



THE INDIAN STEEL & WIRE PRODUCTS LIMITED

(A SUBSIDIARY OF **TATA** STEEL LTD)



nd

ANNUAL REPORT

2018-19



ISWP



ISWP receiving Significant Achievement in HR Excellence Award at CII HR Excellence Award Confluence 2018-19, Mumbai



Partners' Meet 2019 at Jamshedpur



81st Annual General Meeting on 29th August, 2018 at Kolkata

THE INDIAN STEEL & WIRE PRODUCTS LIMITED
(A SUBSIDIARY OF TATA STEEL LTD.)

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THE INDIAN STEEL & WIRE PRODUCTS LIMITED
(A SUBSIDIARY OF TATA STEEL LTD.)

BOARD OF DIRECTORS



Mr. Peeyush Gupta
Chairman



Mr. Sudev C. Das
Independent Director



Ms. Ramya Hariharan
Independent Director



Mr. Sandeep Bhattacharya
Non-executive Director



Mr. Ashish Anupam
Non-executive Director



Mr. Neeraj Kant
Managing Director

COMMITTEES OF BOARD

Audit & Risk Management Committee

Mr. Sudev C. Das	Chairman
Ms. Ramya Hariharan	Member
Mr. Sandeep Bhattacharya	Member

Corporate Social Responsibility Committee

Mr. Sudev C. Das	Chairman
Mr. Sandeep Bhattacharya	Member
Mr. Neeraj Kant	Member

Nomination & Remuneration Committee

Mr. Ashish Anupam	Chairman
Mr. Sudev C. Das	Member
Ms. Ramya Hariharan	Member
Mr. Peeyush Gupta	Member

Company Secretary

Mr. Rabi Narayan Kar

THE INDIAN STEEL & WIRE PRODUCTS LIMITED
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THE INDIAN STEEL & WIRE PRODUCTS LIMITED

Management Team

Mr. Neeraj Kant	Managing Director
Mr. Umanath Mishra	Chief Financial Officer
Mr. J. K. Singh	Vice President (Wire Mill and Electrode Business)
Mr. Indrajit Nandi	Vice President (Engg. & Projects)
Mr. Vijayant Kumar	Vice President (Procurement & PUC)
Mr. Rabi Narayan Kar	Company Secretary

AUDITORS :

Price Waterhouse & Co. Chartered Accountants LLP
Chartered Accountants

Shome & Banerjee

Cost & Management Accountants

S. S. Dhanjal & Co.

Practising Company Secretary

BANKER :

HDFC Bank
Sakchi, Jamshedpur-831 001

REGISTERED OFFICE :

Flat - 7D & E, 7th Floor,
Everest House,
46C Chowringhee Road, Kolkata-700 071
Telephone : 033-22883081
Mail-id : info@iswp.co.in

WORKS :

P.O. : Indranagar, Jamshedpur-831 008
P.O. : JEMCO, Jamshedpur-831 004

REGISTRAR & TRANSFER AGENT :

TSR Darashaw Consultant Pvt. Ltd.
6-10 Haji Moosa Patrawala Industrial House
20, Dr. E. Moses Road
Near Famous Studio
Mahalaxmi, Mumbai - 400 001
Tel No. : (022) 66568484
Fax No. : (022) 66568494
E-mail : csg-unit@tsrdarashaw.com
Website : www.tsrdarashaw.com

THE INDIAN STEEL & WIRE PRODUCTS LIMITED
(A SUBSIDIARY OF TATA STEEL LTD.)

CHAIRMAN'S STATEMENT



Dear Shareholders,

It is a privilege to write to you as the Chairman of the Board of The Indian Steel & Wire Products Ltd. and to apprise you about the performance of your Company and the milestones it has achieved during the Financial Year 2018-19.

The year 2018 witnessed a strong global economy at the start but started to lose its steam during the second half owing to the trade tensions and a few significant geo-political events. This led to a marked decline in the steel markets during the later part of FY'19 as the demand growth could not match up to the increased supply.

Indian markets also experienced a year of contrasting halves with an added impact of general elections which affected the growth and liquidity momentum in the last quarter. The impact was significant in the two segments of relevance to your Company namely, Automotive and Infrastructure. Despite this unforeseen and unexpected slowdown, I am pleased to inform you that the management showed great resolve to steer the Company and undertook timely actions to ensure that this economic disruption does not significantly impact the performance of the Company.

During 2018-19, your Company registered the highest-ever consolidated revenue of Rs. 292.30 Crores, with an increase of 13% y-o-y, whereas the total comprehensive income for the period was Rs. 12.56 Crores as against Rs. 10.11 Crores in the year 2017-18. Further, your Company could maintain a robust liquidity position with zero cash credit utilization as at the end of the year under review.

The Company has also kept its attention on the long term future and sustainable growth. The brownfield expansion and additional facilities being undertaken is in line with the strategic fit with Tata Steel. Apart from this, your Company is exploring new product segments such as Graphene coated Re-bars and Spring Wires. In the direct business of Nails and Electrodes, the Company has synergised with Tata Steel to utilize the distribution channel of Tata Agrico for increasing sales of these products in the retail segment. The manufacturing facilities for downstream products viz. binding wires, chain links and barbed wires, set up during FY'18, are in stabilization phase and efforts are on to enhance the capacity utilization to yield desired level of production.

Sankalp 22 Initiative, rolled out during FY'18, has given impetus to accomplishment of the goals set under Vision 2020. The improvement projects under Sankalp 22, targeted towards cost optimization and elimination of process related disruptions have generated savings of around Rs.5 Crores during the year. To support the expansion plan, your Company has undertaken power infrastructure upgradation project aiming to increase the power capacity of both its divisions i.e. ISWP and JEMCO to 14 MVA and 5 MVA respectively.

Your Company is committed to high ethical and governance standards and advocates zero tolerance towards the disorderly conduct. We endeavour to provide congenial atmosphere of work to our employees, with a special focus on gender diversity and socioeconomic equity. We foster the culture of giving back to the community we operate in, through our CSR activities and efforts towards environment sustainability.

THE INDIAN STEEL & WIRE PRODUCTS LIMITED
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The Company has prioritized workplace safety through implementation of principle based safety management system, safety awareness drive and initiatives like Avighna, which is focussed to plug the gaps in the critical shop floor areas such as crane operation, machine guarding, etc.

Your Company has been recognised as an “Emerging Industry Leader” on achieving the milestone of the score of 551 in the Tata Business Excellence Model (TBEM) Assessment 2018. Also, the Tata Affirmative Action Plan (TAAP) Jury has recognized your Company for the Best Practice Award under ‘Education’ for its CSR intervention at the Kasturba Gandhi Balika Vidyalaya at Potka. The Company has been appreciated for bringing positive impact on the lives of the underprivileged tribal girls by moulding them into independent individuals.

The new year (FY’20) has begun on a promising note post a decisive mandate to strive towards 7%+ growth. This augurs well for the steel consuming segments in construction and automotive. While the overhang of the slowdown from previous year coupled with the steady rise in raw material prices is likely to put margins under pressure, your Company is well poised to face the challenge and deliver yet another robust performance.

I would like to express my gratitude towards Company’s management and all its employees for their consistent dedication to deliver quality work. I sincerely thank the Union for keeping industrial harmony and look forward to their continued support and encouragement in the years ahead. I would also like to acknowledge the trust and confidence reposed on the management by our shareholders and other stakeholders.

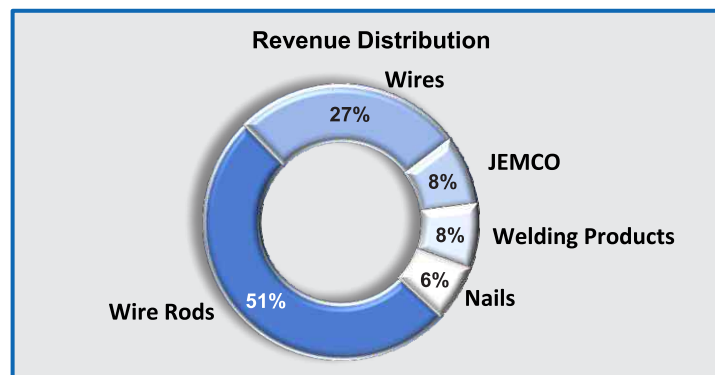
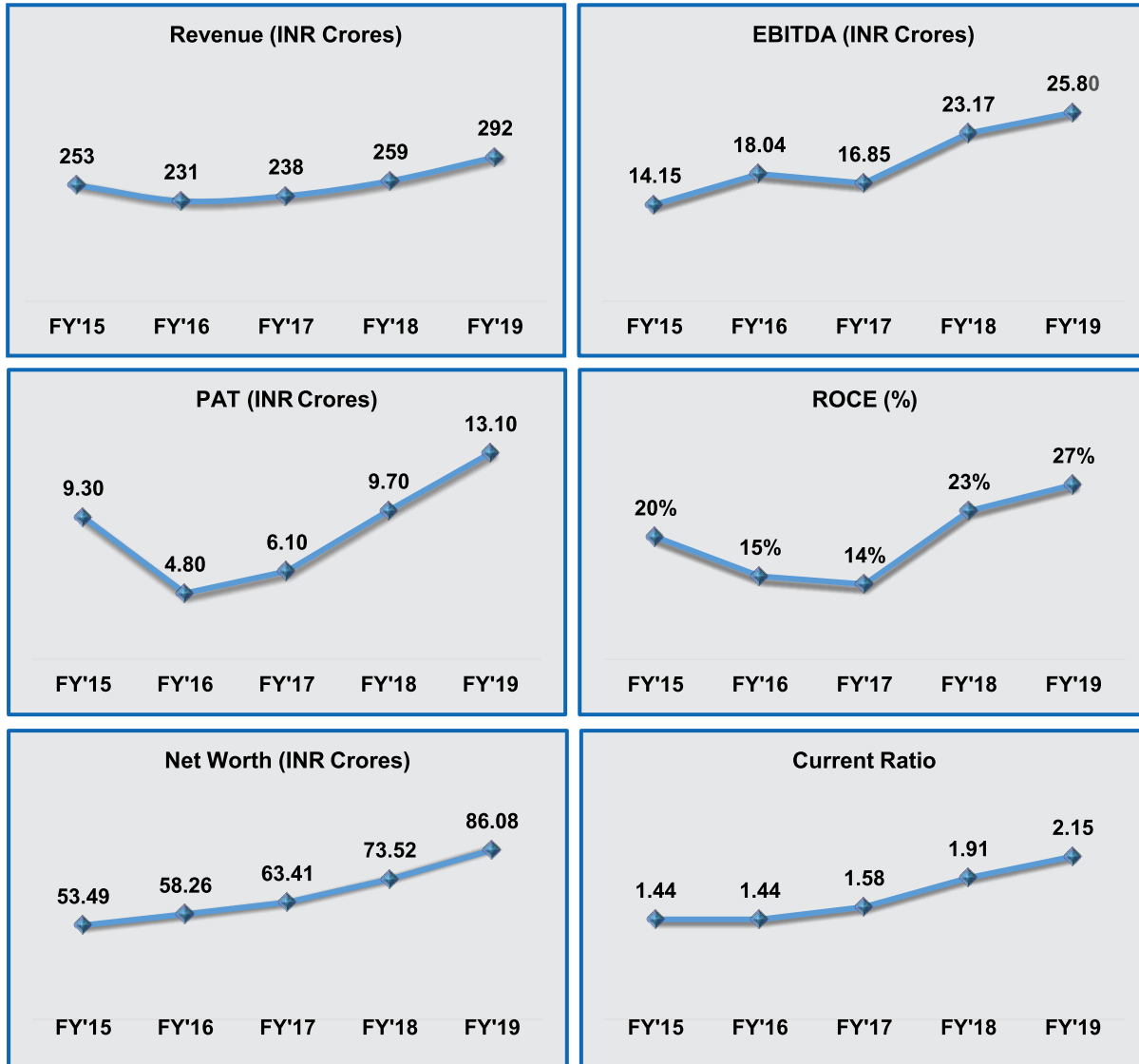
Lastly, on behalf of ISWP family, I would like to convey my heartfelt gratitude to our promoter, Tata Steel Limited, for its continued support and guidance.

Jamshedpur
22nd July, 2019

(Peeyush Gupta)
Chairman
(DIN : 2840511)

THE INDIAN STEEL & WIRE PRODUCTS LIMITED
(A SUBSIDIARY OF TATA STEEL LTD.)

PERFORMANCE HIGHLIGHTS





NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the 82nd Annual General Meeting of the Members of The Indian Steel & Wire Products Limited will be held at Rotary Sadan, 94/2 Chowringhee Road, Kolkata – 700020 on Wednesday, the 21st August 2019 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 together with the Report of the Board of Directors and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Sandeep Bhattacharya (holding DIN: 7071894), who retires by rotation in accordance with Section 152 (6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Ashish Anupam as a Non-executive Director of the Company and to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 160 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as “Act”) Mr. Ashish Anupam (DIN: 8384201), who was appointed as an Additional Director of the Company with effect from 14th March 2019 and holds office only upto the date of this Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment and has consented to act as a Director and in respect of whom the Company has received Notice in writing from a member pursuant to the provisions of Section 160 of the Act signifying his intention to propose the candidature of Mr. Ashish Anupam for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. **To appoint Ms. Ramya Hariharan as an Independent Director of the Company and to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”), Ms. Ramya Hariharan (DIN: 06928511), who was appointed as an Additional Director of the Company with effect from 5th April 2019 and holds office only upto the date of this Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment and has consented to act as a Director and in respect of whom the Company has received Notice in writing from a member pursuant to the provisions of Section 160 of the Act signifying his intention to propose the candidature of Ms. Ramya Hariharan as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Ramya Hariharan who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 5th April 2019 to 4th April 2024, be and is hereby approved.”

5. To re-appoint Mr. Sudev Chandra Das as an Independent Director and to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”) read with Schedule IV to the Act, as amended from time to time, Mr. Sudev Chandra Das (DIN:1072628), who was appointed as an Independent Director at the 77th Annual General Meeting of the Company to hold office up to 7th August 2019 and who is eligible for re-appointment and who meets the criteria of independence in terms of Section 149(6) of the Act and has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a term of 2 years commencing with effect from 8th August 2019 to 7th August 2021, or till such earlier date to conform to any applicable policy / statute / guidelines.”

6. To re-appoint Mr. Neeraj Kant as the Managing Director and to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”) , read with Schedule V to the Act and Articles of Association of the Company, the Company hereby approves the re-appointment and terms of remuneration of Mr. Neeraj Kant (DIN: 6598469) as the Managing Director of the Company for a period of 3 years from 1st April 2019 to 31st March 2022, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as it may deem fit and in such manner as may be agreed to between the Board and Mr. Neeraj Kant.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To approve the revision in terms of remuneration of Mr. Neeraj Kant, Managing Director of the Company, and to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification to Resolution no. 7 passed at the 76th Annual General Meeting of the Company held on 12th August 2013 and Resolution no. 4 passed at the 79th Annual General Meeting of the Company held on 16th August 2016, approving appointment / re-appointment of Mr. Neeraj Kant as the Managing Director of the Company, and in accordance with Section 197 of the Companies Act, 2013 (hereinafter referred to as “Act”) and Scheduled V to the Act, as amended from time to time, the Company hereby approves the revision in terms of remuneration of Mr. Neeraj Kant, Managing Director (DIN: 6598469), as per the details set out in the Explanatory Statement annexed to this Notice, within the overall limits prescribed under the Act.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to in the foregoing resolution are hereby approved, ratified and confirmed in all respects including payments made to Mr. Neeraj Kant (DIN: 6598469) during the Financial Year 2018-19.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



8. To ratify the remuneration of M/s Shome & Banerjee, Cost & Management Accountants, Kolkata appointed as the Cost Auditors of the Company for the Financial Year 2019-20 and to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2 lakhs plus out-of-pocket expenses incurred in connection with and during the course of audit payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the Financial Year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 the proxy need not be a member of the Company.** Proxies in order to be effective must be lodged with the Company at its Registered Office at least 48 hours before the commencement of the meeting. Proxy form is enclosed with the notice.
- The Explanatory Statement concerning the items of Special Business as required under Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details pursuant to the Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to Directors seeking appointment / re-appointment at this Annual General Meeting are also annexed.
- Members, Proxies and Authorized Representatives are requested to bring duly completed attendance slips along with copies of the Annual Report to the Meeting.
- Members desiring any information as regards the Financial Statements are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- A route map, with prominent landmarks, is enclosed with this notice for easy location of AGM venue. The same has also been published on the website of the Company (www.iswp.co.in).
- The Company appointed TSR Darashaw Ltd., Mumbai, as its Registrar and Transfer Agent with effect from 1st April 2013. However, the registry wing of TSR Darashaw Limited was demerged into a separate Company under the name of ‘TSR Darashaw Consultants Private Limited’. Subsequently, the Company has appointed TSR Darashaw Consultants Pvt. Ltd. as its Registrar and Share Transfer Agent through resolution passed by the Board of Directors at its meeting held on 22nd July 2019.
- As per the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2019, existing members who hold securities in physical form and intend to transfer the same, can do so only after getting such securities dematerialized. In this regard, the members are hereby informed that the Company has got its equity shares admitted in National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL) for facilitating dematerialization. International Securities Identification Number (ISIN) allotted to

the equity shares of the Company is INE07T301017. With a view to facilitate seamless transfer of shares, members are requested to consider converting their shareholding in the Company to dematerialized form. The members may contact the Company or its Registrar and Share Transfer Agent (TSR Darashaw Consultants Pvt. Ltd.) for any assistance on the matter.

8. Members are requested to communicate changes, if any, pertaining to their name, postal address, email address, contact number, nominations, etc. to the Company's Registrar and Share Transfer Agent i.e. TSR Darashaw Consultants Pvt. Ltd.
9. The Register of Members and the Transfer Register of the Company will be closed from 12th August 2019 to 21st August 2019, both days inclusive.

Registered Office:

Flat – 7 D & E, 7th Floor,
Everest House,
46 C Chowringhee Road, Kolkata -700071

Date: 22nd July, 2019

By Order of the Board

Rabi Narayan Kar
Company Secretary
Membership No.: ACS 18172



EXPLANATORY STATEMENT

As required by the provisions of Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) the following Explanatory Statement set out all material facts relating to the business mentioned under item nos. 3 to 8 of the accompanying notice dated 22nd July, 2019.

Item No. 3:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed Mr. Ashish Anupam (DIN:8384201) as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from 14th March 2019. Pursuant to the provisions of Section 161 of the Act, Mr. Ashish Anupam holds office only upto the date of the ensuing Annual General Meeting. The Company has received a Notice pursuant to Section 160 of the Act proposing the candidature of Mr. Ashish Anupam for appointment as a Director.

Mr. Anupam has consented to act as a Director through form DIR-2 and has also confirmed that he has not incurred any disqualification in terms of Section 164 of the Act.

The Board considers it desirable that the Company should benefit itself from the experience and business insight of Mr. Anupam and recommends his appointment for approval. A brief profile of Mr. Ashish Anupam is provided in the Annexure to this notice for your reference.

Save and except Mr. Ashish Anupam, none of the Directors or their relatives is deemed to be interested or concerned with the said appointment / resolution under Item No. 3 of the Notice.

Item No. 4:

Ms. Ramya Hariharan (DIN: 06928511) was appointed as an Additional Director, in the category of “Independent” on the Board of the Company, pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as “Act”), not liable to retire by rotation, for a term of 5 years commencing from 5th April 2019 to 4th April 2024. Pursuant to the provisions of Section 161 of the Act, Ms. Hariharan holds office only upto the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director. The Company has received a Notice pursuant to Section 160 of the Act proposing the candidature of Ms. Ramya Hariharan for appointment as a Director.

Ms. Hariharan has consented to act as a Director through form DIR-2 and has also confirmed that she has not incurred any disqualification in terms of Section 164 of the Act. The Company has also received declaration from Ms. Hariharan to the effect that she meets the criteria of independence as enumerated under Section 149(6) of the Act.

In the opinion of the Board, Ms. Hariharan fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management. The Board considers it desirable that the Company should benefit itself from the experience of Ms. Hariharan and recommends her appointment for approval. A brief profile of Ms. Ramya Hariharan is enclosed as Annexure to this notice for your reference. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The Board recommends the Ordinary Resolution at Item No. 4 of this notice, with respect to appointment of Ms. Ramya Hariharan as an Independent Director of the Company, for approval of the Members.

Save and except Ms. Ramya Hariharan, none of the Directors or their relatives is deemed to be interested or concerned with the said appointment / resolution under Item No. 4 of the Notice.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board proposes the re-appointment of Mr. Sudev Chandra Das (DIN: 1072628) as an Independent Director for another term of 2 years, commencing from 8th August 2019 to 7th August 2021 or to such earlier date to conform to any statute, policy or guidelines, not liable to retire by rotation. Mr. Sudev C Das was appointed as an Independent Director at the Seventy-seventh Annual General Meeting of the Company and holds office till 7th August 2019.

