



MAHARASHTRA SEAMLESS LIMITED

**JINDAL**  
D.P. JINDAL GROUP

ANNUAL REPORT 2014-15

The cornerstone of our progress is  
**Sustainability**







for us

# Sustainability

**means perfect manoeuvrability  
when stuck in a mire.**

Faced with the challenges of a sluggish global economy and more specifically lower oil & gas prices globally, MSL has been consolidating through a series of initiatives that involve re-orienting the business model towards better operating management of the existing facilities, strengthen liaison with government bodies and reducing overheads and cost to meet a more efficient sustainable structure across the business.



for us

# **Sustainability**

**means looking at things from  
broader perspective.**



MSL's future success will be achieved by building and re-enforcing operational excellence in both commercial and production sector.

Commercial excellence will be achieved by tapping the domestic market and exploring the export market.

### **Domestic Sector:**

MSL is envisaging to leverage on many development initiatives taken by the Government of India, which are likely to create tremendous demand for steel pipes in next five years:

1. Smart City, AMRUT & Pradhan Mantri Awas Yojana
2. 24 x 7 electricity over the next 5 years. to every household
3. Projects like Urja Ganga has plan to double the existing gas pipeline network to over 30,000 km in the next 5 years.

### **International Market:**

MSL has been able to successfully penetrate 8 new countries in this financial year. At the same time, we have maintained our focus on supplying to Europe and North America. We believe that ongoing vendor registration drive would fuel your Company's double digit growth in forthcoming years.

for us

# Sustainability

means identifying the process of creating progressive business by adopting optimal resource utilization and offering wide array of high quality products and services.



Our continuous improvement journey has served as an enabler in identifying solutions to the many challenges we face. Addition of extensive product line and quality assurance systems have improved the delivery cycles for our products and services. MSL's long term focus on sustainability and value creation is certainly going to meet customers aspirations and build long term relationship.





for us

# Sustainability

**means to identify potential of individuals and nurture them for greater deliverance.**

MSL recognizes and firmly believes that its Human Resources are one of the biggest strengths and major driving force behind its success and growth. We reiterate our focus on encouraging investments in people through merit oriented pay revisions and differential pay reviews.

Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual cooperation, confidence and respect duly recognizing rights of all workers.



Sustainability at MSL is synonymous with empowerment and success for everyone, within the company and the society as a whole. Working for the communities is of utmost importance and we have initiated many welfare schemes to develop sustainable lives around our business premises.

Finally, our endeavours involve to create a greener planet to live in by complying with best practices to minimise carbon footprint.



## Executive Chairman's Statement



Dear Shareholders,

We are happy to share that the performance of your Company in FY 2014-15 has been better than the previous financial year. However, our industry is facing numerous and varied challenges.

The steep and continued fall in price of crude oil was not anticipated by the industry at large. This rapid fall had a negative impact on export demand for pipes as fresh exploration plans have been put on hold and drilling activities have reduced significantly. Consequently manufacturing has also slowed as we have been reducing inventory levels. Recovery over the next financial year is expected to be gradual at best.

Another major factor has been the relentless dumping of pipes by the foreign manufacturers which has adversely affected your Company's turnover and profitability. The imposition of safeguard duty on imports was not as beneficial or protective as was envisaged earlier. This is because the level of this duty fell short of what was actually needed by the domestic industry. Your Company has petitioned relevant authorities for imposition of anti-dumping duty to prevent continued dumping of Chinese products in India and this petition is being vigorously pursued by us.

On a positive note, your Company is diligently moving forward to optimise its operations and increase its focus on newer markets. Our thrust on resource conservation continues to give us a competitive edge within the industry through increased cost efficiencies. Our strong focus on operational efficiency coupled with our determination to improve the same have been instrumental in keeping us ahead of our competition and in tune with market realities. We have also been able to penetrate new countries by ramping up our impetus on product marketing. The number and quantum of fresh enquiries from new geographies have been improving each year and new markets are being explored with vigour. Considerable orders have also been received from new customers and we will continue our efforts to emulate this success.

