 25.00%	0.15 1.52 30.30%
3	Description of how there is significant influence	Associate by Share Holding	Associate by Share Holding through Wholly Owned Subsidiary	Associate by Share Holding	Joint Venture by Agreement	Joint Venture by Agreement
4	Reason why the Associate/ Joint Venture is not consolidated	N/A	N/A	N/A	N/A	Company has not considered Gondkhari Coal Mining Limited for the purpose of consolidation as Joint Venture due to non availability of financial statements of Gondkhari Coal Mining Limited (a JV entity) and impaired ability to continue as joint venture due to cancellation of coal block by Supreme Court Judgement.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	8,410.61	-	-	-	(7,998,187)
6	Profit / (Loss) for the year: - Considered in Consolidation # -Not Considered in Consolidation	3,298.03 7,695.39	(3,233.22) (7,040.10)	46.16 46.36	(112.52) (10,349.76)	- (2.85)

# The company has considered ₹ 3,233.22 Lakhs loss (included Previous year unabsorbed loss of ₹ 664.89 Lakhs) of Star Drilling Pte. Ltd (Associate Company) to the extent of Investment & Loans .

# #The company has considered ₹ 112.52 Lakhs loss of Dev Drilling Pte. Ltd (Associate Company) to the extent of Investment & Loans & Unabsorbed loss is ₹ 2,530.02 Lakhs .

As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants

**R.K.KANODIA**  
Partner  
Membership No. 016121

Place : Gurgaon  
Date : 26th May,2017

**ASHOK SONI**  
CFO

**D.C.GUPTA**  
VP & Company Secretary

**For and on Behalf of the Board**  
**D.P. JINDAL**  
Executive Chairman  
**SAKET JINDAL**  
Managing Director  
**U.C. AGARWAL**  
**P.N. VIJAY**  
**SANJEEV RUNGTA**  
**S.P. RAJ**  
**ROMA KUMAR**  
Directors  
**S.K. SINGHAL**  
Wholtime Director

# NOTICE



## MAHARASHTRA SEAMLESS LIMITED

CIN: 99999MH1988PLC080545

Registered Office: Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road,

Taluka Roha, Distt. Raigad-402126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513

E-mail: secretarial@mahaseam.com, website: www.jindal.com

### NOTICE

Notice is hereby given that the 29th Annual General Meeting of Maharashtra Seamless Limited will be held on Tuesday, the 26th September, 2017 at 12.15 P.M. at the Registered Office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution (s):
  - (a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
  - (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of Auditors thereon be and are hereby considered and adopted."
2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution. "RESOLVED THAT dividend of ₹ 5.00 (100%) per Equity Share of ₹ 5/- each be and is hereby declared for the financial year ended 31st March, 2017."
3. To appoint a Director in place of, Shri Dharam Pal Jindal who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution: "RESOLVED that Shri Dharam Pal Jindal (DIN-00405579), who retires by rotation, be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the continuity of his tenure as Whole Time Director, designated as Executive Chairman of the Company."
4. To appoint Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution; "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s L.B. Jha & Co., Chartered Accountants (Firm Regn. No.- 301088E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an ordinary resolution: "RESOLVED THAT Shri Shiv Kumar Singhal (DIN-00940261) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st January, 2017 and who holds office upto this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect to whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member, proposing his candidature be and is hereby appointed as a Director of the Company liable to retire by rotation."
6. To consider and if thought fit, to pass the following resolution as an ordinary resolution: "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, approval of members of the Company be and is hereby accorded to the appointment of, and payment of remuneration to Shri Shiv Kumar Singhal, (DIN-00940261) as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st January, 2017 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri Shiv Kumar Singhal.

#### SALARY

₹.1,50,900/- (One lakh fifty thousand nine hundred only) per month to be revised from time to time in the grade of ₹ 1,50,900- 5,00,000 per month.