Considering the background, experience and significant contribution made by Mr. Das, the Board finds it desirable that continued association with Mr. Das as an Independent Director would be beneficial to the Company. In the opinion of the Board, Mr. Das fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management. Mr. Das has consented to continue his term as an Independent Director and has also confirmed that he has not incurred any disqualification in terms of Section 164 of the Act. The Company has received a declaration from him to the effect that he fulfills all the criteria of independence as enumerated under Section 149 (6) of the Act.

A brief profile of Mr. Sudev Chandra Das is enclosed as Annexure to this notice for your reference. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the re-appointment of Mr. Das as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Save and except Mr. Sudev Chandra Das, none of the Directors or their relatives is deemed to be interested or concerned with the said appointment / resolution under Item No. 5 of the Notice.

Item No. 6:

Mr. Neeraj Kant was appointed as the Managing Director of the Company at the 76th Annual General Meeting of the Company held on 12th August 2013, for a period of 3 years effective from 1st April 2013 to 31st March 2016. On the recommendation of the Nomination & Remuneration Committee, he was re-appointed as the Managing Director of the Company at the 79th Annual General Meeting held on 16th August 2016, for another term of 3 years, from 1st April 2016 to 31st March 2019.

Mr. Kant possesses vast experience in Marketing & Sales in the Steel Industry and general management. He has held senior positions in Tata Steel Limited and was Chief of Sales and Marketing (Long Products) in Tata Steel Limited till 31st March, 2013. He is closely associated with various bodies related to trade and industry. His brief profile is enclosed as Annexure to this notice for your reference.

In view of the excellent professional background, managerial skills and Company's growth under the able leadership of Mr. Neeraj Kant, the Board, as recommended by the Nomination & Remuneration Committee, at its meeting held on 14th March 2019 consented for re-appointment of Mr. Neeraj Kant as the Managing Director of the Company for a period of 3 years with effect from 1st April 2019 to 31st March 2022, not liable to retire by rotation, on the following terms and conditions.



- 1) **Period of appointment:** 1st April, 2019 to 31st March, 2022
- 2) **Nature of Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.
- 3) **Remuneration:**
 - (a) **Basic Salary**

Rs. 2,90,170 /- in the pay scale of Rs. 2,75,000/- to Rs. 3,75,000 /- per month with annual increments effective from 1st April every year, as may be decided by the Board based on merit and taking into account the Company's performance for the year.
 - (b) **Benefits, perquisites and allowances**
 - (i) Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation; or House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary, as per the norms laid down by the Board, from time to time.
 - (ii) Hospitalization, Transport, Telecommunication and other facilities:
 - Hospitalization and major medical expenses for self, spouse and dependent children and dependent parents;
 - Car, with driver provided, maintained by the Company for official and personal use.
 - Telecommunication facilities including broadband, internet and fax.
 - Housing Loan as per the Rules of the Company.
 - (iii) Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;
 - The categories of perquisites / allowances to be included within the 55% limit shall be –
 - Monthly supplementary allowances / personal accident insurance / club membership fees – 38.34%
 - Leave travel concession / allowance – 8.33%
 - Medical Allowance – 8.33%
 - (iv) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company.
 - (v) The Managing Director shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Managing Director is encashable in accordance with the Rules of the Company.

(c) Bonus / Performance Linked Incentive / Commission

Mr. Neeraj Kant shall be entitled to bonus / performance linked incentive, long-term incentive and / or Commission based on certain performance criteria laid down by the Board, subject to the overall ceilings stipulated under Section 197 of the Companies Act, 2013 and ruled framed thereunder. The specific amount of bonus / performance linked incentive, long-term incentive and / or commission would be based on the performance as evaluated by the Board every year.

(d) Holiday Plan

Mr. Neeraj Kant shall be entitled to a Holiday Plan as approved by the Board of Directors of the Company subject to maximum of Rs. 2 lakhs per annum, of which 85% shall be borne by the Company and 15% shall be borne by the individual.

(e) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above, subject to the provisions of the Act and Schedule V to the Act.

4) Other Terms:

- (i) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- (ii) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- (iii) The employment of the Managing Director may be terminated by the company without notice or payment in lieu of Notice:
 - (a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the company and the Managing Director; or
 - (c) In the event the Board expresses its loss of confidence in the Managing Director.
- (iv) Upon termination by whatever means of the Managing Director's employment:
 - (a) The Managing Director shall immediately tender his resignation as director of the company and from such other offices held by him in the company, in any subsidiary or associated company and other entities without claim for compensation for loss of office;



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- (b) The Managing Director shall not without the consent of the company at any time thereafter represent himself as connected with the company or any of its subsidiaries or associated companies.
 - (v) The Managing Director is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 (1) of the Act, while at the same time, the Managing Director is not liable to retire by rotation.
 - (vi) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.
 - (vii) If and when the agreement expires or is terminated for any reason whatsoever, he will cease to be the Managing Director and also cease to be a Director. If at any time the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the company for any reason whatsoever, he shall cease to be a director and the Managing Director of the Company.

This may also be treated as an abstract of the draft agreement of appointment of Mr. Neeraj Kant pursuant to Section 190 of the Companies Act, 2013. The draft agreement of appointment of Mr. Neeraj Kant is available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, without payment of any fee.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act and Schedule V to the Act, approval of the members is sought for the re-appointment and terms of remuneration, as stated above, of Mr. Neeraj Kant as the Managing Director.

None of the Directors or their relatives, other than Mr. Neeraj Kant, is concerned or interested in the Resolution at Item No. 6 of the Notice.

Item No. 7:

The members of the Company at the 76th Annual General Meeting held on 12th August 2013 had approved the appointment of Mr. Neeraj Kant as the Managing Director of the Company for a period of three years with effect from 1st April 2013 upto 31st March 2016. Further, Mr. Neeraj Kant was re-appointed as the Managing Director of the Company for a period of 3 years, effective from 1st April 2016 to 31st March 2019, at the 79th Annual General Meeting held on 16th August 2016. The members at the said meetings had also approved the terms of remuneration payable to Mr. Neeraj Kant and had also authorized the Board to alter and vary the terms and conditions of the appointment in such manner as may be agreed between the Board and Mr. Kant.

In view of good performance of the Company under the diligent leadership of Mr. Neeraj Kant, the Board, based on recommendation of the Nomination & Remuneration Committee, has approved and adopted a Long Term Incentive Plan (LTIP) for the Managing Director of the Company. The LTIP Scheme has been implemented with an objective to engage and motivate the Managing Director for the long term success of the organization. It creates a deferred cash based incentive entitlement for achieving the target performance, ascertained as per the long term value creation matrix laid down by the Board. While LTIP Scheme has been included among the terms of remuneration of Mr. Neeraj Kant, all other terms and conditions of appointment of Mr. Kant, as approved by the members at the 76th Annual General Meeting and 79th Annual General Meeting of the Company, remain unaltered.

In view of the above, the Board recommends the resolution at Item No. 7 for approval of the members.

None of the Directors or their relatives, except Mr. Neeraj Kant, is concerned or interested in the resolution mentioned at Item No. 7 of this Notice.

Item No. 8:

The Company is required, under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have an audit of its cost records for products covered under the Cost Audit Rules, conducted by a Cost Accountant in Practice. The Board of Directors of the Company, at its meeting held on 22nd July 2019, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2019-20 at a remuneration of Rs. 2 lakhs plus applicable taxes and out of pocket expenses that may be incurred during the course of audit. In accordance with the provisions of Section 148 (3) of the Act read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as considered and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for by passing an Ordinary Resolution, as set out in the Item No. 8 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20. M/s Shome & Banerjee have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

None of the Directors of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned in Item no. 8 of the Notice.

Registered Office:

Flat – 7 D & E, 7th Floor,
Everest House,
46 C Chowringhee Road, Kolkata -700071

Date: 22nd July, 2019

By Order of the Board

Rabi Narayan Kar
Company Secretary
Membership No.: ACS 18172

Annexure

Profile of the Directors seeking Appointment / Re-appointment at the 82nd Annual General Meeting (As per Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India)

1. Profile of Mr. Sandeep Bhattacharya

Mr. Sandeep Bhattacharya, born on 14th July 1971, is a Cost Accountant and has done his diploma in management from IMT, Ghaziabad in 2003 and B. Sc. from Calcutta University in 1990. He is currently designated as Chief, Financial Transactions and Control, Tata Steel Ltd.

Mr. Sandeep Bhattacharya joined Tata Steel Ltd. in August, 2011 as Chief (Finance & Accounts), Odisha. In September 2014, Mr. Bhattacharya was re-designated as Chief-Financial Transaction & Financial Control. Before joining Tata Steel, he worked for more than 17 years in various companies including Bharat Petroleum Corporation Ltd, Essar Investments Ltd. & Bharat Oman Refineries Ltd. in the various areas of Finance & Accounts.

Mr. Bhattacharya also serves on the Board of Tata Pigments Ltd., Adityapur Toll Bridge Ltd., Nicco Jubilee Park Ltd., Tata Steel Odisha Ltd., TM International Logistics Ltd. and International Shipping and Logistics FZE.

2. Profile of Mr. Ashish Anupam

Mr. Ashish Anupam, born on 26th October 1968, is a B.E. (Mechanical) and has completed General Management Programme from CEDEP (France) and is currently serving as President and CEO, NatSteel Holdings Pte. Ltd., Singapore.

Mr. Ashish joined Tata Steel Limited at Jamshedpur in the year 1991 as a Graduate Trainee. Since then, he has worked in the areas of Rolling Mills, International Trading Division and Marketing & Sales for various products (Flat Product, Long Products & Tubes) in various capacities. In 2004, he was promoted as Chief - Marketing and Sales (Tubes). In 2010, he moved as Chief - Marketing & Sales (Long Products) and returned to the Tubes Division as Executive-In-Charge in 2013. Currently, apart from chairing the Business Council of Global Wires India, he is also overseeing the Steel Recycling Business in addition to his current responsibilities.

Mr. Anupam also serves on the Board of Tata Sponge Limited and TSIL Energy Limited as Non-executive Director.

3. Profile of Ms. Ramya Hariharan

Ms. Ramya Hariharan, born on 27th August 1978, is an LLB and is a member of The Institute of Company Secretaries of India. Ms. Hariharan is currently a corporate lawyer who specializes in mergers and acquisition, general corporate advisory, projects and banking and finance.

She is founder and proprietor of Citadel Law Chambers and Partner in HSA Advocate, Kolkata. She has worked closely with the Government of West Bengal in several transactions. She has advised on several PPP projects including integrated township projects, water projects, etc. and has been closely involved in structuring the transaction and in the documentation process. She was one of the co-founder of Argus Partners, and served as partner in charge of the Kolkata office of UUArgus. Prior to Argus, she worked with Amarchand Mangaldas after a stint in litigation and intellectual property practice. She is an active speaker at the ICSI and has delivered lectures at various forums including Assocham and VC Circle seminars.

Ms. Hariharan also serves on the Board of Kkalpana Industries (India) Limited, Tayo Rolls Limited, Ai Champdany Industries Ltd., SMIFS Capital Markets Ltd., Neo Metaliks Limited, Visa Energy Ventures Limited, Bhubaneswar Power Private Limited, Visa Resources India Limited and Visa Urban Infra Limited.

4. Profile of Mr. Sudev Chandra Das

Mr. Sudev C Das, born on 21st June 1946, is an M.A. (Economics) and possesses rich experience of more than 40 years in banking and finance (including corporate and international finance) and financial/securities markets.

Mr. Sudev C Das joined State Bank of India as a Probationary Officer in 1971, and served the bank in various capacities in different locations across India, for around 33 years, in the areas of retail and development banking, international trade and corporate finance. Mr. Das, on being designated as Chief General Manager, headed the SBI Bhubaneswar Circle comprising of the Bank's branches and offices in the State of Odisha. From Bhubaneswar, Mr. Das moved to the Securities & Exchange Board of India (SEBI), Mumbai as an Executive Director in the year 2003. During his tenure in SEBI, he has significantly contributed in simplification of registration process for FII's and formulation of Corporate Governance guidelines. Also, he was a part of disinvestment programme of Government of India in 2003-2004. Post retirement, Mr. Das had taken up faculty assignments in different management institutes.

Currently, he is also serving on the Boards of Tayo Rolls Limited and CRB Trustee Limited as an Independent Director.

5. Profile of Mr. Neeraj Kant

Mr. Neeraj Kant, born on 17th August 1963, is a B. Tech (Chemical Engineering) from IIT, Kanpur and pursued MBA from University of Edinburgh, Scotland, UK. He has a rich and varied experience in Marketing & Sales in the Steel Industry.

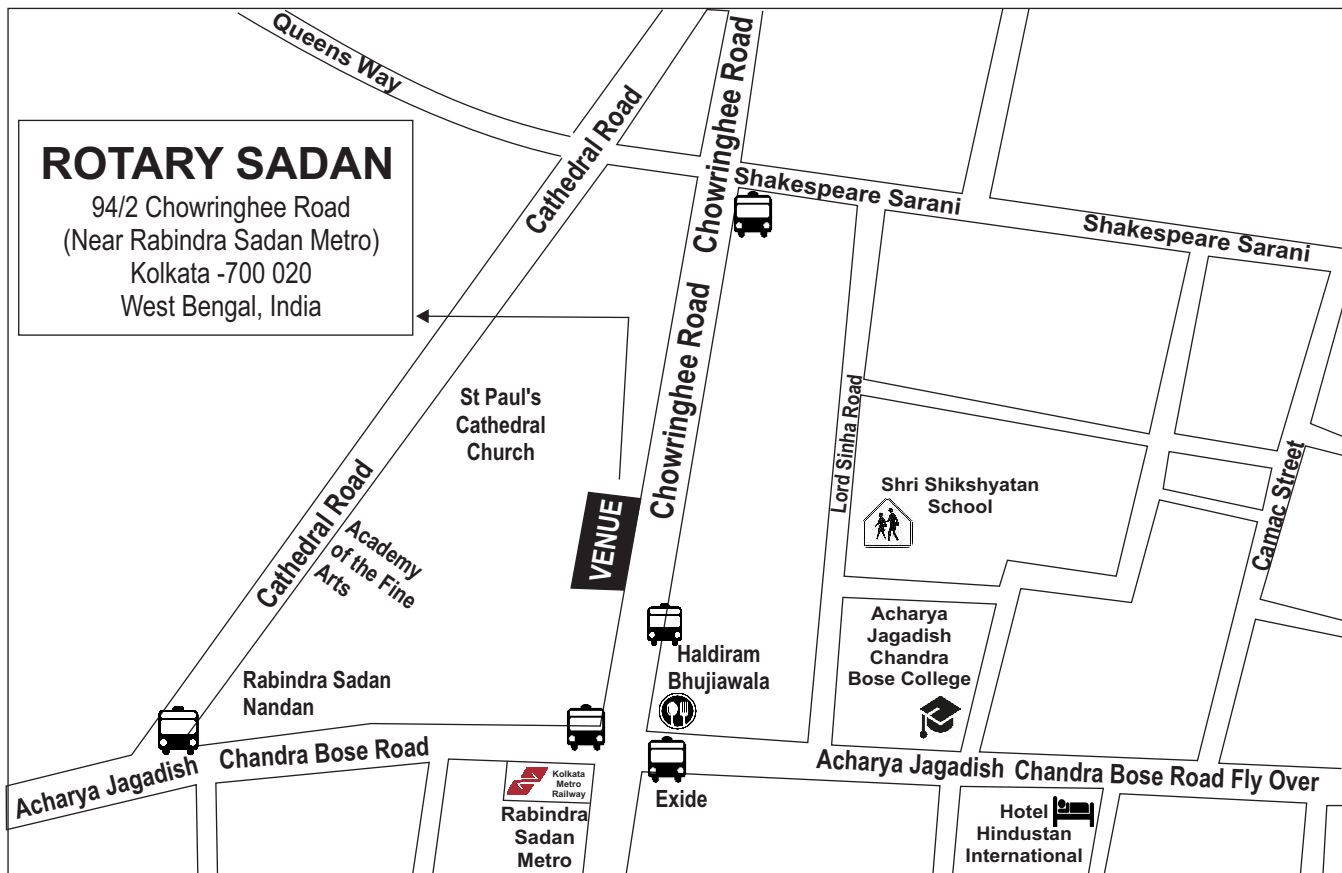
Prior to joining Tata Steel Ltd. in 2001, he worked for more than 15 years with Steel Authority of India Ltd. in various Marketing & Sales positions across the country. In Tata Steel Ltd., Mr. Neeraj Kant has led a team which first piloted the famous Retail Value Management initiative in Tata Steel Ltd. As all India Head of Marketing – Long Products, during 2005-2007, he contributed towards many path-breaking and significant initiatives in the flagship brand – Tata Tiscon. From 2007 to 2013, he was Regional Head, North India for the Long Product business. He has made special contributions towards developing the Rebar “Cut & Bent” value added business of Tata Steel Ltd. in North India. During this period, he also made significant contributions by carrying out a detailed study on the South African Steel Market. He also led a Tata Steel Group level global cross functional task force to study the Indian Construction Market with special focus on the demand for Steel Frame Buildings. He has been conferred with the “Corporate Purush Award” by the Citizen Forum, Jamshedpur for his singular contributions to the socio-economic infrastructure of Jamshedpur in the year 2017.

Mr. Kant also serves on the Board of Hockey Ace Foundation, a Company incorporated under Section 8 of the Companies Act, 2013.



ROUTE MAP OF VENUE OF THE 82ND ANNUAL GENERAL MEETING

Rotary Sadan, 94/2 Chowringhee Road, (near Rabindra Sadan Metro)
Kolkata-700 020, West Bengal, India



BOARD'S REPORT**Dear Members,**

The Directors take the pleasure in presenting the 82nd report on the business and operations of the Company along with the Audited Financial Statements for the year ended 31st March 2019.

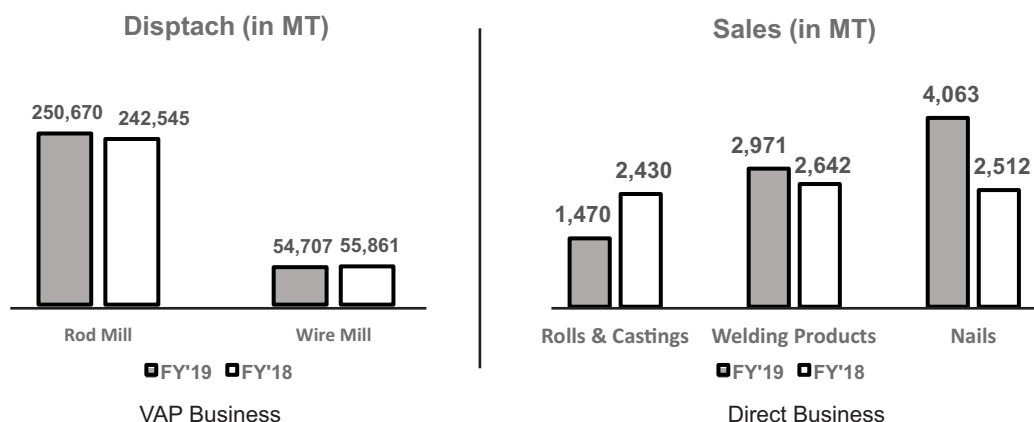
FINANCIAL RESULTS

	2018-19 (in Rs. Lakhs)	2017-18 (in Rs. Lakhs)
Net Sales / Income	29,229.81	25,891.90
Total Expenditure	26,405.12	23,534.73
Profit / (Loss) before Depreciation, Interest, Exceptional Items and Taxes	2,824.69	2,357.17
Less: Depreciation	611.35	596.64
Profit / (Loss) before Interest, Exceptional Items and Taxes	2,213.34	1,760.53
Less: Interest	56.19	112.22
Profit / (Loss) before Exceptional Items and Taxes	2,157.15	1,648.31
Add: Exceptional items	-	-
Profit / (Loss) before Tax	2,157.15	1,648.31
Less: Taxes	790.31	472.13
Add / Less: Deferred Tax Assets/Liability	(47.94)	139.09
Profit / (Loss) for the period from continuing operations	1,414.78	1,037.09
Loss before tax from Discontinuing Operations*	(162.51)	(95.24)
Tax Expense	56.79	32.96
Loss After Tax from Discontinuing Operations	(105.72)	(62.28)
Profit for the Period	1309.06	974.81
Other Comprehensive Income (OCI)	(52.96)	36.21
Total Comprehensive Income for the period	1,256.10	1,011.02

**Phasing out from the Fasteners Business*

BUSINESS PERFORMANCE

During the year under review, the gross turnover including other income of the Company was at Rs. 29,229.81 Lakhs compared to Rs. 25,891.90 Lakhs in the previous year. The profit for the year before taxes was at Rs. 2,157.15 Lakhs compared to a profit of Rs. 1,648.31 Lakhs in the previous year. The performance of Company's different business verticals is stated as under:



MARKET SCENARIO

India, along with the world, witnessed a tumultuous FY19, with several geo-political risks threatening global trade and growth momentum. Nonetheless, India has withstood these global headwinds to not only emerge as the fastest growing major economy in the world, but has also justified this title by recording near double-digit growth in exports, that too in a year marred by escalating trade tensions across the globe.

Food inflation in India at 0.1 per cent for FY19 was the lowest since 1991. For FY19, CPI inflation stood at 3.4 per cent, down from 3.6 per cent in the previous fiscal. With this, headline CPI inflation has remained within the RBI's medium-term target of 4.0 per cent for two consecutive years.

India's crude steel production totalled 105.54 million tons during FY19, up by 2.4 million tons (2.3% YoY) as compared to 103.14 million tons in FY18. Month wise YoY comparison shows that crude steel production growth was robust 5.6% YoY to 52.3 million tons in H1, but production shrank by 1% YoY to 53.3 million tons, mainly due to higher base in last 6 months of FY18.

While finished steel production is tipped to grow by 6-8% in FY20 backed by demand from user industries such as construction, infrastructure, automobiles, and consumer durables, in the later part of FY19 and early FY20, both infrastructure/construction sector and automobile sector (the 2 major consumers of steel consuming about 62% and 10% of total steel respectively) have faced slow down in demand.

The infrastructure sector in India is currently going through one of its most challenging phases. An acute liquidity crisis has gripped the sector, pulling down its overall growth prospects. While banks (both public and private) are taking a cautious approach towards fresh funding in the infrastructure sector, private sector investments, too, are witnessing a major slowdown. However, investments in highways, railways, defence, smart cities, affordable housing, and projects like Sagarmala, Bharatmala, etc., are expected to drive steel consumption growth in the remaining part of FY20.

During the last quarter of FY19, the auto sales came down by 6-12% in various categories (two-wheeler, three-wheeler, commercial vehicles and passenger vehicles). The auto industry situation is unlikely to improve in the first 2 quarters of FY20. However, with a stable government at the centre, predictably good monsoons, and easy availability of credit, there could be a push up in auto sales during the festive season from Oct'19 onwards.

While most products of your Company are consumed by the infrastructure and auto segment, the management took all measures to ensure that the slowdown in the above two sectors did not significantly impact the overall performance of the Company. Post general elections and formation of the new government, it is expected that suitable measures would be taken to address the concerns of both these sectors.

STABILIZATION OF NEW BUSINESS OF BINDING WIRES AND NEW CAPITAL PROJECT

During FY19, the operation of the new plant of Binding Wires was stabilized and necessary technological changes were made to ensure high quality of product to delight our customers. The plants put up to manufacture Barbed Wires and Chain Link were also streamlined.

During FY19, your Company took the significant step to enhance its power infrastructure. Hitherto, ISWP and JEMCO units had power capacity of 8 MVA and 3 MVA respectively. The same is now being enhanced to 14 MVA and 5 MVA respectively. The power up-gradation project is going on and the same is likely to get completed by December 2019. This increased power availability will open up immense possibilities of putting up various new projects in the surplus land available at the Company.

PROPOSED NEW BUSINESSES

In line with our strategy to be a producer of value added long products, we are exploring to set up manufacturing facilities for Graphene Coated Re-bars. The proposed project for enhancing the Rod Mill capacity by 50,000 tons per annum is in the advanced stage of consideration. We are also exploring the setting up of new Spring Wire and additional GI Wire facilities.

The Company has formulated a draft 5 year plan for an investment of about Rs 200 Crores and the same shall be presented to the Board for its perusal and guidance shortly.

DIVIDEND

Your Directors have decided not to recommend any dividend for the financial year ended 31st March 2019.

CORPORATE GOVERNANCE

While the Company has inherited the values and corporate governance practices of the Tata Group, the management of the Company has assigned high priority to ethical behaviour, integrity and adherence to regulatory compliances applicable to the Company. Along the same lines, the Company has adopted a set of Governance Guidelines on Board Effectiveness which has been framed in tandem with the legislative provisions on the functions, administration and other processes relating to the Board and its Committees. These guidelines are based on the emerging best practices from both within and outside the Tata companies. The Company has various Committees, constituted by the Board of Directors, which have functioned effectively during the year under review.

Compliance with the Secretarial Standards

An adequate and effective system for ensuring compliance with the provisions of the Secretarial Standards, as applicable, issued by The Institute of Company Secretaries of India is in place.

AUDIT & RISK MANAGEMENT COMMITTEE

The Audit & Risk Management Committee of the Board, constituted on 19th April 2014, is guided by the Charter approved by the Board and is complying with the requirements of Section 177 of the Companies Act, 2013 and the rules framed thereunder.



DIRECTORS

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sandeep Bhattacharya, holding DIN: 7071894, will retire by rotation at the forthcoming Annual General Meeting and, being eligible, seeks re-appointment.

Cessation

Mr. Suresh Kumar (DIN: 06670935) and Mr. Sunil Bhaskaran (DIN: 3512528) stepped down from the Board with effect from 16th August 2018 and 16th January 2019 respectively. Also, Ms. Molly Thambi (DIN: 2478494), on completion of her second term as an Independent Director of the Company, stepped down from the Board with effect from 30th March 2019. The Board sincerely appreciates the contributions made and valuable guidance provided by the aforesaid directors and also acknowledges that their business acumen and expertise have significantly helped the Company to execute its major strategic decisions, including implementation of new projects funded through internal accruals.

During the year under review, Mr. Bimlendra Jha (DIN: 02170280), who was appointed on the Board as Non-executive Director with effect from 24th January 2019, has served as Chairman for a single meeting held on 24th January 2019 and has tendered his resignation with effect from 7th February 2019.

Appointment / Re-appointment

The Board, on recommendation of the Nomination & Remuneration Committee, has appointed Mr. Ashish Anupam (DIN: 8384201) and Ms. Ramya Hariharan (DIN: 06928511) as Additional Directors of the Company with effect from 14th March 2019 and 5th April 2019 respectively, till the date of the forthcoming Annual General Meeting. The Board proposes to appoint Mr. Anupam as a Non-executive Director and Ms. Hariharan as an Independent Director of the Company at the ensuing Annual General Meeting and, hence, relevant resolutions to give effect to their appointments are spelt out in the Notice convening the ensuing AGM.

Based on the recommendation of the Nomination & Remuneration Committee, the Board has considered re-appointment of Mr. Neeraj Kant as the Managing Director of the Company for a period of 3 years with effect from 1st April 2019 to 31st March 2022, not liable to retire by rotation. The members of the Company are requested to accord their consent on the said re-appointment through a Special Resolution at the forthcoming Annual General Meeting.

Also, based on the recommendation of the Nomination & Remuneration Committee, the Board has proposed to re-appoint Mr. Sudev Chandra Das as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 years, commencing from 8th August 2019 to 7th August 2021, or till such earlier date to conform to any applicable policy, statute or guidelines. The Board hereby seeks members' approval on the said re-appointment through a Special Resolution at the ensuing Annual General Meeting.

The brief profiles of the above named Directors seeking appointment / re-appointment forms part of the Notice convening the Eighty-second Annual General Meeting.

BOARD MEETINGS

During the year, six Board Meetings and five Audit & Risk Management Committee Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013, all the independent directors have given declaration that they meet the criteria of independence as set out in Section 149 (6) of the Act.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND OTHER DETAILS

The Board of Directors has framed a Nomination and Remuneration Policy, in consonance with Section 178 of the Companies Act, 2013, which lays down a framework in relation to the appointment and removal of directors as well as spells out parameters for remuneration of directors, key managerial personnel, senior management and other employees of the Company.

The salient features of the Policy for appointment and removal of Directors are:

- (a) It lays down the criteria for Board Membership based on which suitability of a person as a Board member is evaluated. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner.
- (b) It sets out the approach of the Company in board diversity as the Company recognizes and embraces the importance of board diversity in its success. While all the appointments are made on merit, a diverse Board brings in an optimum mix of expertise and perspectives that helps in retaining and enhancing the competitive advantage of the Company.
- (c) It acts as a guideline for determining qualifications, positive attributes and independence of a Director.

The Remuneration Policy for directors, key managerial personnel, senior management and other employees of the Company has been formulated to ensure that:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The Policy, categorically, provides parameters for determining remuneration for independent directors and non-executive directors (including sitting fees and commission), key managerial personnel and rest of the employees (including fixed salary, allowances, perquisites, performance linked incentives, retirement benefits). It also covers the parameters for ascertaining remuneration payable to a director for services rendered in other capacity.

The Policy has been posted on the Company's website at <http://iswp.co.in/index.php/corporate/policies-pledges>.

PERFORMANCE EVALUATION OF BOARD

The Company, as recommended by its Nomination & Remuneration Committee and in line with the Tata Group Policy, has adopted a Policy for performance evaluation of Independent Directors, Board, its Committees and other individual Directors which also include criteria for performance evaluation of the Non-executive Directors and Executive Directors.

The Board carried out an annual performance evaluation of its own performance after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, 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 the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was discussed. The Board also discussed in its meeting the performance of the Board, its Committees and individual directors. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

AUDITORS

(1) Statutory Auditors:

Price Waterhouse & Co. LLP was appointed as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the 80th Annual General Meeting held on 9th August 2017 till the conclusion of the 85th Annual General Meeting to be held in the year 2022.

The Statutory Auditors Report on the financial statements for the Financial Year 2018-19 contains no qualification or adverse remarks.

Pursuant to the provisions pertaining to statutory auditors under the Companies (Amendment) Act, 2017, the requirement of annual ratification on the Auditor's appointment by the shareholders has been repealed. Accordingly, the notice convening the AGM does not comprise of any resolution on ratification of appointment of the Statutory Auditors. In sight of this amendment, PwC will continue to function as the Statutory Auditors of the Company and audit the books of accounts for the Financial Year 2019-20.

(2) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S S Dhanjal & Co., Company Secretaries, Jamshedpur to undertake the Secretarial Audit of the Company for the Financial Year 2018-19. The Company believes in good corporate governance and has been regular in compliances. However, due to unavoidable circumstances the filing of CRA-2 and CRA-4 was delayed. The Report on the Secretarial Audit is annexed herewith as "Annexure A"

(3) Cost Auditors:

As per the requirements of Section 148 of the Companies Act, 2013 ("the Act") read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, your Company is required to maintain cost records and accordingly, such records have been maintained during the year, in accordance with the provisions of the Act.

Pursuant to Section 148 of the Companies Act, 2013, the Board of Directors, on recommendation of the Audit & Risk Management Committee, has appointed M/s Shome & Banerjee, Cost & Management Accountants, Kolkata as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2019-20. As required under the provisions of Companies Act, 2013, a resolution seeking members' ratification on the remuneration payable to the Cost Auditors forms part of the Notice convening the Eighty second Annual General Meeting.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company, with an intention to uphold the corporate ethos of serving the community it operates in, has exhibited unwavering attitude towards well-being of the society and the environment, especially, in and around the factory premises. Several social organizations and training institutes, associated with education, sports, skill development, etc. are supported by the Company by way of its CSR initiatives. Your Company has undertaken activities in the areas of promotion of education, health, sanitation, environment sustainability (through tree plantations and getting involved in Swachh Bharat Mission of Government of India), employability and skill development, majorly being carried out at ISWP Sports Complex, Gyanoday Vidyalaya at Jamshedpur and Kasturba Gandhi Balika Vidyalaya (KGBV) at Potka. These projects are reviewed by the CSR Committee, on a quarterly basis, to be in accordance with Schedule VII to the Companies Act, 2013 and the CSR Policy adopted by the Board.

The Company, through its Sports Complex, provides training and coaching in Archery and Basketball at concessional charges. Around 83 medals were won by the cadets at State, District, and National-level during FY'19 in comparison to 60 medals in FY'18. Two of our Archers bagged medals at 3rd International Solidarity Archery Championship 2019 held at Dhaka, Bangladesh and have made place in the World Ranking. These archers have been selected for the Olympic Camp 2020 through Khelo India Initiative by Government of India. Few cadets were also successful in fetching employment, under Sports quota, at West Bengal Police and Bihar Police.

As a move towards promotion of education and employability to the underprivileged class of the society, your Company has intervened into Kasturba Gandhi Balika Vidyalaya, Potka - a school for the education of drop out girls, since 2014. Our passionate efforts are targeted to achieve holistic development of the students by providing vocational training to them in diverse areas so as to develop them into confident and independent citizens. Training is being provided in the areas of stitching, organic farming, mushroom cultivation, wood art, computer education, archery, career counselling, smart classes, bamboo art and fine arts. Infrastructural support is also extended to the school through facilities, such as Bio Gas Plant, kitchen renovation, etc. This fervent approach has started yielding significant results over a period of time, so much so that NITI Aayog has identified the education model at KGBV, Potka to be replicated by other KGBVs across India.

Furthermore, under Project 'Raah', the Company provides scholarship for technical education to the students of KGBV, Potka. The project aims at enhancing the employability skills of the tribal youth which has been evidenced by the beneficiaries getting decent job opportunities in and around Jamshedpur. Scholarships have also been provided to 61 pre-nursery students of Gyanoday Vidyalaya, who were mainstreamed into Lady Inder Singh Ram Krishna Mission School (Jamshedpur) for their education.

To inculcate the culture of volunteerism among employees, the Company continues with the "Employee Volunteerism" programme by way of events viz. blood donation camps, tree plantation, awareness sessions, mentoring sessions, donation drives, etc. towards CSR and Affirmative Action. Volunteerism week is celebrated every year in December in commemoration of ISWP Founder's Day. During FY'19, contractor employees were also motivated to volunteer for the foregoing events, which has aided in achieving the target volunteer hours of 4,000 against 3,136 hours in FY'18.

The report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure B and forms an integral part of this Report.



Affirmative Action

The Company is guided by the code of conduct on affirmative action. The Company ensures implementation of the code by arousing awareness on the subject amongst employees, vendors, suppliers and stakeholders through training programmes conducted from time to time. The policy on Affirmative Action lays emphasis on 4Es i.e. employment, employability, entrepreneurship and education which are being monitored regularly on quarterly basis to ensure its implementation in the right spirit. In Tata Affirmative Action Programme (TAAP) Assessment 2018, the Company fetched a double jump and was placed in the score band of 501-525.

Apart from this, the Jury of TAAP Assessment 2018 has recognised the Company's intervention at KGBV, Potka for Best Practice Award under 'Education'. The Public Private Partnership Model, under which the school is administered, has been appreciated.

SAFETY, HEALTH AND ENVIRONMENT

The Company has consistently been working on improving a safe working environment and culture to establish a benchmark among Tata Steel group companies. Different new initiatives and processes were incorporated in the Safety, Health & Environment (SHE) Management System, aligned to the relevant policy adopted by the Company, which are aimed towards safe and secure operations, compliance with regulatory requirements and conservation of energy.

Health and Safety

Principles based SHE Management System has been implemented and, for each principle, one member has been identified from the leadership team, with an intention to maximize their involvement and to motivate other employees as well. Your company focused on making the system and efforts fool-proof and/or fail safe. Process Safety Risk Management (PSRM), Pre Start Safety Review (PSSR), Management of Change (MoC) processes are constantly reviewed to assess the risk and mitigate it up to an ALARP (As Low as Reasonably Practical) level.

Employee's engagement is also one of the prime focus areas and is maximised through different activities, such as campaigns, competitions, and trainings, etc. "Khatre Ki Pehchan", one of such initiatives was selected in Tata Edge Portal among "Best Safety Practices". In order to accomplish the goal of "Zero Injury", an initiative named "Avighna" was materialized to eliminate the gaps from the critical areas, for instance, crane operation, material handling, machine guarding, etc., through involving employees deputed on such areas. This has led to a considerable decline in the injury rate.

Considerable focus was given to Contractor Safety Management System by taking various initiatives like formation of AIC (Area Implementation Committees) for contractors, inclusion of JHA (Job Hazards Analysis) in Purchase Requisitions to make them aware about required safety standards during work before quoting, separate Mass Meetings for contractor employees, designating Contractor Safety Officers among the Company's Officers, for reviewing the compliance with safety norms by the contractors on a monthly basis.

Your Company has achieved a decrease in Lost Time Injury Rate, from 0.62 in FY'18 to 0.24 in FY'19. In CSMS Audit of Tata Steel, Rod Mill and Wire Mill achieved a five star rating. Employees, particularly those involved in hazardous operations, undergo mandatory periodical medical examination as stipulated under the statutes applicable. During the year, health index monitoring was conducted on several parameters viz. blood sugar, cholesterol, blood pressure and BMI, covering on-roll as well as contractor employees, which depicted an average health index of 12.62 on a scale of 16.

Environment

Reinforcing the culture of environmentally sustainable operations, your Company has implemented CII Green Co Rating System, aiming towards energy efficiency, green supply chain, material conservation, waste minimization and life cycle assessment, which will be assessed by an external team in FY'20. Emphasis is given on different environment parameters through managing wastes by applying 3R (Reduce, Recycle, Reuse). To strengthen the commitment towards the environment we operate in, Climate Change Policy has been implemented during the year. The awareness drives are not being limited only to Company premises but are spread among the spouses and children of the employees. The Company had taken steps towards a shift to renewable sources of energy by way of installing bio-gas plant for canteen activities, rain water harvesting facility, having an annual recharge potential of 1.98 KLwater at its Stores and Hospital area, and solar panels.

TOTAL QUALITY MANAGEMENT SYSTEM

Total Quality Management initiatives at the Company have been designed to encourage people's participation in the quality improvement drives and, subsequently, strengthening the innovation culture. During the year, your Company participated in CII Industrial Innovation Award 2018 and has fetched "Silver" grade in the maturity level rating for all four pillars of Innovation, which are, Innovation Culture, Innovation Management, Inputs to Innovation and Results of Innovation.

Through online Suggestion Management Forum, employees are encouraged to furnish their ideas for improvement in the processes and systems prevalent at the Company. In aggregate 2,500 suggestions, with 57% employee coverage, were received during FY'19, out of which 249 were accepted. Reward for every successfully implemented suggestion was also distributed among employees. Also, the online Knowledge Management System, conceptualized to garner the company-wide knowledge pieces and area specific expertise at a central repository, has gained momentum which is evident from involvement of 84% employees during FY'19 as against 65% in FY'18.

The Company participated in the Tata Business Excellence Model (TBEM) Assessment for the year 2018 facilitated by Tata Business Excellence Group (TBExG), conducted by an experienced team of assessors from various Tata Group Companies and mentored by a senior executive of the Group. The Company's score, on a scale of 1000, has increased from 525 in 2017 to 551 in 2018. With this jump, the Company now falls under the bracket of "Emerging Industry Leader". The feedback report comprising of strengths and grey areas those need improvement, has been discussed by the Senior Management and efforts are on to cater to the challenges identified by the assessors in due course.

Under the strategic initiative "SANKALP 22", launched in FY'18, various cost optimisation projects were identified and executed to achieve the desired targets. The cross functional teams were formed at Business Unit level which did the extensive analysis and came out with the improvement ideas. The implementation of these ideas are under progress. Monetary savings through six projects in the area of cost optimization under SANKALP 22, initiated during FY'18, have increased by approximately Rs. 3.25 Crores in FY19. Going forward, six new projects have been undertaken under this initiative during the year under review.

Strengthening of the internal communication is emphasized by way of platform like bi-annual structured communication forum SAMVAAD between management and union members, electronic kiosks, etc.

During the year under review, the Company completed the annual ISO Surveillance cum Scope Up-gradation Audit and has successfully retained the ISO Certifications for ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environment Management System) and OHSAS 18001:2007 (Occupational Health & Safety Management System) for both the manufacturing units i.e. ISWP and JEMCO. Moreover, your Company has become the first company in India to be accredited with Road Traffic Safety Management System (ISO 39001:2012) by Bureau of Indian Standards.



ENTERPRISE RISK MANAGEMENT

The Company has an Enterprise Risk Management (ERM) framework to identify and evaluate business risks and opportunities associated with the developed plans and objectives, reviewed by the Audit & Risk Management Committee of the Board. This framework seeks to create transparency, minimize adverse impact on the business plans and enhance the Company's competitive advantage. The ERM framework of Tata Steel has been adopted to identify risks, exposure and potential impact on the business at a Company level and also separately for business segments. Risk management forms an integral part of the Company's Annual Planning cycle.