**PERQUISITES**

- I. The Whole Time Director shall be entitled to perquisites and benefits like furnished/non furnished accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel concession for self and family, car with driver for business and personal use, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules wherever applicable.
- II. The Whole Time Director shall be entitled to Company's contribution to Provident Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

**MINIMUM REMUNERATION**

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

**OTHER TERMS**

- I. The Whole Time Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.
  - II. The Whole Time Director shall be entitled to reimbursement of entertainment, traveling and all other expenses incurred in the course of the Company's business.
7. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Star Drilling Pte. Ltd., Singapore an Associate of the Company for providing additional security by creating pledge on investments made by the Company in the units of Mutual Funds, as detailed in the Explanatory Statement to the Notice.
  8. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Dev Drilling Pte. Ltd., Singapore an Associate of the Company for providing security by way of Standby Letter of Credit, as detailed in the Explanatory Statement to the Notice.
  9. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Jindal Pipes Limited, for providing loan, sale/purchase of pipes, stores, scrap, toolings etc., providing/avaialing job work services by the Company as detailed in the Explanatory Statement to the Notice.
  10. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, and Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time M/s R. J. Goel & Co., Cost Accountants (Firm Regn. no. 00026), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2018 be paid remuneration of ₹ 1,30,000/- (One Lakh thirty thousand only), apart from reimbursement of actual expenses to be incurred by them, in connection with conducting the audit of cost records of the Company."

By Order of the Board

Place : Gurgaon

Dated : 14th August, 2017

**D. C. GUPTA**  
V.P. & Company Secretary  
FCS 2424

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2017 to 19th September, 2017 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2017, if declared, at the ensuing Annual General Meeting. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 13th September, 2017 and to the Beneficial Holders as per the Beneficiary List as on 13th September, 2017, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 27th September, 2017.
5. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent cannot entertain any request received directly from members for deletion / change of bank details holding shares in electronic form. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2008-09 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 27th September, 2016 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Details of dividend declared for the financial years 2009-10 onwards are given below:

<b>Year</b>	<b>Date of Declaration</b>	<b>Dividend (%)</b>	<b>Per share (₹)</b>
2009 -10	30.09.2010	120	6.00
2010 -11	30.09.2011	120	6.00
2011 -12	28.09.2012	120	6.00
2012 -13	30.09.2013	120	6.00
2013 -14	26.09.2014	120	6.00
2014 -15	28.09.2015	100	5.00
2015 -16	27.09.2016	50	2.50

Shareholders who have not yet encashed their dividend warrants are requested in their own interest to claim the outstanding dividend before it falls due for transfer to the aforesaid Fund.



**7. National Electronic Clearing Service (NECS) Facility:**

- (a) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website [www.jindal.com](http://www.jindal.com) or can be obtained from the Corporate Office of the Company. Requests for payment of dividend through NECS should be lodged latest by 9th September, 2017 at the Corporate Office of the Company at Plot No. 30, Institutional Sector - 44, Gurgaon - 122002 (Haryana).
  - (b) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.
8. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
9. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

<b>Name</b>	<b>Shri Dharam Pal Jindal</b>	<b>Shri Shiv Kumar Singhal</b>
Age	67 years	56 years
Qualifications	B. Com	B. Com
Expertise in specific functional area	Prominent industrialist having wide business experience	Wide administrative experience in seamless pipe industry.
Date of appointment as Director of the Company	10.05.1988	01.01.2017
Directorship of other Companies	-Jindal Pipes Ltd. -Jindal Drilling & Industries Ltd. -Dhunseri Petrochem Ltd. -Jindal Aluminium Ltd. - Pragun Jindal Philanthropic Organisation - Jindal Naturecare Ltd.	-Jindal Premium Connections Pvt. Ltd. -Dytop Commodeal Ltd. -Brahmadev Holding and Trading Ltd. -Sigma Infrastructure Pvt. Ltd.
Chairman/Member of Committees of other Companies	Member- Audit Committee Jindal Drilling & Industries Ltd.	NIL
No. of shares held	1,57,222	1,400
Inter-se relationship with other Directors	Shri Saket Jindal (Son)	None

- 10 In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
- 11 Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- 12 Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
- 13 Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.