The risk register for FY'19 consisted of 12 risks for which severity was assessed based on the impact and likelihood. The due-diligence process for high (Class A) and medium (Class B) risks were performed which culminated into mitigation plans and early warning indicators. The status of the early warning indicators and mitigation plan was monitored and internally reviewed monthly. At the end of FY'19, 11 risks were carried forward as 1 risk moved out.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has internal control systems, commensurate with the size, scale and complexity of its operations. The Audit & Risk Management Committee monitors and evaluates the efficacy and adequacy of internal control systems prevalent in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. The Internal Audit team of the Company has undertaken an audit on the efficacy of the prevalent control system. Significant audit observations and corrective actions thereon were presented to the Audit & Risk Management Committee of the Board, based on which process owners will implement corrective actions in their respective areas and thereby strengthen the controls.

REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which requires the Statutory Auditors to report to the Audit & Risk Management Committee / Board under Section 143(12) of the Act and the rules framed thereunder.

HUMAN RESOURCES MANAGEMENT

Human resources in today's working environment play a vital role. From being then just a transactional player to now being a part of the strategic decisions, your Company's human resource has come a long way. Your Company has constantly been engaged in the evolvement process of the human resources it treasures. Like previous year, the industrial relations during the period were cordial. Your company was able to smoothly organize a peaceful ISWP Union Election. The Company appreciates the valuable contributions made by the employees. Being a customer centric organization, your company had conducted an Employee Satisfaction Survey and we are pleased to share that the scores were highly encoring. The satisfaction score for our Associates (Unionized Cadre Employees) stood out to be 85%, while for Officers it was 76%. As an integral part of achieving our Vision 2020, to become employer of choice, your company has envisaged a journey to implement the processes and systems for taking its organizational capabilities to the next level. Your company continued to evaluate the training needs of its employees and has strived to nurture their competency and capability at different levels.

Your Company has been recognized with Significant Achievement in HR Excellence, third time in a row. Keeping pace with needs and demands created by digital disruption, your Company took a leap in its digitalization drive which it embarked upon last year. In this regard, many initiatives were taken and accomplished successfully. Your Company was able to effectively transform its manual attendance management system online, making the Attendance Management system totally paperless. Further, in order to strengthen the Contractor Workforce Management, your Company was able to successfully launch and implement an online Contractor Management System. Bracing up to become the employer of choice, entire Reward & Recognition System was revamped and its new online system is getting appreciated by all the employees. Also, during the current year, it was observed

that your Company was able to implement the HR processes and systems successfully through the online HR portal. Strengthening the culture of diversity and inclusion was another thrust area for this year which is evident from the fact that your company recruited 30 % females through Job-for-job Scheme and 60% females were hired through campus selection. Bonus agreement for both the units was closed successfully within the specified timeframe.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultants including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit & Risk Management Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In preparation of the annual accounts for the Financial Year ended 31st March 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) They have selected such accounting policies and applied them consistently and made judgements and estimates that 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 the financial year and of the profit of the company for that period.
- (c) They have taken proper and sufficient care 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, and
- (d) They have prepared the annual accounts on a 'going concern' basis.
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit & Risk Management Committee for its noting. Prior approval of the Audit & Risk Management Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The company has devised a system for getting such transactions, to be placed before Audit & Risk Management Committee for its approval, certified by an independent external agency. The transactions entered into pursuant to the approval so granted are audited and a statement setting out details of all related party transactions is placed before the Audit & Risk Management Committee for its approval on a quarterly basis. A Policy on Related Party Transactions, as approved by the Board of Directors, has been implemented.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

All the contracts or arrangements with related parties entered during the year under review were in the ordinary course of business and at arm's length basis. Accordingly, a statement (AOC-2) in terms of Section 134 (3) (h) of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014 is not included in this report. However, the



transactions with related parties, including the transactions as covered under the Indian Accounting Standards (Ind AS 24), have been disclosed in the notes forming parts of Financial Statements for the year ended March 31, 2019.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as “Annexure C”.

EXTRACT OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Companies Act, 2013 and rules framed thereunder, the extract of the annual return for the Financial Year 2018-19 is provided in “Annexure D” in form MGT - 9. The same is also available on the Company’s website viz. www.iswp.co.in.

MANAGEMENT OF BUSINESS ETHICS

In order to imbibe high ethical and moral standards among all levels of personnel and stakeholders associated with the Company, a Management of Business Ethics (MBE) framework has been established for regulating ethical concerns, suspected frauds, violation of Tata Code of Conduct or any event which is capable of tarnishing the goodwill of the Company. Apart from the other channels available for reporting the ethical concerns, a third party toll free number has also been assigned for the purpose, since November 2015. The concerns raised are confidentially handled through a computerized Concern Management System.

Furthermore, as a part of its vigil mechanism, the Company has adopted a Whistle Blower Policy to foster an environment where every employee has the opportunity to raise concerns without fear, by providing adequate safeguards against victimization of the reporting employees. Also, the Company has adopted a Policy for Receipt of Gifts and Hospitality that sets out the guidelines for the employees to take right decision when they are offered gifts or hospitality while conducting business or official transactions on behalf of the Company. During the year under review, the Board has also adopted a formal Ethics Governance Structure which spells out the mechanism for handling, investigating and reporting the ethical concerns raised against different levels of employees.

During FY’19, numerous training and awareness sessions were held to acquaint the employees as well as contract labour with the ethical practices, Tata values and existing MBE framework, including the remedies available to them against the disorderly conducts. Like every year, July was celebrated as the Ethics Month during which theme based programmes, awareness sessions and competitions were organized for employees. For measuring the effectiveness of business ethics prevalent at the Company, MBE Survey was conducted during FY’19 by an external agency, on behalf of Tata Business Excellence Group. Your Company fetched a score of 87 on a scale of 100 in the survey and an action plan has been chalked out to implement the recommendations arising from the survey. The robustness of Management of Business Ethics framework is reviewed by the Audit & Risk Management Committee on a quarterly basis.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a policy for prevention of sexual harassment at the workplace in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, exhibiting zero tolerance towards those indulging in sexual harassment.

Internal Committee (IC) has been constituted for timely redressal of the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under the Policy.

It is further stated that, during the year under review, three cases were reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which have been effectively closed by the IC by taking appropriate measures within the stipulated time frame. No case remains open as at the end of the year under review.

DECLARATION WITH RESPECT TO OTHER DISCLOSURES

It is hereby declared that no disclosure is required in respect of the following items as there were no transactions on the same during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Particulars of Loans given, Investments made, Guarantees given and Securities provided under Section 186 of the Companies Act, 2013.
3. Information relating to amount transferred to reserves.
4. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
5. Material changes and commitments affecting financial position between the end of the financial year and date of the report.

ACKNOWLEDGEMENT

The Directors acknowledge with gratitude the support extended by all the Company's stakeholders namely, shareholders, customers, suppliers / contractors, bankers, employees, labour union, government agencies, local authorities, business associates and the society in which it carries out its operations for their unstinted support and cooperation during the year. The Board is also thankful to the promoter, Tata Steel Limited for their continued support and counsel.

On behalf of the Board of Director

Jamshedpur
22nd July, 2019

Peeyush Gupta
(Chairman)
DIN: 2840511



**ANNEXURE 'A' TO THE BOARD'S REPORT
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

To,

The Members,

The Indian Steel & Wire Products Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Indian Steel & Wire Products Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period).
- (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; (Not applicable to the Company during the audit period).
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period).
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period).
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and 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; (Not applicable to the Company during the audit period).
 - (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).

Other laws applicable specifically to the company:

1. The Factories Act, 1948 and allied state laws
2. Air (Prevention and Control of Pollution), Act 1981 and Rules and standards made thereunder.
3. Water (Prevention and Control of Pollution), Act 1974 and Air (Prevention and Control of Pollution), Rules, 1975.
4. The Environment Protection Act, 1986 and rules and notifications issued thereunder.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if Applicable; (Not applicable since the Company is unlisted).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except, **(a) Form CRA-2 for appointment of Cost Auditors for 2018-19 was not filed till 31st March, 2019 and, (b) Form CRA-4 for 2017-18 was not filed till 31st March, 2019.**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board meeting were taken unanimously.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company did not have any event which had a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For S. S. Dhanjal & Co
Company Secretaries

Place: Jamshedpur

Date: 12th July, 2019

(Suvinder Singh Dhanjal)
Proprietor
FCS No. 4444, C P No.: 15966

Note: This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.



Annexure I

To,

The Members

The Indian Steel & Wire Products Limited

Our report of even date is to be read along with this letter.

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

For S. S. Dhanjal & Co
Company Secretaries

(Suvinder Singh Dhanjal)
Proprietor
FCS No. 4444, C P No.: 15966

Place: Jamshedpur
Date: 12th July, 2019

ANNEXURE 'B' TO THE BOARD'S REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2018-19:

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

CSR Policy of the Company is stated herein below:

<http://www.iswp.co.in/home/pdf/csrpolicy.pdf>

2. **Composition of CSR Committee:**

Mr. Sudev C Das, Chairman

Mr. Neeraj Kant, Member

Mr. Sandeep Bhattacharya, Member

3. **Average net profit of the Company for the last three financial years:** Rs. 1,116.50 Lakhs
4. **Prescribed CSR Expenditure (2% of the amount in item no 3 above):** Rs. 22.33 Lakhs
5. **Details for CSR spend for the financial year**
 - (a) **Total amount spend for the financial year:** Rs. 23.17 Lakhs
 - (b) **Amount unspent, if any:** -
 - (c) **Manner in which the amount spent during the financial year:** Attached
6. **Reasons for not spending the allocated amount:**
7. **The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:**

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Neeraj Kant
Managing Director
(DIN: 6598469)

Sudev Chandra Das
Chairman, CSR Committee
(DIN: 1072628)



Report on CSR Activities during Financial Year 2018-19

S. No.	Sector in which the project is covered	CSR projects/Activities Identified	Projects or Programmes		Amount Outlay (Rs. in Lakhs)	Amount spent on the projects (Rs. In Lakhs)		Activities carried out directly/ through implementing agency
			Local Area/others	State/District		Direct Expenditure	Overhead	
1	Promotion of Education	Education Scholarship	Local, Jemco	Jamshedpur, Jharkhand	1.00	0.93	-	CSR Dept.
		Project RAAH	Potka	Jamshedpur, Jharkhand	4.50	5.79	-	CSR Dept.
		Gyanodaya Pre-Nursery School	Local	Jamshedpur, Jharkhand	3.00	3.00	-	Disha ki Aur
		English & Science coaching classes	Potka	Jamshedpur, Jharkhand	0.30	0.30	-	CSR Dept.
		Career Counselling	Potka	Jamshedpur, Jharkhand	0.00	0.00	-	Jai Infotech
2	Health & Sanitation	Blood Donation Camp	Local	Jamshedpur, Jharkhand	1.50	0.86	-	CSR Dept.
		Health Check-up, Immunization and Sanitation	Local, Potka	Jamshedpur, Jharkhand	0.70	0.31	-	CSR Dept.
3	Environmental Sustainability	Tree Plantation	Potka	Jamshedpur, Jharkhand	0.16	0.09	-	CSR Dept.
		Basti Cleaning (Swachch Bharat Abhiyaan)	Local	Jamshedpur, Jharkhand	1.65	0.05	-	CSR Dept.
4	Employability & Skill Development	Stitching	Potka	Jamshedpur, Jharkhand	0.80	0.80	-	CSR Dept.
		Archery	Local, Potka	Jamshedpur, Jharkhand	0.80	0.80	-	CSR Dept.
		Football	Local	Jamshedpur, Jharkhand	0.18	0.11	-	
		Nutritional Gardening	Potka	Jamshedpur, Jharkhand	1.65	1.87	-	TRCSC
		Mushroom Cultivation	Potka	Jamshedpur, Jharkhand	1.20	1.16	-	TRCSC
		Computer Course	Potka	Jamshedpur, Jharkhand	0.39	0.15	-	NIIT
		Summer Camp	Potka	Jamshedpur, Jharkhand	0.40	0.35	-	CSR Dept.
5	Infrastructure Development & Maintenance	Procurement of infrastructural support & construction of toilets in the nearby areas under Swach Bharat Mission.	Local	Jamshedpur, Jharkhand	4.10	5.76	-	-
TOTAL					22.33	23.17	-	-
					Total Expenditure	23.17		

TRCSC: Technology Resource Communication and Service Centre.
Disha ki Aur: An NGO, managed by wives of the Company's officers

ANNEXURE 'C' TO THE BOARD'S REPORT

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of Companies (Accounts) Rules, 2014 forming part of the Board's Report for the year ended 31st March 2019.

CONSERVATION OF ENERGY

a) Measures Taken / Impact:

- i. Installation of 10 kW solar roof top grid panel, which has generated around 6,466 Kwh of solar power since its installation from August 2018.
- ii. Close monitoring of equipment-wise power consumption with the help of energy meter installation.
- iii. Installation of VFD (Variable Frequency Drives) in air compressor at Rod Mill, from which a saving of approximately Rs. 2.60 Lakhs per month has been derived. The VFDs are also being deployed at 110kW furnace blower and 25 kW Fan at the Rod Mill.
- iv. Replacement of 40 watts tube light and 250 watts metal halide light with 18 watts LED lights, across plant premises and township.
- v. Installation of energy efficient (IE3) motors in the process water system. Also, a system for auto switch on and off for street lights (timer based) has also been implemented.
- vi. Monitoring of Furnace Oil (FO) quality on the basis of its density, moisture content, calorific value, viscosity, etc., through new quality testing machine has been started. Also, a diagnostic study of furnace has been conducted by the experts such as Tenova and Mecon Ltd. and subsequent implementation of the recommendations arising out of the study has been done.
- vii. Modification in annealing cycle and elimination of one annealing cycle by directly drawing 0.61 mm wire from 5.5 mm wire rod in the manufacturing process of binding wire (Wire Mill) has led to reduction in power consumption from 650 Kwh per MT to 570 Kwh per MT.
- viii. Reduction in holding time at zinc business of JEMCO division has led to reduction in power consumption from 392 Kwh per MT to 364 Kwh per MT.

b) Steps taken by the Company for utilizing alternate sources of energy:

- i. A bio-gas plant has been installed at the canteen premises which has replaced the LPG cylinders in the canteen kitchen activities.
- ii. Solar power generated is directly connected to the grid which decreases the consumption load and the conventional energy is substituted with renewable source of energy.
- iii. In FY'20, the Company envisages to install heater less vapourizer at LPG yard which would cost around Rs. 19 lakhs and would replace electrical energy with heat energy.

c) Capital Investment on Energy Conservation during FY'19: Capital investment of around Rs. 7.50 Lakhs was done for the installation of roof-top solar grid panel.



TECHNOLOGY ABSORPTION

- (1) New products are being added in consultation with customers and Group Company's technical experts with a view to improve performance of our products and developing new product range.
- (2) Efforts are being made for further quality improvements in products at higher efficiency.
- (3) Expenditure on Research & Development - No separate expenditure was incurred on research & development as it is a part of the normal production and planning activity.
- (4) No expenditure has been incurred on account of imported technology.

FOREIGN EXCHANGE EARNINGS AND OUTGO

	2018- 19 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)
EARNINGS	-	83.40
OUTGO	211.87	102.43

ANNEXURE 'D' TO BOARD'S REPORT**EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31st March 2019****I. REGISTRATION AND OTHER DETAILS:**

i) CIN	U27106WB1935PLC008447
ii) Registration Date	02-12-1935
iii) Name of the Company	THE INDIAN STEEL & WIRE PRODUCTS LIMITED
iv) Category / Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
v) Address of the Registered office and contact details	7D & E, 7th Floor, Everest House, 46 C Chowringhee Road, Kolkata - 700 071.
vi) Whether listed company Yes / No	NO
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	TSR DARASHAW CONSULTANTS PVT. LTD., 6-10 HAJI MOOSA PATRAWALA INDUSTRIAL ESTATE, 20 DR.E. MOSES ROAD MAHALAXMI, MUMBAI-400011 TEL:022-66568485

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Name and Description of main products / services	NIC Code of the product/ service	% of total turnover of the company
Wire Rods	24105	51
Wires	24108	27
JEMCO (Steel Castings / Iron Castings / Zinc Refinement / Slag Processing)	24319	8
Welding Products & Nails	24109	14

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No	Name and Address of the Company	CIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	TATA STEEL LTD. BOMBAY HOUSE, 24-HOMI MODY STREET, FORT, MUMBAI, MAHARASHTRA- 400001	L27100MH1907PLC000260	HOLDING	95.01	2(87)



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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	NA	0	0	0	NA	-	-	-	0
b) Central Govt	NA	0	0	0	NA	-	-	-	0
c) State Govt (s)	NA	0	0	0	NA	-	-	-	0
d) Bodies Corp.	NA	56,92,951	56,92,951	95.01	NA	56,93,051	56,93,051	95.01	0
e) Banks / FI	NA	0	0	0	NA	0	0	0	0
f) Directors	NA	500	500	0.01	NA	400	400	0.01	0
Sub-total(A) (1):-	NA	56,93,451	56,93,451	95.02	NA	56,93,451	56,93,451	95.02	0
(2) Foreign									
a) NRIs - Individuals	NA	0	0	0	NA	0	0	0	0
b) Other – Individuals	NA	0	0	0	NA	0	0	0	0
c) Bodies Corp.	NA	0	0	0	NA	0	0	0	0
d) Banks / FI	NA	0	0	0	NA	0	0	0	0
e) Others	NA	0	0	0	NA	0	0	0	0
Sub-total (A) (2):-	NA	0	0	0	NA	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NA	56,93,451	56,93,451	95.02	NA	56,93,451	56,93,451	95.02	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	NA	0	0	0	NA	0	0	0	0
b) Banks / FI	NA	13,318	13,318	0.22	NA	13,318	13,318	0.22	0
c) Central Govt	NA	0	0	0	NA	0	0	0	0
d) State Govt(s)	NA	0	0	0	NA	0	0	0	0
e) Venture Capital Funds	NA	0	0	0	NA	0	0	0	0
f) Insurance Companies	NA	0	0	0	NA	0	0	0	0
g) FIIs	NA	0	0	0	NA	0	0	0	0
h) Foreign Venture Capital Funds	NA	0	0	0	NA	0	0	0	0
i) Trusts & Charitable Institutions	NA	4,117	4,117	0.07	NA	4,117	4,117	0.07	0
j) Non Promoter Group Companies	NA	1,54,156	1,54,156	2.57	NA	1,54,156	1,54,156	2.57	0
Sub-total (B)(1):-	NA	1,71,591	1,71,591	2.86	NA	1,71,591	1,71,591	2.86	0

(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	NA	17,377	17,377	0.29	NA	17,377	17,377	0.29	0
ii) Overseas	NA	-	-	-	NA	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NA	1,09,477	1,09,477	2	NA	1,09,477	1,09,477	2	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NA	-	-	-	NA	0	0	0	0
Sub-total (B)(2):-	0	1,26,854	1,26,854	2.29	-	1,26,854	1,26,854	2.29	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	NA	2,98,445	2,98,445	5	NA	2,98,445	2,98,445	5	0
C. Shares held by Custodian for GDRs & ADRs	NA	0	0	0	NA	0	0	0	0
Grand Total (A+B+C)	NA	59,91,896	59,91,896	100	NA	59,91,896	59,91,896	100	0

d) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Tata Steel Limited	56,92,951	95.01	NA	56,92,951	95.01	NA	0.00%

e) Change in Promoters' Shareholding

S. No	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year				
		No. of shares	% of total shares of the company	Date	Increase in Holding	Reason	No. of shares	% of total shares of the company
1	Tata Steel Limited	56,92,451	95.01	-	-	-	56,92,951	95.01



f) Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year				
		No. of shares	% of total shares of the company	Date	Increase/ Decrease in Shareholding	Reason	No. of shares	% of total shares of the company
1	Mr. Peeyush Gupta	100	0.0017	NA	NA	NA	100	0.0017
2	Mr. Sandeep Bhattacharya	100	0.0017	NA	NA	NA	100	0.0017
3	Mr. Ashish Anupam	100	0.0017	NA	NA	NA	100	0.0017
4	Mr. Neeraj Kant	100	0.0017	NA	NA	NA	100	0.0017

V. INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	(in INR Lakhs)			
Indebtedness at the beginning of the financial year				
i) Principal Amount	75.98	2.50	1,400.00	1,478.48
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	75.98	2.50	1,400.00	1,478.78
Change in Indebtedness during the financial year				
Addition / (Reduction)	(75.98)	(2.50)	-	(78.48)
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	1,400.00	1,400.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	1,400.00	1,400.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Mr. Neeraj Kant, Managing Director :**

S. No.	Particulars of Remuneration	Total Amount (in Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	46,95,108
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,55,825
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0
2	Stock Option	0
3	Sweat Equity	0
4	Commission - as % of profit	0
	Others	1,10,46,913
	Total (A)	1,78,97,846

B. Remuneration to other directors[#]

S. No.	Name of the Director	Designation	Sitting Fees	Commission	Total
					(Amount in Rs.)
1.	Mr. Peeyush Gupta	NED	-	-	-
2.	Mr. Sudev Chandra Das	Independent Director	3,15,000	5,62,415	8,77,415
3.	Ms. Molly Thambi*	Independent Director	2,55,000	3,37,449	5,92,449
4.	Mr. Suresh Kumar**	NED	35,000	67,490	1,02,490
5.	Mr. Sandeep Bhattacharya	NED	-	-	-
6.	Mr. Ashish Anupam***	NED	-	-	-
7.	Ms. Ramya Hariharan****	Independent Director	-	-	-
Total (B)					15,72,354
Total (A+B)					1,94,70,200

* Tenure completed on 29th March 2019

** Resigned w. e. f. 16th August 2018

*** Appointed as Additional Director w. e. f. 14th March 2019

**** Appointed as an Independent Director w. e. f. 5th April 2019

[#] In line with the guidelines adopted by the Company, no payment is made towards sitting fees and commission to the Non-executive Directors of the Company, who are in full time employment with any other Tata Group Company.

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

The provisions of Key Managerial Personnel are not applicable on the Company.



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)
A. COMPANY					
Penalty	None	None	None	None	None
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None	None	None	None	None
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment					
Compounding					

Sd/-
(Neeraj Kant)
Managing Director
(DIN: 6598469)

Sd/-
(Rabi Narayan Kar)
Company Secretary
(Membership No.: ACS 18172)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of The Indian Steel & Wire Products Limited (“the Company”), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and total comprehensive income (comprising of profit/ loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

4. The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Director’s Report, but does not include the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements.



5. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
12. 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 (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



-
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33.1(a) to the 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Kolkata
April 11, 2019

Sougata Mukherjee
Partner
Membership Number: 057084

ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 12 (f) of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements for the year ended March 31, 2019)

1. We have audited the internal financial controls with reference to financial statements of The Indian Steel & Wire Products Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 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 Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 deemed to be prescribed under Section 143(10) of the Act 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 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements includes those policies and



procedures that; (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, 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.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Kolkata
April 11, 2019

Sougata Mukherjee
Partner
Membership Number: 057084

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2019.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties, as disclosed in Note 5 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.

We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and professional tax though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax, duty of customs, and goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, duty of excise, value added tax as at March 31, 2019 which have not been deposited on account of a dispute, are as follows:



Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax Act	Sales Tax/Value Added Tax	1,620.37	1996-97 to 2000-01 and 2003-15	Appellate Authority -Upto Commissioner's level
Excise Duty	Central Excise	134.20	2004-05	Appellate Authority -Upto Commissioner's level
Wealth Tax	Wealth Tax	390.35	1993-94 to 1997-98	Appellate Authority -Upto Commissioner's level
Income Tax	Income Tax Act	405.52	2010-11	Appellate Authority -Upto Commissioner's level

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (Including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. 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.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Kolkata
April 11, 2019

Sougata Mukherjee
Partner
Membership Number: 057084

Balance Sheet as at March 31, 2019

		Rs. in Lakhs		
		Notes	As at March 31, 2019	As at March 31, 2018
(I) ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	04		4,640.06	4,944.67
(b) Capital work-in-progress	04		282.42	27.25
(c) Intangible assets	04		117.05	135.97
(d) Investment properties	05		160.97	164.35
(e) Financial assets				
(i) Investments	06		0.00	0.00
(f) Other non current assets	07		322.88	11.08
(g) Non current tax asset			1,077.49	965.28
(h) Deferred tax assets	20		235.00	187.06
TOTAL NON-CURRENT ASSETS			<u>6,835.87</u>	<u>6,435.66</u>
(2) Current assets				
(a) Inventories	08		3,579.21	3,528.74
(b) Financial assets				
(i) Trade receivables	09		1,987.86	1,729.48
(ii) Cash and bank balances	10		1,044.04	41.28
(iii) Bank balances other than (ii) above	10		50.32	54.70
(iv) Other financial assets	11		792.80	311.66
(c) Other current assets	07		694.55	939.64
(d) Assets classified as held for sale	34		281.11	654.36
TOTAL CURRENT ASSETS			<u>8,429.89</u>	<u>7,259.86</u>
TOTAL ASSETS			<u>15,265.76</u>	<u>13,695.52</u>
(II) EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share capital	12		599.19	599.19
(b) Other equity				
(i) Retained earnings	13		7,463.97	6,207.88
(ii) Other components of equity	13		544.71	544.71
			<u>8,607.87</u>	<u>7,351.78</u>
(2) Non-current liabilities				
(a) Financial liabilities				
(i) Other financial liabilities	14		1,400.00	1,400.00
(b) Provisions	15		820.80	744.59
(c) Employee benefit obligations	16		511.82	371.06
TOTAL NON-CURRENT LIABILITIES			<u>2,732.62</u>	<u>2,515.65</u>
(3) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	17		-	78.48
(ii) Trade payables	18		3,296.22	3,096.56
a) Total outstanding dues of Micro & Small enterprises			47.32	41.61
b) Total outstanding dues other than (ii)(a)			3,248.90	3,054.95
(iii) Other financial liabilities	14		68.57	239.94
(b) Provisions	15		119.95	118.69
(c) Employee benefit obligations	16		23.01	25.87
(d) Other current liabilities	19		293.25	209.28
(e) Current tax liabilities			116.39	48.35
(f) Liabilities directly associated with assets classified as held for sale	34		7.88	10.92
TOTAL CURRENT LIABILITIES			<u>3,925.27</u>	<u>3,828.09</u>
TOTAL EQUITY AND LIABILITIES			<u>15,265.76</u>	<u>13,695.52</u>

See accompanying notes forming part of the financial statements

In terms of our report of even date**For Price Waterhouse & Co Chartered Accountants LLP**Chartered Accountants
Firm Registration Number: 304026E/E300009**Sougata Mukherjee**Partner
Membership Number: 057084

Kolkata, April 11, 2019

For and on behalf of the Board of Directors**Peeyush Gupta**Chairman
DIN-02840511**U. Mishra**

Chief Financial Officer

Jamshedpur, April 11, 2019

Neeraj KantManaging Director
DIN-06598469**Rabi Narayan Kar**

Company Secretary



Statement of Profit & Loss for the year ended March 31, 2019

Rs. in Lakhs

	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018	
Continuing operations				
(1)	Revenue	21	28,721.37	25,948.50
(2)	Other Income	22	508.44	164.95
(3)	Total Income (1 + 2)		29,229.81	26,113.45
(4)	EXPENSES			
(a)	Raw materials consumed	23 (A)	2,639.02	2,139.03
(b)	Changes in inventories of finished goods and work-in-progress	23 (B)	154.39	433.96
(c)	Employee benefit expense	24	4,676.61	4,298.40
(d)	Finance costs	25	56.19	112.22
(e)	Depreciation and amortisation expense		611.35	596.64
(f)	Excise duty on sale of goods		-	221.55
(g)	Other expenses	26	18,935.11	16,663.34
	Total Expenses		27,072.67	24,465.14
(5)	Profit before tax from continuing operations (3 - 4)		2,157.14	1,648.31
	Profit before tax		2,157.14	1,648.31
(6)	Tax Expense			
(1)	Current tax		790.31	472.13
(2)	Deferred tax		(47.94)	139.09
	Total tax expense	27 (i)	742.37	611.22
(7)	Profit after tax from continuing operations (5-6)		1,414.77	1,037.09
(1)	Profit/(Loss) before tax from discontinuing operations		(162.50)	(95.24)
(2)	Tax expense		56.78	32.96
(8)	Profit/(Loss) after tax from discontinuing operations		(105.72)	(62.28)
(9)	Profit for the year (7+8)		1,309.05	974.81
(10)	Other comprehensive income			
(a)	Items that will not be reclassified to statement of profit or loss			
(i)	Remeasurement of the employees defined benefit plans		(81.41)	55.38
(ii)	tax impact	27 (ii)	28.45	(19.17)
	Total Other comprehensive income		(52.96)	36.21
(11)	Total comprehensive income for the year (9+10)		1,256.09	1,011.02
(12)	Earnings per equity share (for continuing operation):			
(1)	Basic	29	23.61	17.31
(2)	Diluted	29	23.61	17.31
(13)	Earnings per equity share (for discontinuing operation):			
(1)	Basic		(1.76)	(1.04)
(2)	Diluted		(1.76)	(1.04)
(14)	Earnings per equity share (for continuing and discontinuing operation):			
(1)	Basic		21.85	16.27
(2)	Diluted		21.85	16.27

See accompanying notes forming part of the financial statements

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Chartered Accountants
Firm Registration Number: 304026E/E300009

Sougata Mukherjee
Partner
Membership Number: 057084

Kolkata, April 11, 2019

For and on behalf of the Board of Directors

Peeyush Gupta
Chairman
DIN-02840511

U. Mishra
Chief Financial Officer

Neeraj Kant
Managing Director
DIN-06598469

Rabi Narayan Kar
Company Secretary

Jamshedpur, April 11, 2019

Cash Flow Statement for the year period ended March 31, 2019

Rs. in Lakhs

	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Cash Flow from Operating activities:		
Profit before taxes including discontinued operations	1,994.64	1,553.07
From continuing operations	2,157.14	1,648.31
From discontinued operations	(162.50)	(95.24)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	611.35	597.64
Provision for bad & doubtful debts & Advances	99.89	98.11
Interest Income	(168.40)	(5.53)
Finance Cost	56.22	123.65
(P)/L on sale of capital assets (net of discarded assets written off)	11.25	(164.19)
Provision for warranty claims	9.91	(38.84)
Employee separation compensation (amortised, net of payments)	6.22	1.54
Operating profit before working capital changes	2,621.08	2,165.45
Adjustments for (increase)/decrease in operating assets		
Inventories	265.75	1,092.51
Trade receivables	(260.86)	702.07
Other financials assets (includes FD movement)	(476.76)	149.84
Other non financials assets	122.77	211.60
Adjustments for increase/(decrease) in operating liabilities		
Trade Payables	196.62	(456.78)
Other financials liabilities	(9.48)	(11.04)
Other non financials liabilities	83.97	(88.47)
Retirement benefit assets/obligations	56.49	(162.23)
Short-term provisions	(14.86)	68.97
Long-term provisions	76.21	(5.29)
Cash generated from operations	2,660.92	3,666.63
Income taxes paid	(588.69)	(516.29)
Net cash from operating activities	2,072.23	3,150.34
Exceptional item	-	-
Net cash from operating activities	2,072.23	3,150.34
B. Cash Flow from Investing activities:		
Purchase of property, plant and equipment	(970.40)	(1,467.52)
Sale of property, plant and equipment	27.79	231.46
Interest received	7.84	5.53
Net cash used in investing activities	(934.77)	(1,230.53)
C. Cash Flow from Financing activities:		
Proceeds from/ (Repayment against) working capital borrowings (net)	(78.48)	(1,785.69)
Finance Cost	(56.22)	(123.65)
Net cash used in financing activities	(134.70)	(1,909.34)
Net increase / (decrease) in cash and cash equivalents	1,002.76	10.47
Cash & cash equivalents as at April 1	41.28	30.81
Cash & cash equivalents as at March 31	1,044.04	41.28

See accompanying notes forming part of the financial statements

Notes: (1) Cash & Cash equivalents represent cash & cheques on hand and balance with banks (Refer note 10)

(2) Figures in brackets represent outflows.

(3) Previous year's figures have been recast/restated where necessary

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Chartered Accountants
Firm Registration Number: 304026E/E300009

Sougata Mukherjee
Partner
Membership Number: 057084

Kolkata, April 11, 2019

For and on behalf of the Board of Directors

Peeyush Gupta
Chairman
DIN-02840511

U. Mishra
Chief Financial Officer

Jamshedpur, April 11, 2019

Neeraj Kant
Managing Director
DIN-06598469

Rabi Narayan Kar
Company Secretary



Statement of Changes in Equity

A. Equity Share Capital

Particulars	Rs. in Lakhs
Balance as at April 1, 2017	599.19
Changes in equity share capital during the year ended March 31, 2018	-
Balance as at March 31, 2018	599.19
Changes in equity share capital during the year ended March 31, 2019	-
Balance as at March 31, 2019	599.19

B. Other Equity

Rs. in Lakhs

Statement of changes in Equity	Reserves and surplus					Items of Other comprehensive income	Total Equity
	Amalgamation Reserve	Investment Allowance	Special Reserve	Capital Reserve	Retained Earnings	Equity investment through OCI	
Balance as at April 1, 2017	276.60	267.30	0.73	0.08	5,196.86	-	5,741.57
Recognised in the statement of Profit & loss during the year	-	-	-	-	974.81	-	974.81
Other Comprehensive Income	-	-	-	-	36.21	-	36.21
Balance as at March 31, 2018	276.60	267.30	0.73	0.08	6,207.88	-	6,752.59
Recognised in the statement of Profit & loss during the year	-	-	-	-	1,309.05	-	1,309.05
Other Comprehensive Income	-	-	-	-	(52.96)	-	(52.96)
Balance as at March 31, 2019	276.60	267.30	0.73	0.08	7,463.97	-	8,008.68

See accompanying notes forming part of the financial statements

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Chartered Accountants
Firm Registration Number: 304026E/E300009

Sougata Mukherjee
Partner
Membership Number: 057084

Kolkata, April 11, 2019

For and on behalf of the Board of Directors

Peeyush Gupta
Chairman
DIN-02840511

U. Mishra
Chief Financial Officer

Neeraj Kant
Managing Director
DIN-06598469

Rabi Narayan Kar
Company Secretary

Jamshedpur, April 11, 2019

Statement of Profit & Loss from Discontinuing Operations for the year ended March 31, 2019

	Rs. in Lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(1) Revenue from operations	142.14	223.53
(2) Other Income	(3.77)	167.20
(3) Total Revenue (1 + 2)	138.37	390.73
(4) EXPENSES		
(a) Raw materials consumed	-	71.76
(b) Changes in stock of finished goods & work-in-progress	126.15	236.50
(c) Employee benefit expense	-	13.99
(d) Finance costs	0.03	11.43
(e) Depreciation and amortisation expense	-	1.00
(f) Excise duty on sale of goods	-	17.85
(g) Other expenses	174.69	133.44
Total Expenses	300.87	485.98
(5) (Loss) before tax from discontinuing operations (3-4)	(162.50)	(95.24)
(6) Tax Expense		
(1) Current tax for the year	56.78	32.96
(2) Deferred tax	-	-
Total tax expense	56.78	32.96
(7) Loss after tax from discontinuing operations (5-6)	(105.72)	(62.28)



Notes forming part of the Financial Statements

01 - Accounting Policies

(1) GENERAL CORPORATE INFORMATION

The Indian Steel & Wire Product Limited (“The Company”) is a subsidiary of Tata Steel Limited (“Tata Steel”). The Company has set up its manufacturing facilities at Jamshedpur and has its Registered Office in Kolkata, West Bengal, India.

The Company is one of the first wire drawing plants established in India in the year 1920. The Wire Unit comprises Wire Rod Mill and Wire Mill. The product portfolio of the Company includes various products like Welding electrodes, GI Wires, Mig Wire, Nails, Barbed Wire, Wire Rod and TMT. The Wire division of the company being an External Processing Agent receives conversion charges from Tata Steel.

Apart from Wire Unit it has another unit for Steel Roll Manufacturing named Jamshedpur Engineering & Machine Manufacturing Company (JEMCO), pioneer in Industrial Roll and Engineering Casting manufacturing. The Unit produces Iron & Steel Rolls for Integrated Steel Plants and Engineering Castings for Steel Plants, Automobile Industry and Power Plants etc.

The financial statements are presented in Indian Rupee (INR) which is also the functional currency of the company.

(2) Summary of significant accounting policies

2.01 Statement of compliance

The financial statements comply in all material aspect with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') (Companies (Indian Accounting Standards) Rules, 2015) and other relevant provisions of the Act.

2.02 Basis of preparation and presentation

These financial statements have been prepared on a historical cost basis except for the following:

- (a) certain financial assets and liabilities are measured at fair value
- (b) assets held for sale are measured at fair values less cost to sell.

2.03 Use of Estimates

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- Useful lives of Property, plant and equipment (Refer Note 2.07 and 2.08)

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

- Provisions and Contingencies (Refer Note 33.1 and 33.2)
- Valuation and measurement of income taxes and deferred taxes (Refer Note 28.01 and 28.02)
- Assets and liabilities relating to employee benefits (Refer Note 30)

2.04 REVENUE RECOGNITION

Pursuant to notification issued by Ministry of Corporate Affairs (MCA) on March 28, 2018, the Company has adopted Ind AS 115 on "Revenue from Contracts with Customers" w.e.f. accounting period beginning on and after April 1, 2018 using full retrospective approach which does not have material impact on the financial statement of the Company.

(i) Sale of goods

Revenue from the sale of goods is recognized when the company sells a product to the customers. Payment of the transaction price is due immediately when the customer purchases the goods and takes the delivery. The delivery considered to be taken place when;

- The Company has transferred the significant control over the goods;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- It is probable that the economic benefits associated with the transaction will flow to the Company;

(ii) Sale of services

The wire division acts as an external processing agent of Tata Steel Limited for conversion of wire rod and billet into TMT and wire. Conversion income is recognized in the accounting period in which the conversion service is rendered.

(iii) Dividend and Interest income

Dividend income is recognised when the company's right to receive dividend is established. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

(iv) Rental income

Rental income from investment properties is recognised on a straight line basis over the term of the relevant leases.

2.05 Employee Benefits

(i) Short-term benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.



Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

(ii) Defined contribution retirement benefits

Payments to defined contribution retirement benefits are recognised as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/schemes. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under Section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-s-vis interest rate declared by the Employees' Provident Fund Organisation.

(iii) Defined benefit retirement benefits

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees and pension to retired whole-time directors. The post retirement medical benefit is provided to employees and retired whole-time directors. Gratuity liabilities are funded and managed through separate trust M/s Life Insurance Corporation of India (LIC) from January 1st, 2012. The liabilities towards pension to retired whole-time directors are not funded.

Remeasurements, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognised in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in the comprehensive income are not reclassified to the statement of profit and loss. Past service costs are recognised in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognised in the statement of profit and loss are categorised as follows

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); and
- net interest expense or income.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

(iv) Other Long-term benefits

The Company provides annual leave which are accumulating and vesting to its employees. The annual leave benefit is not funded. The cost of providing annual leave benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. All actuarial gains or losses are recognised in the statement of profit and loss in the period in which they occur.

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

2.06 Taxation

(i) Current tax

Current tax is payable based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(iii) Minimum alternate tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is recognised as an asset in the balance sheet when there is convincing evidence that the Company will pay normal income tax during the specified period and it is probable that future economic benefit associated with it will flow to the Company.

2.07 Property, Plant and equipment

- (i) Buildings and Roads, Plant and Equipment, Furniture and Fixtures and Vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase cost of materials, including import duties and non-refundable taxes, any directly attributable costs of bringing an asset to the location and condition of its intended use and borrowing costs capitalised in accordance with the Company's accounting policy.

Properties in the course of construction for production or supply of goods or services or for administrative purposes are carried at cost, less any recognised impairment losses.



Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over the useful lives, using the straight-line method. Depreciation of assets commences when the assets are ready for their intended use. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes is accounted as change in estimate on a prospective basis.

Estimated useful lives of the assets are as follows:

Buildings and Roads	:	3 to 60 years
Plant and Equipment	:	3 to 15 years
Furniture and Fixtures	:	10 years
Office Equipments	:	3 to 5 years
Computers	:	3 years
Motor Vehicles	:	5 to 8 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognised in the statement of profit and loss.

(ii) Capital work-in-progress

Capital Work-in-Progress includes, material, labour and other directly attributable costs incurred on assets, which are yet to be commissioned. Capital Inventory is included in Capital work-in-progress and comprises stock of capital items and construction materials at stores and with contractors.

2.08 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment (if any) losses. Amortisation is recognised at straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquire separately are carried at cost less accumulated impairment losses.

Estimated useful lives of the intangible assets are as follows:

Software	:	5 to 10 years
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An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of intangible assets is recognised in the statement of profit and loss.

2.09 Impairment of assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

2.10 Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price, non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, taxes. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Scrap are valued at net realisable value.

Stores and spares are valued at cost comprising of purchase price, non refundable taxes and duties and other directly attributable costs after providing for obsolescence and other losses, where considered necessary.

Value of inventories are generally ascertained on the "weighted average" basis.

2.11 Provisions, Contingent liabilities and Contingent assets

2.11.01 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.11.02 Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's warranty obligation.

2.11.03 Contingent liabilities and assets

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognised. In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. There are certain obligations which

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.12 Foreign exchange gain and losses

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

2.13 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transactions costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transactions cost directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the statement of profit and loss.