**14 Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to





cast their votes electronically, on the resolutions mentioned in the notice of the 29th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 19th September, 2017.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Executive Chairman, within 48 hours from the conclusion of Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.jindal.com](http://www.jindal.com) and shall simultaneously be communicated to the Stock Exchanges.

**The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period begins on 23rd September, 2017 (9.00 A.M) and ends on 25th September, 2017 (5.00P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 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](http://www.evotingindia.com).
- (iii) Click on "Shareholders / Members".
- (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.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 the 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 of Maharashtra Seamless 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 a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) 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 playstore. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

After receiving the login details a Compliance User 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5 & 6:**

Shri Shiv Kumar Singhal was co-opted as an Additional Director of the Company w.e.f. 1st January, 2017. Pursuant to Section 161 of the Companies Act, 2013 (the Act), he holds office upto the date of the ensuing Annual General Meeting.

The Board of Directors of the Company has also appointed Shri Shiv Kumar Singhal as Whole time Director of the Company for a period of 5 years w.e.f. 1st January, 2017 on the terms and conditions, set out in the resolution.

The Company has received notice, in writing, from a member, along with the deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Shri Shiv Kumar Singhal as Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Further it is also necessary to obtain approval of the members for appointment and payment of remuneration to Shri Shiv Kumar Singhal as Whole Time Director.

Except Shri Shiv Kumar Singhal and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item no. 5 and 6 of this Notice for your approval.

**Item No. 7**

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Star Drilling Pte.Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Star Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- None.
- c. Nature of relationship- Star Drilling Pte. Ltd., Singapore is an Associate Company.
- d. Nature, material terms, monetary value and particulars of transaction-  
Providing additional security by creating pledge on Mutual Fund investments made in Fixed Maturity Plans by the Company for an amount up to USD 17.325 million in favour of Axis Bank Ltd., Singapore Branch as Security Agent in support of Star Driling Pte. Ltd. to secure the outstanding loan availed by the said Company.
- e. Any other information relevant for the members to make a decision on the transaction - Upon providing the above said security by pledge of Mutual Fund investments in Fixed Maturity Plans for upto USD 17.325 million, existing pledge on Mutual Fund investments in Liquid Funds amounting upto USD 16.500 million was released, resulting in net increase in security by USD 0.825 million.

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested financially or otherwise, in the said resolution

**Item No. 8**

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Dev Drilling Pte. Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Dev Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- None.
- c. Nature of relationship- Dev Drilling Pte. Ltd., Singapore is an Joint Venture Company.



d. Nature, material terms, monetary value and particulars of transaction-

Arranging Standby Letter of Credit (SBLC) of upto USD 30 million from IndusInd Bank Ltd., New Delhi for a loan of upto USD 30 million availed from IndusInd Bank, Gift City Branch, Gandhi Nagar by Dev Drilling Pte. Ltd. to repay the existing loan from Deutsche Bank AG, Singapore.

e. Any other information relevant for the members to make a decision on the transaction-

Upon providing the above said security, SBLC for upto USD 30 million arranged earlier by the Company for Dev Drilling Pte. Ltd. was released.

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested financially or otherwise, in the said resolution.

**Item No. 9**

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Jindal Pipes Limited, and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

a. Name of the Related Party- Jindal Pipes Ltd.

b. Name of the Director or Key Managerial personnel, who is related, if any- Shri D. P. Jindal and Shri Saket Jindal are Directors and shareholders of Jindal Pipes Limited.

c. Nature of relationship- Jindal Pipes Limited is a Related Party.

d. Nature, material terms, monetary value and particulars of transaction-

Providing loan, sale/purchase of pipes, stores, scrap, toolings etc., providing/avaialing job work services by the Company amounting to ₹ 114 crore.

e. Any other information relevant for the members to make a decision on the transaction -  
None

Your Directors commend the resolution for your approval.

Shri D. P. Jindal and Shri Saket Jindal being Directors and Shareholders of Jindal Pipes Limited and their relatives may be deemed to be concerned or interested financially or otherwise in the said resolution.