2.14 Financial assets

All regular purchases or sales of financial assets are recognised and derecognised on a transaction date basis. Regular purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.14.01 Financial assets at fair value through profit and loss (FVTPL)

Investments in equity instruments are classified as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in the 'Other income' line item.

2.14.02 Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, Company follow a simplified approach where provision is made as per the ageing buckets which are designed based on historical facts and patterns.

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

2.14.03 Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

2.14.04 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents includes cash on hand, cheques/ drafts on hand and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.15 Financial liabilities and equity instruments

2.15.01 Financial liabilities

Financial liabilities are measured at amortised cost or at FVTPL

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost.

Trade and other payables

These amounts represent liabilities for goods and services received by the Company prior to the end of reporting period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

2.16 Segment Reporting

The board of directors assesses performance of the Company as Chief Operating Decision Maker (CODM).

The Company has disclosed Business Segment as the primary segment. The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The Company's operations predominantly relate to manufacture of Wire products, Direct business and Rolls.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Notes forming part of the Financial Statements

01 - Accounting Policies (contd.)

2.17 Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

2.18 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are expensed in the period in which they are incurred.

2.19 Assets held for sale and discontinued operations

Non-current assets classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell. Assets are classified as held for sale if their carrying value will be recovered through a sale transaction rather than through continuing use. This condition is only met when the sale is highly probable and the asset is available for immediate sale in its present condition and is marketed for sale at a price that is reasonable.

2.20 Earnings per share

Basic earnings per share is computed by dividing the profit after tax before other comprehensive income by the weighted average number of equity shares outstanding during the financial year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti dilutive.

(3) Recent accounting pronouncements- Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules'). The rules proposed the new standard on Leases i.e., Ind AS 116, Leases. The rules is proposed to be effective from reporting periods beginning on or after April 1, 2019.

IndAS 116- Leases

The company is in the process of assessing the detailed impact of Ind AS 116. Presently, the company is not able to reasonably estimate the impact that application of Ind AS 116 is expected to have on its financial statements, except that adoption of Ind AS 116 is not expected to significantly change the lease accounting.

Notes forming part of the Financial Statements

04 - Property, plant and equipment

	Buildings (Own use)	Plant and Equipment (Owned)	Furniture and fixtures (Owned)	Office Equipments (Owned)	Vehicles (Owned)	Total Tangible Assets	Computer Software (Acquired)	Total Intangible assets	Capital work in progress
Balance as at March 31, 2017	1,208.54	3,751.32	114.35	98.25	66.93	5,239.39	183.41	183.41	96.93
Additions	181.82	1,420.70	27.36	48.81	22.18	1,700.87	39.79	39.79	1,668.03
Classified as held for sale	-	(67.19)	-	-	-	(67.19)	-	-	-
Disposals	(3.79)	(38.22)	-	(0.68)	(0.02)	(42.71)	-	-	(1,737.71)
Balance as at March 31, 2018	1,386.57	5,066.61	141.71	146.38	89.09	6,830.36	223.20	223.20	27.25
Additions	31.50	209.79	15.57	27.33	30.37	314.56	8.92	8.92	578.66
Disposals	(0.20)	(43.63)	-	(1.05)	(6.69)	(51.57)	-	-	(323.49)
Balance as at March 31, 2019	1,417.87	5,232.77	157.28	172.66	112.77	7,093.35	232.12	232.12	282.42
Accumulated depreciation									
Balance as at March 31, 2017	150.52	1,094.87	28.72	56.54	22.74	1,353.39	62.06	62.06	-
Depreciation expense	84.82	420.02	17.42	37.14	9.69	569.09	25.17	25.17	-
Classified as held for sale	-	(10.22)	-	-	-	(10.22)	-	-	-
Disposals	(2.34)	(23.63)	-	(0.60)	-	(26.57)	-	-	-
Balance as at March 31, 2018	233.00	1,481.04	46.14	93.08	32.43	1,885.69	87.23	87.23	-
Depreciation expense	83.82	440.20	12.61	38.67	4.83	580.13	27.84	27.84	-
Disposals	-	(8.37)	-	(0.89)	(3.27)	(12.53)	-	-	-
Balance as at March 31, 2019	316.82	1,912.87	58.75	130.86	33.99	2,453.29	115.07	115.07	-
Net Carrying amount									
Balance as at March 31, 2018	1,153.57	3,585.57	95.57	53.30	56.66	4,944.67	135.97	135.97	27.25
Balance as at March 31, 2019	1,101.05	3,319.90	98.53	41.80	78.78	4,640.06	117.05	117.05	282.42

Notes:

- Cost at the beginning and the end of the year excludes assets located in the Company's premises but owned by Tata Steel (Wire Division)
- The Company discontinued its fastener business in FY 2017-18 and therefore, all assets pertaining to Fastener business classified under the head "Assets classified as held for Sale".
- As at March 31, 2019, Gross block includes Rs. NIL (March 31, 2018: Rs. 67.19 lakhs) and Accumulated Depreciation includes is NIL (March 31, 2018: Rs. 10.22 lakhs) for fastener division.



Notes forming part of the Financial Statements

05 - Investment properties

	<u>Rs. in Lakhs</u>
	Freehold Buildings
Cost or deemed cost	
Balance at March 31, 2017	174.48
Additions	-
Disposals	-
Balance at March 31, 2018	174.48
Additions	-
Disposals	-
Balance at March 31, 2019	174.48
Accumulated depreciation	
Balance at March 31, 2017	6.75
Depreciation expense	3.38
Disposals	-
Balance at March 31, 2018	10.13
Depreciation expense	3.38
Disposals	-
Balance at March 31, 2019	13.51
Net Carrying amount	
Balance at March 31, 2018	164.35
Balance at March 31, 2019	160.97

(i) Amount recognised in Statement Of Profit & Loss Account

	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Rental income (Refer note 14)	59.69	53.32
Direct operating expenses (including repairs and maintenance)	(3.59)	(3.64)
Profit arising from investment properties before depreciation	56.10	49.68
Less – Depreciation	(3.38)	(3.38)
Profit arising from investment properties	52.72	46.30

The company obtains independent valuations for its Investment Properties at least annually. The fair value of investment properties have been determined by independent valuer. The investment properties are leased to Tata Steel Limited under operating lease with a rental payable monthly (refer note 14)

Description of valuation techniques used and key inputs to valuation on investment properties:

Particulars	Valuation technique	Significant Observable Inputs
Building	Market Approach- Comparison Method	Location & Locational advantages/disadvantages
		Nature of holding i.e. Freehold/ Leasehold
		Area of land
		Year of acquisition
		Terms and conditions
		Developments made
		Present and future possible use
		Present demand in the market
		SWOT analysis

Information about the fair value hierarchy are as follows:

Rs in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
	Level 3	Level 3
Investment property in India- at Kolkata city	6301	6294

Notes forming part of the Financial Statements

06 - Non Current Investments

Rs. in Lakhs

	As at March 31, 2019	As at March 31, 2018
(A) Other Investments		
(1) Quoted		
(2) Unquoted		
(a) In fully paid Equity Shares		
1,40,280 shares (1,40,280 shares) of Rs. 10 each of INCAB Industries Ltd. (pledged with Punjab National Bank) (*)	0.00	0.00
250 shares (250 shares) of Rs. 100 each in Bihar State Financial Corporation (*)	0.00	0.00
4,01,200 equity shares (4,01,200 equity shares) of Rs. 10 each in Brahma Steyr Tractors Ltd.(#)(*)	0.00	0.00
1,20,166 equity shares (1,20,166 equity shares) of Rs. 10 each in Metal Corporation of India Ltd. (#)(*)	0.00	0.00
(b) In fully paid debentures		
1,400 4% debentures (1,400 debentures) of Rs. 500 each in Assam Bengal Cement Co. Ltd. (in liquidation) (*)	0.00	0.00
(c) In fully paid preference shares		
2,852 - 5% tax free cumulative preference shares (2,852 preference shares) of Rs. 100 each in Metal Corporation of India Ltd. (*)	0.00	0.00
Total Investments	0.00	0.00

* Amount below rounding of norm adopted by the company.

Note- The above mentioned Share/debenture certificates are not physically available.

During FY'17-18, equity shares held by the company in Metal Corporation of India Ltd and Brahma Steyr Tractors Ltd has been reinstated in line with the details available for financial statement of the respective entity as filed with Ministry of Corporate Affairs.

Notes forming part of the Financial Statements

07- Other current and non current assets

	Rs. in Lakhs					
	As at March 31, 2019		As at March 31, 2018		As at March 31, 2018	
	Non current	Current	Total	Non current	Current	Total
(a) Capital advances	431.98	-	431.98	202.12	-	202.12
(b) Advance with public bodies	81.94	94.02	175.96	-	450.04	450.04
i) Service tax	-	18.92	18.92	-	18.92	18.92
ii) Excise	-	15.05	15.05	-	15.05	15.05
iii) Sales tax/Value added tax/Others	81.94	14.98	96.92	-	23.57	23.57
iv) GST	-	45.07	45.07	-	392.50	392.50
(c) Loans and advances to related parties	-	82.29	82.29	-	54.14	54.14
(d) Other loans and advances	-	762.97	762.97	-	628.03	628.03
i) Prepayments	-	8.80	8.80	-	11.28	11.28
ii) Advance to suppliers	-	561.80	561.80	-	425.80	425.80
iii) Others	-	192.37	192.37	-	190.95	190.95
Gross Loans and advances	513.92	939.28	1,453.20	202.12	1,132.21	1,334.33
Less: Provision for bad & doubtful loans & advances						
(a) Capital advances	191.04	-	191.04	191.04	-	191.04
(b) Other loans and advances	-	244.73	244.73	-	192.57	192.57
Total provision for bad & doubtful loans & advances	191.04	244.73	435.77	191.04	192.57	383.61
Total Loans and advances	322.88	694.55	1,017.43	11.08	939.64	950.72
Classification of loans and advances						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	322.88	694.55	1,017.43	11.08	939.64	950.72
Doubtful	191.04	244.73	435.77	191.04	192.57	383.61
Gross Loans and advances	513.92	939.28	1,453.20	202.12	1,132.21	1,334.33

Notes forming part of the Financial Statements

08 - Inventories

Rs. in Lakhs

	As at March 31, 2019	As at March 31, 2018
(a) Raw materials (At lower of Cost and Net Realisable Value(NRV))	855.31	816.23
(b) Work-in-progress (At lower of Cost and NRV)	639.02	1,131.71
(c) Finished goods (At lower of Cost and NRV)	384.94	153.92
(d) Scraps and Defectives (At Net Realisable Value)	137.30	30.02
(e) Stores and spares (at cost less write off for obsolescence)	1,562.64	1,396.86
Total Inventories	3,579.21	3,528.74

WIP comprises :

	As at March 31, 2019	As at March 31, 2018
Rolls and casting	634.09	1,097.61
Welding product	4.93	34.10
Total	639.02	1,131.71

FG comprises :

	As at March 31, 2019	As at March 31, 2018
Rolls and casting	15.68	31.72
Welding product	369.26	122.20
Total	384.94	153.92

- i) The cost of inventories recognised as an expense during the year was **Rs 2,639.02 lakhs** (March 31, 2018: Rs 2,139.03 lakhs)
- ii) The cost of inventories recognised as an expense during the year in respect of written down of inventory to its net realisable value was **Rs 75.12 lakhs** (March 31, 2018: Rs 327.87 lakhs).
- iii) The mode of valuation of inventories has been stated in note 2.10.
- iv) Inventories are pledged on pari passu first charge against working capital demand loans from HDFC (Refer note-17)
- v) The Company has discontinued its Fastener business and therefore, all inventories pertaining to Fastener business have been reclassified under the head "Assets classified as held for Sale" .



Notes forming part of the Financial Statements 09 - Trade receivables

Rs. in Lakhs

Trade receivables (unsecured)

- (1) Trade Receivables
(2) Receivables from Related Parties (Refer Note- 32)

Total Trade Receivables

Less: Loss allowances

Net total Receivables

Current Position

As at March 31, 2019	As at March 31, 2018
177.96	745.98
1,890.50	1,016.38
2,068.46	1,762.36
80.60	32.88
1,987.86	1,729.48
1,987.86	1,729.48

Break-up of Security details

- (i) Trade receivable considered good - Secured
(ii) Trade receivable considered good - Unsecured
(iii) Trade receivable which have significant increase in credit risk
(iv) Trade receivables - credit impaired

Less : Loss allowance

As at March 31, 2019	As at March 31, 2018
-	-
2,068.46	1,762.36
-	-
-	-
2,068.46	1,762.36
80.60	32.88
1,987.86	1,729.48

(a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(b) Ageing of receivables:

Amounts not yet due
One month overdue
Two months overdue
Three months overdue
Between three to six months overdue
Greater than six months overdue

As at March 31, 2019	As at March 31, 2018
1,602.41	1,057.26
237.54	324.29
-	27.93
70.06	34.80
33.92	88.28
124.54	229.80
2,068.46	1,762.36

Movement in Loss allowances are as under-

Balance at the beginning of the period
Allowances during the year
Written off during the year
Balance at the end of the year

As at March 31, 2019	As at March 31, 2018
32.88	233.47
47.72	66.16
-	(266.75)
80.60	32.88

- (c) The concentration of credit risk is limited to the fact that the major customer is Tata Steel Limited which is the parent company.
(d) Of the trade receivable balance as at March 31, 2019 **Rs. 1865.08 lakhs** (as at March 31, 2018 of Rs. 1762.36 lakhs) is due from company's major customer i. e. having more than 5% of total outstanding trade receivables (Tata Steel Ltd, the entities largest customer).
(e) The Company discontinued its Fastener business and therefore, all trade receivable pertaining to Fastener business are reclassified under the head "Assets classified as held for Sale".
(f) Trade receivable are pledged on pari passu first charge against working capital demand loans from HDFC. (Refer note-17)

Notes forming part of the Financial Statements

10 - Cash and cash balances

Rs. in Lakhs

	As at March 31, 2019	As at March 31, 2018
(a) Cash on hand	0.67	1.05
(b) Cheques, drafts on hand	-	1.12
(c) Unrestricted Balances with banks	1,043.37	39.11
(1) Unrestricted Balance with scheduled banks	1,043.37	39.11
(i) In Current Account	3.37	36.05
(ii) In Deposit Account	700.00	3.06
(iii) In Cash Credit Account	340.00	
Total cash and cash equivalents	1,044.04	41.28
(d) Earmarked Balances with banks		
(1) Earmarked Balance with scheduled banks	50.32	54.70
(i) In Deposit Account	50.32	54.70
Margin Money Deposit	50.32	54.70
Total cash and cash balances	1,094.36	95.98

Notes:

- a) Earmarked balances with banks in deposit accounts
- i) Margin money deposit related to Fixed Deposit against Letter of Credit/Foreign Letter of credit.

11 - Other financial assets (Secured and considered good)

Rs. in Lakhs

	As at March 31, 2019	As at March 31, 2018
(a) Security deposits	46.33	38.15
(b) Other financial assets	746.47	273.51
Other financial assets	792.80	311.66



Notes forming part of the Financial Statements 12 - Equity Share Capital

Rs. in Lakhs

Authorised:

70,00,000 (March 31,2019: 70,00,000) equity Shares of Rs.10 each

Issued:

59,91,896 (March 31,2019: 59,91,896) equity Shares of Rs.10 each

Subscribed and Paid up:

59,91,896 (March 31,2019: 59,91,896) equity Shares of Rs.10 each

Total Share Capital

	As at March 31, 2019	As at March 31, 2018
	700.00	700.00
	<u>700.00</u>	<u>700.00</u>
	599.19	599.19
	<u>599.19</u>	<u>599.19</u>
	599.19	599.19
	<u>599.19</u>	<u>599.19</u>

Reconciliation of number of shares and amount outstanding at the beginning & ending of reporting period.

Rs in Lakhs	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Amount	No. of shares	Amount
Equity shares: Issued, subscribed & fully paid up: At beginning and end of the year	59,91,896	599.19	5,991,896	599.19

Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each equity shareholder is eligible for one vote per share held.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company.

Shareholders holding more than 5% share capital:	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	%	No. of Shares	%
Tata Steel Limited (Holding company)	5,692,651	95.01%	5,692,651	95.01%

Notes forming part of the Financial Statements

13 - Other equity

Rs. in Lakhs

	As at March 31, 2019	As at March 31, 2018
1 Retained Earnings	7,463.97	6,207.88
a) Reconciliation of retained earnings:		
Opening balance	6,207.88	5,196.86
Profits for the year	1,309.05	974.81
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	(52.96)	36.21
Balance at the end of the year	7,463.97	6,207.88
2 Other components of equity		
a) Capital reserve		
Opening and closing balance	0.08	0.08
b) Amalgamation reserve		
Opening and closing balance	276.60	276.60
c) Investment Allowance (Utilised) Reserve		
Opening and closing balance	267.30	267.30
d) Special Reserve (Machinery Replacement Reserve)		
Opening and closing balance	0.73	0.73
Total Other components of equity	544.71	544.71

Notes forming part of the Financial Statements

14 - Other financial liabilities

	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
(a) Creditors for other liabilities				
(i) Creditors for capital supplies/services	-	45.52	-	207.41
(ii) Other credit balances *	1,400.00	23.05	1,400.00	32.53
Total Other financial liabilities	1,400.00	68.57	1,400.00	239.94
		1,468.57		1,639.94

*Long Term liabilities include deposits of **Rs. 1,400 lakhs** received from Tata Steel (As at March 31, 2018 Rs.1,400 lakhs) towards security deposit against Alipore flats given on lease as per the terms of the agreement which is renewable on its expiry. The economic value amounting to Rs. 126 lakhs is adjusted while arriving at the rental income Rs. 59.69 lakhs in respect of such properties (refer Note 5 & Note 22).

15 - Provisions

	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
(a) Provision for employee benefits				
(1) Long-term Employee Benefits	794.34	80.22	719.28	72.64
(i) Compensated absence	26.46	5.57	25.31	7.24
(ii) Provision for employee separation compensation	-	34.16	-	38.81
(b) Provision For Warranty Claims				
Total Provisions	820.80	119.95	744.59	118.69
		940.75		863.28

Notes

(a) The Company extends warranty on Rolls & castings manufactured and sold by it. The Company provides for any anticipated warranty costs at the time of recognising the sale based on technical evaluation and estimated costs. The details of the movement of provision for warranty are given below :

	Rs in Lakhs	
	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	38.81	80.92
Provision made during the period	9.91	8.87
Claims accepted	(14.56)	(3.27)
Provision no longer required written back	-	(47.71)
Balance at the end of the year	34.16	38.81



Notes forming part of the Financial Statements

16 - Employee benefit obligations

	Rs. in Lakhs					
	As at March 31, 2019			As at March 31, 2018		
	Non current	Current	Total	Non current	Current	Total
(A) Employee benefits liabilities						
(i) Pension Obligations	71.27	6.64	77.91	74.55	6.41	80.96
(ii) Retiring Gratuity (net)	197.34	-	197.34	39.05	-	39.05
(iii) Post retirement medical benefits	243.21	16.37	259.58	257.46	19.46	276.92
Total Employee benefit liabilities	511.82	23.01	534.83	371.06	25.87	396.93

17 - Current borrowings

	Rs. in Lakhs	
	As at March 31, 2019	As at March 31, 2018
A. Secured		
From Banks		
(1) Working Capital Demand Loans		
Cash Credit	-	75.98
Total Secured Borrowings	-	75.98
B. Unsecured		
(a) Other Loans		
(1) Deposit from Anvita Properties Pvt. Ltd.(Developer erstwhile Promoters)	-	2.50
Total Unsecured Borrowings	-	2.50
Total Borrowings	-	78.48

- a) Cash credit facility (working capital loan) is payable on demand and effective interest rate of cash credit facility is MCLR+ 35 BP's. Working capital demand loans from bank is secured by exclusive first charge+ by way of hypothecation of Comany's entire current assets including stock of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present & future, in a form and manner satisfactory to the bank.