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

**Item No. 10**

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company. The Board of Directors at its meeting held on 14th August, 2017, on the recommendation of the Audit Committee, had appointed M/s R. J. Goel & Co. Cost Accountants (Firm Regn. no. 00026), as Cost Auditors to conduct audit of cost records of the Company for the financial year ending 31st March, 2018 and subject to ratification of shareholders, fixed their remuneration at ₹ 1,30,000/- (One lakh thirty thousands only) in addition to reimbursement of actual expenses to be incurred by them in connection with conducting the said audit.

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

The Board recommends the resolution as set out in Item no. 10 of this Notice for approval of members.

By Order of the Board

Place : Gurgaon  
Dated : 14th August, 2017

**D. C. GUPTA**  
V.P. & Company Secretary  
FCS 2424





# MAHARASHTRA SEAMLESS LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,  
Taluka-Roha, Distt, Raigad - 402 126, Maharashtra  
Tel: 02194-238511-12, Fax: 02194-238513,  
E-mail: secretarial@mahaseam.com, website: www.jindal.com  
CIN: L99999MH1988PLC080545

## PROXY FORM

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

Name of the member(s): \_\_\_\_\_

Registered address \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No./DP ID and Client ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of Maharashtra Seamless Limited, hereby appoint :

1) Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her

2) Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her

3) Name : \_\_\_\_\_ E-mail id \_\_\_\_\_

Address \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General meeting of the Company, to be held on Tuesday, 26th September, 2017 at 12.15 P.M. at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

\* I/ we wish my/ our above Proxy (ies) to vote in the manner as indicated in the box below :-

Resolutions	For	Against
1. To consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of Auditors thereon;		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Shri Dharam Pal Jindal as Director who retires by rotation.		
4. Appointment of Auditors and fixing their remuneration.		



Resolutions	For	Against
5. Appointment of Shri Shiv Kumar Singhal as Director		
6. Appointment of Shri Shiv Kumar Singhal as Whole Time Director		
7. Approval of related party transaction(s) with Star Drilling Pte. Ltd.		
8. Approval of related party transaction(s) with Dev Drilling Pte. Ltd.		
9. Approval of related party transaction(s) with Jindal Pipes Ltd.		
10. Approval of the Remuneration of M/s R. J. Goel & Co., as Cost Auditors.		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2017



Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes :

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In Case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



## MAHARASHTRA SEAMLESS LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,  
Taluka-Roha, Distt, Raigad - 402 126, Maharashtra  
Tel: 02194-238511-12, Fax: 02194-238513,  
E-mail: secretarial@mahaseam.com, website: www.jindal.com  
CIN: L99999MH1988PLC080545

### Attendance slip for the 29th Annual General Meeting ( to be hand over at the registration counter)

I/We hereby record my /our presence at the 29th Annual General Meeting of the Company on Tuesday, 26th September, 2017 at 12.15 P.M at the registered office of the Company at Pipe Nagar, Village Sukeli, N H 17, B K G Road, Taluka Roha, Distt Raigad - 402126 Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Folio No./DP ID\* No. and Client ID\* No. \_\_\_\_\_