Notes forming part of the Financial Statements 18 - Trade payables

Rs. in Lakhs

Trade Payables

- (a) Total outstanding dues of creditors
 - (i) Trade payables: Micro & Small enterprises
 - (ii) Trade payables: Others

Total Trade Payables

As at March 31, 2019	As at March 31, 2018
47.32	41.61
3,248.90	3,054.95
<u>3,296.22</u>	<u>3,096.56</u>

19 - Other Current liabilities

Rs. in Lakhs

Other Current liabilities

- (a) Advances received from customers
- (b) Creditors for other liabilities
 - (i) Statutory Dues
 - (ii) Other credit balances

Total Other Current Liabilities

As at March 31, 2019	As at March 31, 2018
148.10	146.95
141.88	59.06
3.27	3.27
<u>293.25</u>	<u>209.28</u>

20- Deferred Tax (Liability) / Assets

Rs. in Lakhs

Composition of Deferred Tax Assets and Liabilities is as follows:

- (a) Deferred Tax Assets
 - (i) ESS Compensation
 - (ii) Provision for Doubtful Debts & Advances
 - (iii) Provision for Leave Salary
 - (iv) Provision for Warranty
- (b) Deferred Tax Liabilities
 - Difference between book and tax depreciation

Deferred Tax Assets (Net)

As at March 31, 2019	As at March 31, 2018
18.00	19.74
75.00	50.17
304.00	274.07
12.00	-
174.00	156.92
<u>235.00</u>	<u>187.06</u>

Notes forming part of the Financial Statements

21 - Revenue from operations

Rs. in Lakhs

	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Sale of products (including Excise duty Rs. Nil (March 31, 2018: Rs. 221.55 lakhs)	5,826.39	5,819.53
(b) Sale of Services	19,887.92	17,789.70
(c) Other operating revenues (Scrap sale)	3,007.06	2,339.27
Revenue from Operations	28,721.37	25,948.50

Notes- Revenue from major products and services

Rs. in Lakhs

Sale of Products	For the year ended March 31, 2019	For the year ended March 31, 2018
MIG, Electrodes & Nails	3,973.96	2,713.03
Rolls and casting	1,852.43	2,743.60
GI Wire	-	362.90
Gross Sale of Products (Inc of taxes)	5,826.39	5,819.53
Conversion Income	19,887.92	17,789.70
Scrap Sales	3,007.06	2,339.27
Revenue from Operations (Gross)	28,721.37	25,948.50

21 (a) Disaggregation of revenue from contracts with customers

Rs. in Lakhs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Segment Revenue	30,440.24	26,934.65
Inter Segment revenue	1,210.43	821.20
Revenue from external customer	29,229.81	26,113.45
Timing of Revenue Recognition		
At a point in time	29,229.81	26,113.45
Over time	-	-
	29,229.81	26,113.45



Notes forming part of the Financial Statements

21 (b) Assets and liabilities related to contracts with customers

		Rs. in Lakhs	
	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
Trade receivables (net)	09	1,987.86	1,729.48
Work in progress	08	639.02	1,131.71
Finished goods Inventory	08	384.94	153.92
Unbilled Revenue	11	746.47	273.51
Total Contract assets		3,758.29	3,288.62
Contract Liabilities			
Advance received from customers	19	148.10	146.95

22 - Other Income

		Rs. in Lakhs	
		For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Interest Income			
Interest received on deposits		7.84	5.53
(b) Interest on Income Tax Refund		160.56	-
(c) Net gain/(loss) on sale of fixed assets		6.86	48.92
(d) Rental income (refer Note 14)		59.69	53.32
(e) Miscellaneous income		173.05	57.18
(f) Insurance Claim Received		100.44	-
Total Other Income		508.44	164.95

23 (A) - Raw material consumed

		Rs. in Lakhs	
		For the year ended March 31, 2019	For the year ended March 31, 2018
Raw material consumed			
(a) Opening stock		816.23	761.51
(b) Add: Purchases		2,678.10	2,265.51
(c) Sub Total (a+b)		3,494.33	3,027.02
(d) Less: Closing stock		855.31	816.23
(e) Other adjustments		-	71.76
Total raw material consumed		2,639.02	2,139.03

Notes forming part of the Financial Statements

23 (B) - Changes in inventories of finished products and work in progress

	Rs. in Lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Inventories at the beginning of the period		
(a) Finished products & Scraps	183.94	524.54
(b) Work-in-progress	1,131.71	1,225.07
	<u>1,315.65</u>	<u>1,749.61</u>
Inventories at the end of the period		
(a) Finished products & Scraps	522.24	183.94
(b) Work-in-progress	639.02	1,131.71
	<u>1,161.26</u>	<u>1,315.65</u>
Net (increase)/decrease	<u>154.39</u>	<u>433.96</u>

24 - Employee Benefit Expense

	Rs. in Lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Salaries, wages and bonus		
(1) Salaries and wages including bonus	4,023.14	3,734.38
(2) Employee separation compensation	6.22	1.54
(b) Company's Contribution to provident and other funds	350.62	332.70
(c) Workmen and Staff welfare expenses	296.63	229.78
Total Employee benefit expense	<u>4,676.61</u>	<u>4,298.40</u>

Note- No Salaries and wages including bonus was capitalised as a part of Property, plant and equipments (31.03.2018: Rs 56.51 lakhs)

25 - Finance costs

	Rs. in Lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Interest expense		
Cash Credit A/c	47.55	101.81
Others	4.42	3.97
(b) Bank Charges	4.22	6.44
Total Finance costs	<u>56.19</u>	<u>112.22</u>



Notes forming part of the Financial Statements

26 - Other expenses

Rs. in Lakhs

	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Consumption of stores, spare parts and loose tools	5,672.05	5,790.50
(b) Consumption of Packing Material	212.39	225.42
(c) Repairs to buildings	820.01	435.73
(d) Repairs to plant and machinery	891.23	617.65
(e) Repairs to others	33.45	26.63
(f) Power and fuel	7,449.58	6,135.32
(g) Water	313.57	311.39
(h) Rent	25.45	12.89
(i) Rates and taxes	406.36	332.64
(j) Insurance charges	85.18	31.96
(k) Freight and handling charges	157.53	200.53
(l) Travelling, conveyance and car running expenses	58.69	65.24
(m) Legal and other professional costs	47.49	39.68
(n) Conversion charges	1,718.27	1,609.76
(o) Sales Commission & Discount	43.05	28.71
(p) Business promotion	14.17	19.89
(q) Provision for doubtful debts and advances	99.89	86.62
(r) Increase / (decrease) of excise duty on inventory	-	(86.63)
(s) Provision for warranty expenses	9.91	(38.84)
(t) Expenses towards Corporate Social Responsibility	23.17	22.38
(u) Other expenses	853.67	795.87
(1) Director's fee	6.05	6.93
(2) Telephone expenses	27.56	26.58
(3) Payment to Auditors		
(i) As Auditors - statutory audit	7.30	10.30
(ii) As Auditors - Tax audit	1.50	-
(ii) Auditors out-of-pocket expenses	1.42	1.43
(4) Cost auditor's remuneration	1.47	1.60
(5) Other General Expenses	808.37	749.03
Total Other Expenses	18,935.11	16,663.34

Notes forming part of the Financial Statements

27 (i) Income tax recognised in profit or loss-

	Rs. in Lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Current Tax		
- In respect of current year	790.31	472.13
- In respect of prior year	-	-
Deferred Tax in respect of current year	(47.94)	139.09
Total Income tax recognised in the current year	742.37	611.22

The income tax expenses for the year can be reconciled to the accounting profit as follows:

	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit before tax from continuing operations	2,157.14	1,648.31
Income tax expense calculated at 34.944% (March 31, 2018: 34.608%)	753.79	570.45
Effect of expenses not allowed in income tax	(11.42)	40.77
	742.37	611.22

Income tax expenses recognised in profit or loss account

The tax rate used for reconciliation above is the corporate tax rate of 34.944% payable by corporate entities in India on taxable profits under the Indian tax laws.

27 (ii) Income tax recognised in other comprehensive income-

Arising on income and expenses recognised in other comprehensive income:

	For the year ended March 31, 2019	For the year ended March 31, 2018
Remeasurement of defined benefit obligations	(81.41)	55.38
Total income tax recognised in other comprehensive income	28.45	(19.17)



Notes forming part of the Financial Statements

28- Segment Disclosures

(1) For management purposes, the entity is organised into business units based on its products and services and has three reportable segments under INDAS 108, as follows:

- a) Wires Segment which includes rod & wire mill
- b) Rolls Segment which includes JEMCO division
- c) Direct business Segment which includes MIG products

The executive committee monitors the operating results of its business units separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statement. Also, the Company's financing and income taxes are managed on a Company level and are not allocated to operating segment.

Transfer price between operating segment are on arm's length basis in a manner similar to transaction with third parties.

Information about Reportable segments:

Particulars	Business Segments			Unallocable	Total
	Wire	Rolls	Direct Business		
Revenue:					
External Sales	22,624.05	2,322.66	4,114.61	168.49	29,229.81
	20,067.59	3,226.90	2,765.64	53.32	26,113.45
Add : Inter Segment Sales	1,210.43	-	-	(1,210.43)	-
	724.29	96.91	-	(821.20)	-
Total Revenue	23,834.48	2,322.66	4,114.61	(1,041.94)	29,229.81
	20,791.88	3,323.81	2,765.64	(767.89)	26,113.45
Segment result before Interest, exceptional/ extraordinary items, prior period items and tax	2,862.93	(853.04)	149.35		2,159.24
	2,827.95	(968.22)	53.35		1,913.08
Less/Add: Unallocable expenditure/income (net)					54.08
					(152.55)
Less : Interest					(56.19)
					(112.22)
Profit/(Loss) Before Taxes, Exceptional Items and Prior Period Items					2,157.14
					1,648.31
Extraordinary items					-
Profit/(Loss) before Tax					2,157.14
					1,648.31
Current Tax					790.31
					472.13
Deferred Tax					(47.94)
					139.09
Profit/(loss) after tax from continuing operations					1,414.77
					1,037.09

Notes forming part of the Financial statements

Particulars	Business Segments				Total
	Wire	Rolls	Direct Business	Unallocable	
Segment Assets	8,237.50	3,147.36	2,120.55	1,760.35	15,265.76
	6,629.10	4,483.01	603.96	1,979.46	13,695.53
Segment Liabilities	3,590.78	1,418.59	124.29	1,524.23	6,657.89
	3,510.22	1,324.76	46.99	1,461.77	6,343.74
Total Cost Incurred during the period to acquire segment assets	541.91	36.75	-	-	578.66
	1,470.07	200.92			1,670.99
Segment Depreciation	452.27	153.77	1.20	4.11	611.35
	476.48	114.69	1.00	4.47	596.64
Non-Cash Expenses other than depreciation	14.17	36.56	6.09	-	56.82
Notes:	(6.01)	43.67	23.15	-	60.81

- (i) Segment Revenue, Segment Results, Segment Capital employed includes the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. The expenses, which are not directly relatable to the business segment, are shown as unallocated corporate cost. Assets and liabilities that can not be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.
- (ii) There is no significant difference in the business conditions prevailing in various states of India, where the company has its operations. Revenue from sales to external customers outside India is less than 10% of the company's total revenue. Hence, geographical segment disclosures are not considered necessary.
- (iii) Transactions between segments are primarily for materials which are transferred at market determined prices and common costs are apportioned on a reasonable basis.
- (iv) Figures not in bold pertain to the previous year.

29 Earnings Per Share (EPS)

Rs. in Lakhs

	For the year ended March 31, 2019	For the year ended March 31, 2018
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Profit for the year attributable to owners of the Company from continuing operations	1,414.77	1,037.09
Profit for the year attributable to owners of the Company from discontinuing operations	(105.72)	(62.28)
Total Profit for the year attributable to owners of the Company from continuing and discontinuing operations	1,309.05	974.81
	No's.	No's.
Weighted average number of equity shares of Rs.10 each for basic and diluted EPS	5,991,896	5,991,896
Basic/diluted Earnings per equity Share. (Rs./ Share) from continuing operations	23.61	17.31
Basic/diluted Earnings per equity Share. (Rs./ Share) from discontinuing operations	(1.76)	(1.04)
Basic/diluted Earnings per equity Share. (Rs./ Share) from continuing and discontinuing operations	21.85	16.27

The Company is not having any potential ordinary shares which are dilutive in nature. Hence diluted earnings per share is not calculated separately



Notes forming part of the Financial statements

30 - Disclosure relating to Indian Accounting Standard IND AS- 19

30.01 Defined contribution plans

The Company provide Provident Fund facility to all employees. The Company provides superannuation benefits to selected employees. The assets of the plans are held separately from those of the Company in funds under the control of the trustees in case of trust or of the employees provident fund organisation. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-s-vis interest rate declared by the Employees' Provident Fund Organisation. The liability as on the balance sheet is ascertained by an independent actuarial valuation.

The company has recognized, in the profit and loss account for the current year, an amount of **Rs. 235.68 Lakhs** (2017-18 : Rs 210.45 lakhs) as expenses under the following defined contribution plans.

Benefit (Contribution to)	Rs. In lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Provident Fund	139.52	113.28
Employees Pension Scheme	96.16	97.17
Total	235.68	210.45

30.02 The company operates post retirement defined benefit plans as follows:

- a. Funded
 - Post Retirement Gratuity
- b. Unfunded:
 - Post Retirement Medical benefits

Post Retirement pension for retired whole-time directors

The Company provides Gratuity benefit to all employees. The Company provides post retirement pension for retired whole-time directors. The company has decided to adopt the group gratuity scheme offered by M/s Life Insurance Corporation of India (LIC) from January 1, 2012. The board of trustees of the gratuity fund composed of an equal number of representatives from both employees and employers. The board of the Fund is required by law and by the trust deed to act in the interest of the Fund and of all relevant stakeholders in the scheme. The board of trustee of the fund and management of life insurance company is responsible for the investment policy with regard to the assets of the Fund. Post retirement pension plan is not funded.

Under the gratuity plan, the employees with minimum five years of continuous service are entitled to lumpsum payment at the time of separation calculated based on the last drawn salary and number of years of service rendered with the company. Under the post retirement pension, the Company pays monthly pension to retired whole-time directors as decided by the board of directors.

The major portions of the assets are invested in PSU bonds, Private Sector unit Bond and State / Central Govt. guaranteed securities. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the fund assets have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government bonds.

The estimates of future salary increases take into account inflation, seniority, promotion and other relevant factor.

These plans expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk

Investment Risk The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, for the plan in India, it has relatively balanced mix of investments in government securities and other debt instruments.

Interest risk A decrease in the bond interest rate will increase the plan liability.

Longevity risk The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Notes forming part of the Financial statements**30 - Disclosure relating to Indian Accounting Standard IND AS- 19 (contd.)**

Salary risk The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of defined benefit obligation were carried out as at March 31, 2019 by independent actuary, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

During the year ended March 31, 2019 and March 31, 2018 there was no amendment, curtailments and settlements in the gratuity plan and post retirement pension plans.

30.03 Details of the Post Retirement Gratuity plan are as follows:

Description	Rs. In lakhs	
	For the year ended March 31, 2019	For the year ended March 31, 2018
1. Reconciliation of opening and closing balances of obligation		
a. Obligation as at the beginning of the year	2,051.72	1,947.81
b. Current Service Cost	113.46	118.27
c. Interest Cost	147.23	129.99
d. Actuarial (gain)/loss	20.16	37.31
e. Benefits paid	(177.46)	(181.66)
f. Obligation as at the end of the year	2,155.11	2,051.72
2. Change in Plan Assets (Reconciliation of opening & closing balances)		
a. Fair Value of plan assets as at the beginning of the year	2,012.67	1,725.54
b. Interest income on plan assets	145.75	124.65
c. Return on plan assets	(62.26)	51.87
d. Contributions	39.05	292.27
e. Acquisitions	-	-
f. Benefits paid	(177.46)	(181.66)
g. Fair Value of plan assets as at the end of the year	1,957.75	2,012.67
3. Reconciliation of fair value of assets and obligations		
a. Fair value of plan assets as at the end of the year	1,957.75	2,012.67
b. Present value of obligation as at the end of the year	2,155.11	2,051.72
c. Amount recognized in the balance sheet	197.36	39.05
4. Components of defined benefit costs recognised in profit and loss		
a. Current service cost	113.46	118.27
b. Net Interest cost	1.48	5.34
Defined benefit costs recorded in profit and loss	114.94	123.61
5. Components of defined benefit costs recognised in other comprehensive income		
a. The return on plan assets (excluding amounts included in net interest expense)	62.26	(51.87)
b. Actuarial (gains)/loss arising from changes in financial assumptions	-	33.45
c. Actuarial (gains)/loss arising from experience adjustments	20.14	3.86
Defined benefit costs recorded in Other comprehensive income	82.40	(14.56)
6. Total defined benefit cost recognised	197.34	109.05



Notes forming part of the Financial statements

30 - Disclosure relating to Indian Accounting Standard IND AS- 19 (contd.)

7. Investment Details

	%age invested As at March 31, 2019	%age invested As at March 31, 2018
a. GOI Securities	6.82%	5.45%
b. Public Sector unit Bonds	3.42%	22.42%
c. State / Central Government Guaranteed Securities	13.73%	11.62%
d. Special Deposit Schemes	3.76%	4.14%
e. Private Sector unit Bonds	8.56%	5.81%
f. Others	63.70%	50.56%
	100%	100%

8. Principal assumption used for the purpose of the actuarial valuation	As at March 31, 2019	As at March 31, 2018
a. Discount rate (per annum)	7.50%	7.50%
b. Estimated rate of return on plan assets (per annum)	7.50%	7.50%
c. Rate of escalation in salary (per annum)	7% to 10%	7% to 10%

"The fair value of the above equity and securities issued by government are determined based on quoted market prices in active markets. The fair value of other debt instruments are also determined based on quoted price in active market. The fair value of balance in special deposit scheme is determined based on its carrying value. The fair value of balance with Life Insurance Corporation is determined based on the funds statement received from the company. The actual return on plan assets was **Rs. -62.26 lakhs** (for the year ended March 31, 2018: Rs. 51.87 Lakhs)"

	For the year ended March 31, 2019	For the year ended March 31, 2018
9. Duration	No of years	No of years
Weighted average duration of the defined benefit obligation	8	7
10. Expected contribution by the company in the next financial year	197.34	39.05

11. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis given below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by **Rs. 134 lakhs** (increase by **Rs.152 lakhs**) [as at March 31, 2018: decrease by Rs.126 lakhs (increase by Rs.143 lakhs)]
- ii) If the expected salary increase growth increases (decreases) by 1%, the defined benefit obligation would increase by **Rs.149 lakhs** (decrease by **Rs. 134 lakhs**) [as at March 31, 2018: increase by Rs.140 lakhs (decrease by Rs. 126 lakhs)]

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is likely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same as applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

Notes forming part of the Financial statements**30 - Disclosure relating to Indian Accounting Standard IND AS- 19 (Contd.)****30.03 (b) Details of unfunded post retirement defined benefits obligations are as follows:**

Rs. In lakhs

Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Medical	Rs. Others	Rs. Medical	Rs. Others
1. Reconciliation of opening and closing balances of obligation				
a. Obligation as at the beginning of the year	276.92	80.96	304.77	87.50
b. Current/Employer Service Cost	12.85	-	6.44	-
c. Interest Cost	20.12	5.82	20.64	5.89
d. Actuarial (gain)/loss	(32.86)	(2.11)	(35.17)	(5.66)
e. Benefits paid	(17.45)	(6.76)	(19.76)	(6.77)
f. Obligation as at the end of the year	259.58	77.91	276.92	80.96
2. Expense recognized in the period				
a. Current /Employer service cost	12.85	-	6.44	-
b. Interest cost	20.12	5.82	20.64	5.89
c. Actuarial (gain)/loss	(32.86)	(2.11)	(35.17)	(5.66)
d. Expense recognized in the period	0.11	3.71	(8.09)	0.23
The net charge is disclosed under the line item – Misc. Expenses.				
3. Assumptions				
a. Discount rate (per annum) as at the beginning of the year	7.50%	7.50%	7.00%	7.00%
b. Discount rate (per annum) as at the end of the year	7.50%	7.50%	7.50%	7.50%
c. Medical costs inflation rate	6.00%	-	6.00%	-
d. Average medical cost (Rs/person) as at the beginning of the year	2500	-	2359	-
e. Average medical cost (Rs/person) as at the end of the year	2500	-	2500	-
4. Sensitivity analysis				
a) Employees PRMB Sensitivity analysis				
i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 28.12 lakhs (increase by Rs. 34.67 lakhs) [as at March 31, 2018: decrease by Rs.29 lakhs (increase by Rs.36 lakhs)]				
ii) If the Medical cost inflation rate increases (decreases) by 1%, the defined benefit obligation would increase by Rs. 33.72 lakhs (decrease by Rs. 27.84 lakhs) [as at March 31, 2018: increase by Rs.35 lakhs (decrease by Rs. 29 lakhs)]				
b) Ex- MD PRMB Sensitivity analysis				
i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 0.74 lakhs (increase by Rs.0.85 lakhs) [as at March 31, 2018: decrease by Rs.1 lakhs (increase by Rs.1 lakhs)]				
c) Pension Sensitivity analysis				
i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 5.74 lakhs (increase by Rs.6.58 lakhs) [as at March 31, 2018: decrease by Rs.6 lakhs (increase by Rs.7 lakhs)]				
ii) If the Inflation rate increases (decreases) by 1%, the defined benefit obligation would increase by Rs. 6.75 lakhs (decrease by Rs.5.97 lakhs) [as at March 31, 2018: increase by Rs.7 lakhs (decrease by Rs.6 lakhs)]				



Notes forming part of the Financial statements

31 Financial Instruments

31.01 Capital Management

The company manages its capital to ensure that entities will be able to continue as going concerns while maximizing the return through the optimization of the debts and equity balance.

The capital structure of the company consists of net debt (borrowings as detailed in notes 17 offset by cash and bank balance) and total equity of the company.

The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Borrowings	-	78.48
Cash and bank balances	<u>1,094.36</u>	<u>95.98</u>
Net Debt	<u>(1,094.36)</u>	<u>(17.50)</u>
Total equity	<u>8,607.87</u>	<u>7,351.78</u>
Net debt to equity ratio	<u>-12.71%</u>	<u>-0.24%</u>

31.02 Financial Risk management objectives

The entity monitors and manages the financial risks relating to the operations of the entity through internal MIS reports which analyse the exposure by degree and magnitude of risks. These risks includes market risk (Interest rate risk, currency risk and other price risk), credit risk and liquidity risk.

31.03 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Interest rate sensitivity analysis:

The sensitivity analysis have been determined based on the exposure to interest rates for financial assets and liabilities at the end of the reporting period. The company does not have variable rate instruments as at the balance sheet date. This mitigates the company market risk.

Foreign currency risk

The sensitivity analysis have been determined based on the exposure to interest rates for financial assets and liabilities at the end of the reporting period.

The company doesn't have any foreign currency denominated monetary assets at the end of the reporting period.

Commodity price risk

The company doesn't have any derivative assets and liabilities. This mitigates the company from commodity price risk.

31.04 Credit risk management

Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of account receivables and where appropriate, provision has been considered in the books. Concentration of credit risk related to Tata Steel Limited is approx. The concentration of credit risk is limited to the fact that the major customer is Tata Steel Limited which is the parent company. The remaining customer base are widely spread hence Company's credit risk is considered to be low.

31.05 Liquidity risk management

The company monitors its risk of a shortage of funds using a liquidity planning tool.

The entity's objective is to maintain a balance between continuity of funding and flexibility through the use of bank cash credit. The entity manages the short term and medium term funds and liquidity requirements by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows. The following table details the entities remaining contractual maturity for its non derivative financial liability with agreed repayment periods. The table has been drawn based on the undiscounted cash flows of financial liabilities based on the earliest date on which the entity can be required to pay. The table includes both interest and principal cash flows. The contractual maturity is based on the earliest date on which the entity may be required to pay.

Notes forming part of the Financial statements

	Carrying amount	Less than 1 year	Between 1-5 yrs
March 31, 2019			
Non-derivative financial liabilities			
Borrowings			
Trade payables	3,296.22	3,296.22	-
Other financial liabilities	1,468.57	68.57	1,400.00
	<u>4,764.79</u>	<u>3,364.79</u>	<u>1,400.00</u>
March 31, 2018			
Non-derivative financial liabilities			
Borrowings	78.48	78.48	-
Trade payables	3,096.56	3,096.56	-
Other financial liabilities	1,639.94	239.94	1,400.00
	<u>4,814.98</u>	<u>3,414.98</u>	<u>1,400.00</u>

The following table details the entities expected maturity for its non derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets. The inclusion of the information is necessary in order to understand the entities liquidity risk management as the liquidity is managed on a net asset and liability basis.

	Amortised Cost	Total Carrying Value	As at March 31, 2019 Total Fair Value
Financial Assets:			
Trade Receivables	1,987.86	1,987.86	1,987.86
Cash and bank balances	1,094.36	1,094.36	1,094.36
Other financial assets	792.80	792.80	792.80
Total	<u>3,875.02</u>	<u>3,875.02</u>	<u>3,875.02</u>
Short Term borrowings	-	-	-
Trade payable	3,296.22	3,296.22	3,296.22
Other financial liabilities	1,468.57	1,468.57	1,468.57
Total	<u>4,764.79</u>	<u>4,764.79</u>	<u>4,764.79</u>
	Amortised Cost	Total Carrying Value	As at March 31, 2018 Total Fair Value
Financial Assets:			
Trade Receivables	1,729.48	1,729.48	1,729.48
Cash and bank balances	95.98	95.98	95.98
Other financial assets	311.66	311.66	311.66
Total	<u>2,137.12</u>	<u>2,137.12</u>	<u>2,137.12</u>
Short Term borrowings	78.48	78.48	78.48
Trade payable	3,096.56	3,096.56	3,096.56
Other financial liabilities	1,639.94	1,639.94	1,639.94
Total	<u>4,814.98</u>	<u>4,814.98</u>	<u>4,814.98</u>

The entity has access to financial facilities of **Rs. 3000 lakhs**, the entire amount out of which was unused at the end of the reporting period (as at March 31, 2018: Rs. 2,924.02 lakhs was unused). The entity expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets. Details of financial facilities is tabled below:

Financing facilities:	As at March 31, 2019	As at March 31, 2018
Secured working capital demand loan facility,		
- Amount used	-	75.98
- Amount unused	3,000.00	2,924.02
	<u>3,000.00</u>	<u>3,000.00</u>



Notes forming part of the Financial statements

32 Related Party Disclosures:

(a) List of Related Parties and Relationships :

A. Party	Relationship
Tata Steel Limited	Holding Company
Jamshedpur Utilities and Services Company Limited	Fellow Subsidiary
Tayo Rolls Limited	Fellow Subsidiary
Tata Pigments Limited	Fellow Subsidiary
Tata Metaliks Limited	Fellow Subsidiary
Tata Sponge Iron Ltd	Fellow Subsidiary
The Tinsplate Company Of India Limited	Fellow Subsidiary
TRL Krosaki Refractories Limited	Associate of holding company
TRF Limited	Associate of holding company
Mjunction Services Limited	Joint venture of holding company
TKM Global Logistics Limited	Joint venture of holding company
TM International Logistics Limited	Joint venture of holding company
Tata BlueScope Steel Limited	Joint venture of holding company

B. Key Management Personnel

Mr. Neeraj Kant	Managing Director
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(b) Related Party Transactions during the period

Sl. No.	Transaction	Holding	Fellow subsidiary	Associates	Joint Venture
1	Purchase of Goods:				
(i)	Tata Steel Limited	1,906.68	-	-	-
		1,039.49	-	-	-
(ii)	TRL Krosaki Refractories Limited	-	-	-	-
		-	-	93.96	-
(iii)	Tata BlueScope Steel Limited	-	-	-	14.92
		-	-	-	16.85
2	Sale of Goods:				
(i)	Tata Steel Limited	2,424.24	-	-	-
		877.79	-	-	-
(ii)	Jamshedpur Utilities and Services Company Limited	-	-	-	-
		-	0.91	-	-
(iii)	Tata Sponge Iron Ltd	-	2.46	-	-
		-	3.81	-	-
(iv)	Tata Metaliks Limited	-	16.60	-	-
		-	2.61	-	-
(v)	TRF Limited	-	-	47.38	-
		-	-	64.32	-
(vi)	Mjunction Services Limited	-	-	-	19.61
		-	-	-	5.89
(vii)	The Tinsplate Company Of India Limited	-	-	0.16	-
		-	-	-	-

Notes forming part of the Financial statements

Sl. No.	Transaction	Holding	Fellow subsidiary	Associates	Joint Venture
3	Lease rent for flats at Alipore				
(i)	Tata Steel Limited	59.69	-	-	-
		53.32	-	-	-
4	Rendering of services:				
(i)	Tata Steel Limited	20,593.40	-	-	-
		18,022.07	-	-	-
(ii)	Jamshedpur Utilities and Services Company Limited	-	0.53	-	-
		-	0.56	-	-
(iii)	Tata Pigments Limited	-	0.39	-	-
		-	0.53	-	-
5	Receiving of services:				
(i)	Tata Steel Limited	4,834.49	-	-	-
		4,390.87	-	-	-
(ii)	Jamshedpur Utilities and Services Company Limited	-	232.92	-	-
		-	164.45	-	-
(iii)	Tata Pigments Limited	-	12.46	-	-
(iv)	TM International Logistics Limited	-	-	-	58.52
		-	-	-	37.51
(v)	Mjunction Services Limited	-	-	-	29.74
		-	-	-	25.50
(vi)	TKM Global Logistics Limited	-	-	-	4.34
		-	-	-	3.68
6	Outstanding receivables as on 31.03.2019:				
(i)	Tata Steel Limited	1,865.08	-	-	-
		974.98	-	-	-
(ii)	Jamshedpur Utilities and Services Company Limited	-	1.04	-	-
		-	0.73	-	-
(iii)	Tata Pigments Limited	-	-	-	-
		-	0.36	-	-
(iv)	Tata Sponge Iron Ltd	-	0.51	-	-
		-	1.52	-	-
(v)	Tata Metaliks Limited	-	2.01	-	-
		-	0.58	-	-
(vi)	TRF Limited	-	-	2.09	-
		-	-	38.21	-
(vii)	Mjunction Services Limited	-	-	-	19.61
		-	-	-	-
(viii)	The Tinsplate Company Of India Limited	-	-	0.16	-
		-	-	-	-
7	Advance paid				
(i)	Tata Steel Limited	55.01	-	-	-
		54.14	-	-	-



Notes forming part of the Financial statements

Sl. No.	Transaction	Holding	Fellow subsidiary	Associates	Joint Venture
(ii)	Tayo Rolls Limited	-	24.35	-	-
		-	24.35	-	-
(iii)	Tata Metaliks Limited	-	0.17	-	-
		-	0.17	-	-
(iv)	The Tinsplate Company Of India Limited	-	0.98	-	-
		-	-	-	-
(v)	TRL Krosaki Refractories Limited	-	-	0.40	-
		-	-	0.40	-
(vi)	TKM Global Logistics Limited	-	-	-	1.29
		-	-	-	3.76
(vii)	Tata BlueScope Steel Limited	-	-	-	0.09
		-	-	-	1.82
(viii)	TM International Logistics Limited	-	-	-	-
		-	-	-	-
8	Payables outstanding as on 31.03.2019:				
a.	Materials & Services				
(i)	Tata Steel Limited	452.76	-	-	-
		694.10	-	-	-
(ii)	Jamshedpur Utilities and Services Company Limited	-	18.52	-	-
		-	32.12	-	-
(iii)	TRL Krosaki Refractories Limited	-	-	7.21	-
		-	-	7.21	-
(iv)	Mjunction Services Limited	-	-	-	-
		-	-	-	1.81
(v)	TM International Logistics Limited	-	-	-	-
		-	-	-	0.20
(vi)	TKM Global Logistics Limited	-	-	-	-
		-	-	-	0.09
b.	Against Finance				
c.	Against lease (flat)				
(i)	Tata Steel Limited	1,400.00	-	-	-
		1,400.00	-	-	-
d.	Against bills (Conversion) charges				

Note : Figures not in bold pertain to the previous period.

- (i) During the year, the Company recognised an amount of **Rs 188.34 lakhs** (March 31, 2018: 103.98 lakhs) as remuneration to key managerial personnel.

The details of such remuneration is as below:

	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Short term employee benefits	179.14	95.77
(b) Post employment benefits	3.51	2.26
(c) Other long term employee benefits	5.69	5.95
	188.34	103.98

Notes forming part of the Financial statements

33.1 Contingent liabilities and commitments

33.1(a) Claims against the Company not acknowledged as debt

- (i) As per clause 6.12 (xiii) of Board for Industrial and Financial Reconstruction order dated November 21, 2003 for all liabilities not disclosed in the audited balance sheet for the year ended March 31, 2002 including notes on accounts as then, would be the personal responsibility of the erstwhile promoters to discharge. In view of the above, the following liabilities which were not disclosed in the said balance sheet including the notes to accounts, have not been provided for or recognized in the accounts for financial years 2003-04 to 2018-19.

<u>Particulars</u>	Rs in lakhs	
	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Show Cause Notices/Demand raised by Central Excise Authorities (Under Appeal) (a)	29.62	29.62
Employee State Insurance demand (Under Appeal)	149.07	149.07
Leave liability for ex employees	32.93	32.93
Labour court cases	1.44	1.44
Railways dues	4.19	4.19
Power dues	620.97	620.97
Liability for loan for Learjet Aircraft purchase	148.78	148.78
Wealth Tax	390.35	390.35

- (a) The items of contingent liability indicated above are not exhaustive and any other liability which may come to the notice of the present management would also be the personal liability of the erstwhile promoters.

- (ii) Contingent Liabilities not provided for pertaining to period after take over:

<u>Particulars</u>	Rs in lakhs	
	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Sales tax matters in dispute relating to issues of applicability and classification.	1,699.13	1,456.45
Excise duty matters in dispute relating to issues of applicability and classification.	134.20	134.20
Employee State Insurance demand (Under Appeal)	173.06	173.06
Labour court cases	34.00	-
Direct Taxes	405.52	-



Notes forming part of the Financial statements

33.1(b) Commitments

Estimated amounts of contracts to be executed on capital account and not provided for as on March 31, 2019: **Rs 862.90 lakhs** (March 31, 2018: Rs. 334.55 lakhs).

33.2 Claims lodged with the erstwhile management/promoters for recovery

- (a) Retiring gratuity dues to the employees separated prior to takeover of the Company by Tata Steel (i.e., December 23, 2003) were not disclosed in the accounts for the year ended March 31, 2002. This liability was not recognised by the present management but shown as a Contingent Liability in the Notes to Accounts. During the year 2008 - 09, management decided to settle the dues to separated employees. Accordingly, Rs. 55,53,803/- was provided in the accounts for the year ended March 31, 2009 and was included in the line item Employee Cost. This claim has already been lodged with the erstwhile management for recovery.
- (b) Income Tax dues for the period prior to takeover (i.e., December 23, 2003) were not disclosed in the accounts for the year ended March 31, 2002. This liability was not recognised by the present management but shown as a Contingent Liability in the Notes to Accounts. During the year 2010-11, the Company received the final order from the Income Tax Authorities for the assessment year 1998-99 for Rs. 2,70,35,565/- against the contingent liability of Rs. 3,05,00,693/-. Accordingly, this amount was charged to the statement of profit and loss for the year ended 31st March, 2011 as a provision for income tax for prior years. This claim has already been lodged with the erstwhile management for recovery.
- (c) Sales Tax dues for the period prior to takeover (i.e., December 23, 2003) were not disclosed in the accounts for the year ended March 31, 2002. This liability was not recognized by the present management but shown as a Contingent Liability in the Notes to Accounts. The Company received the demand from Sales Tax Authorities for these dues pertaining to financial year 1989-90 to 2001-02 for Rs. 4,72,00,000/- against the contingent liability of Rs. 4,72,00,000/-. Accordingly, this amount was charged to the statement of profit and loss for the year ended March 31, 2015 as exceptional item. This claim has already been lodged with the erstwhile management for recovery.

Notes forming part of the Financial statements

34- Assets and liabilities classified as held for sale

ISWP had commenced operations in a new business vertical of Fasteners in FY'15 through re-vamping the old machinery lying unused for 16 years at a very nominal cost. However, the business could not yield the expected results and its performance remained unsatisfactory over a considerable period of time due to high cost of operations resulting from obsolete technology and process and adverse market conditions.

In view of the above fact, it was decided to discontinue the Fasteners business in FY'18.

	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
		Rs in lakhs
(I) ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	<u>5.84</u>	<u>5.84</u>
	5.84	5.84
(2) Current assets		
(a) Inventories	191.52	507.74
(b) Financial assets		
(i) Trade receivables	79.38	124.62
(c) Other non-financial assets	<u>4.37</u>	<u>16.16</u>
	275.27	648.52
TOTAL ASSETS	<u>281.11</u>	<u>654.36</u>
(II) EQUITY AND LIABILITIES		
(1) Equity	-	-
2) Non-current liabilities	-	-
	-	-
(3) Current liabilities		
(a) Financial liabilities		
(i) Trade payables	<u>7.88</u>	<u>10.92</u>
TOTAL EQUITY AND LIABILITIES	<u>7.88</u>	<u>10.92</u>

The net cash flows attributable to the Fasteners Division are as follows:

	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Cash generated from Operating activities	103.87	391.48
Cash generated from Investing activities	-	166.39
Cash generated from Financing activities	<u>(11.43)</u>	<u>(11.43)</u>
Net cash inflows/(outflows)	92.44	546.43



Notes forming part of the Financial statements

35 Long Term liabilities include deposits of Rs. 1400 lakhs received from Tata Steel (Previous year Rs. 1400 lakhs) towards security deposit against Alipore flats given on lease as per the terms.

36 **Additional Information to the Financial Statements pursuant to Companies Act, 2013 requirements :**

36.01 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

	<u>As at March 31, 2019</u>	Rs in lakhs <u>As at March 31, 2018</u>
a) Principal amount remaining unpaid to the suppliers as at the end of the accounting year	38.48	37.64
b) Interest due thereon remaining unpaid to suppliers as at the end of the accounting year	0.09	0.28
c) interest paid in terms of Section 16 along with the amount of payments made to suppliers beyond the appointment day during the year	-	-
d) Interest due and payable for the period of delays in making payment (which have been paid beyond the appointment date during the year but without adding interest specified under the act)	4.33	3.69
e) The amount of interest accrued during the year for the year remaining unpaid at the end of the accounting year	4.42	3.97

The information above has been compiled to the best of knowledge and as per the information available with the management to the extent to which parties would be identified as Micro, Small and Medium Enterprises and relied upon by the auditors.

Notes forming part of the Financial statements

36.02 There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions in Companies Act 2013, and accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 made there under.

Rs in lakhs

36.03 Details of CSR expenditure:	As at March 31, 2019	As at March 31, 2018	
a) Gross amount required to be spent by the company during the year	22.33	21.45	
b) Amount spent during the year ending on	In Cash	Yet to be paid in cash	Total
31st March, 2019 -	<hr/>		
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	23.17	-	23.17
31st March, 2018-	<hr/>		
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	21.09	1.29	22.38

37 The Honourable Supreme Court of India in its judgement dated February 28, 2019 in the matter of Vivekanada Vidyamandir & Others Vs The Regional Provident Fund Commissioner (II) West Bengal laid down principles in relation to inclusion of allowances for determination of wages for the purposes of computing the provident fund contributions. The management is in the process of determining the applicability and operation of the Order and its effective date (i.e., prospective or retrospective) based on legal opinion. However, based on initial estimates the impact of the same is not expected to be material on the financial statements.

38 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification disclosure.

See accompanying notes forming part of the financial statements

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Chartered Accountants
Firm Registration Number: 304026E/E300009

Sougata Mukherjee
Partner
Membership Number: 057084

Kolkata, April 11, 2019

For and on behalf of the Board of Directors

Peeyush Gupta
Chairman
DIN- 02840511

U. Mishra
Chief Financial Officer

Neeraj Kant
Managing Director
DIN-06598469

Rabi Narayan Kar
Company Secretary

Jamshedpur, April 11, 2019

The Indian Steel & Wire Products Limited

Regd. Office : Flat - 7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata - 700 071

Attendance Slip

I hereby record my presence at the EIGHTY SECOND ANNUAL GENERAL MEETING of the Company at ROTARY SADAN, 94/2, CHOWRINGHEE ROAD, KOLKATA-700 020, at 12.30 P.M. on Wednesday, the 21st August, 2019.

Member's Folio No.

Name of the attending Member (in block letters)

Name of Proxy (In block letters, to be filled in if the proxy attends instead of the member)

No. of shares held

Signature of the attending member/proxy

NOTES :

1. If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
2. Share/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly filled up and signed.

The Indian Steel & Wire Products Limited

Regd. Office : Flat - 7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata- 700 071

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U27106WB1935PLC008447

Name of the company : The Indian Steel & Wire Products Limited

Registered Office : Flat - 7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata - 700 071

Name of the member (s) :

Registered Address :

E-mail Id :

Folio No. :

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1. Name :.....

2. Name :.....

Address :

Address :

E-mail Id :

E-mail Id :

Signature :....., or failing him

Signature :.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 82nd Annual General Meeting of the company, to be held on the 21st day of August 2019 at 12.30 p.m. at the Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700 020 and at any adjournment thereof.

Signed on this.....day of.....2019

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder (s)

Note : 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.



Archery Training at KGBV, Potka



Bamboo Crafting at KGBV, Potka



Tree Plantation by the Managing Director, ISWP



Health Check-up Camp at KGBV, Potka



Registered Office : Flat 7D&E, 7th Floor, Everest House,
46C Chowringhee Road, Kolkata-700071, West Bengal, India
Corporate & Works office: Indranagar, Jamshedpur-831008, Jharkhand, India
Phone : +916576690649, Website:www.iswp.co.in, Email:info@iswp.co.in
Corporate Identification Number:U27106WB1935PLC008447