Number of Shares \_\_\_\_\_

Please ✓ in the Box

Member

Proxy

\_\_\_\_\_  
First / Sole Holder/Proxy

\_\_\_\_\_  
Second Holder / Proxy

\_\_\_\_\_  
Third Holder / Proxy

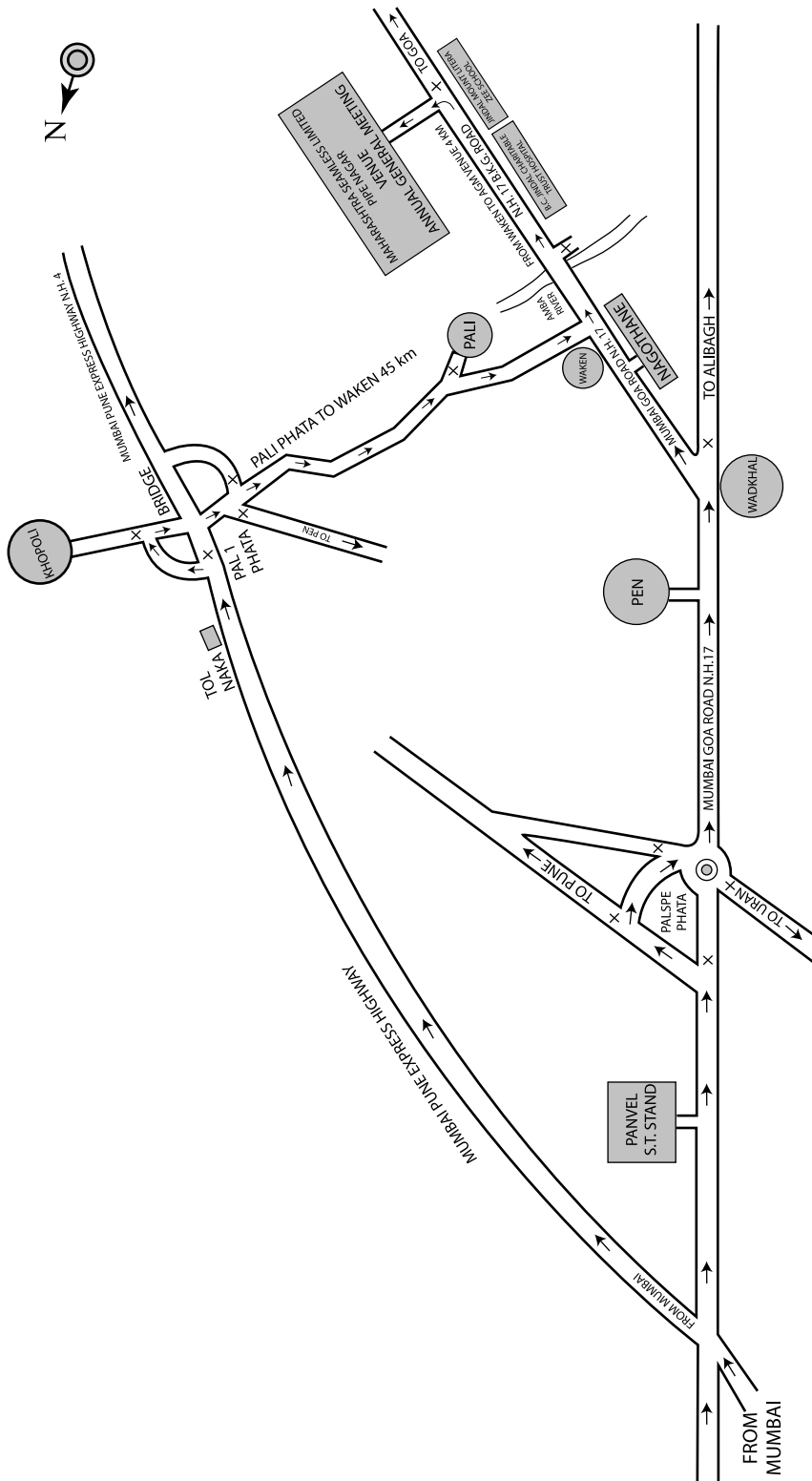
#### NOTES :

- i. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- ii. Duplicate Attendance Slip will not be issued at the venue.  
\*Applicable only in case of investors holding shares in Electronic Form.





Route Map for Annual General Meeting Venue





ERW Pipes manufactured by  
Maharashtra Seamless Limited  
are branded as



**TRUST THE LEADER**



## **MAHARASHTRA SEAMLESS LIMITED**

Corporate Office

**JINDAL CORPORATE CENTRE**

Plot No. 30, Institutional Sector - 44, Gurgaon-122 002, Haryana (India)

Tel.: +91 124 2574325 / 26, 4624000 Fax: +91 124 2574327

e-mail: [contact@mahaseam.com](mailto:contact@mahaseam.com)

Regd. Office & Works

Pipe Nagar, Village Sukeli, N.H.-17, B.K.G. Road, Distt. Raigad - 402 126, Maharashtra (India)

Tel.: +91 2194 238511 /12 /16, Fax: +91 2194 238513

website: [www.jindal.com](http://www.jindal.com)