Your Company remains financially robust and continues to provide healthy dividends. Corporate Social Responsibility and effective management of Human Resources remain a priority for your Company and regular activities are undertaken for both these aspects. Your Company implements new policies to ensure employees are engaged and motivated. Your Company also reviews policies and practices with a view to make them contemporary and uniform in application.

Your Company has implemented a Risk Management Policy so that specific risks are highlighted as early as possible and averted swiftly in the most appropriate manner. In the current business environment, this is crucial and has helped your Company manoeuvre through various difficult situations.

As we pursue the growth trajectory, I wish to acknowledge the support rendered by the customers, bankers, business partners, stakeholders and employees of the Company. They have been our pillars and we will be calling upon this support to sustain your Company in the current business environment. Your Company is moving forward to overcome multiple challenges and your underlying support will be essential.

I would also like to place on record my sincere appreciation to the Board of Directors for their guidance. Your Company has and will continue to maintain your confidence in the upcoming years.

Thank you,

**D P Jindal**

## Message from the Managing Director



Dear Shareholders,

The last financial year has been challenging in terms of maintaining sales and profits due to stiff competition, decreasing oil prices and worldwide slowdown. Despite all odds, we have posted a decent profit which is considerably more than the previous year; however, our plant capacity remains underutilised and margins remain low. We have shown a growth in export order booking and have tapped new customers in the markets of Europe, Latin America and Middle East. Our dependence on existing customers has come down and we are in the process of registering with more oil companies overseas.

We have been hit by imports from China into India at dumping prices; this dumping is due to rebates in China and protection in many countries against Chinese material resulting in diversion of Chinese products to India and some other countries. We have been lobbying with Indian Government to levy anti-dumping duties on Chinese



materials, else the domestic seamless pipe industry shall suffer from underutilised capacity, layoffs and loss of taxes to the exchequer besides having a negative effect on other related industries like transport, dealer sales, steel off-take etc. For your information upstream oil sector in India is importing more than ninety percent of its requirements under concessional duty at prices lower than our cost of production. This needs urgent attention from the government and is in line with the PM's "Make in India " philosophy.

Your company continues to give healthy dividends to reward its shareholders on their investment and is looking for growth opportunities both in India and overseas. We are looking at the possibility of any acquisitions or joint ventures related to our business to promote new avenues of growth. Prudent financial management and cost control continues to be the mantra for staying a lean organisation in this tough scenario. We are getting more tech-savvy and moving towards a paperless environment. We are also motivating our employees by giving incentives for better performance and career planning.

Improvement in product quality is an on-going effort and we do research to make our technical parameters more efficient. Meticulous planning in inventory management and sales realisation has resulted in operational efficiency.

Sustainability is the new mantra to stay competitive in a downturn. We have imbibed this concept in our approach of management and our strategy is in line with making ourselves more sustainable for future.

We also care for our people and environment and are adopting green techniques in our facilities to avoid pollution and have a healthy working atmosphere. We believe- when the going gets tough, the tough gets going. I am sure with all the zeal and a winning spirit; we shall conquer all obstacles and gear up for a more futuristic organization willing to take on the competition with a new vision.

Your company celebrated its silver jubilee this year and it has been a journey of utmost satisfaction and achievement for which I fall short of words. I would like to thank you all for your continued support and wish you shall stay with the company as an extended family, as we progress in the coming years.

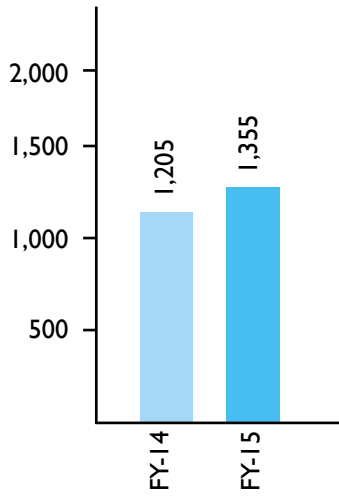
Thank you,

Saket Jindal

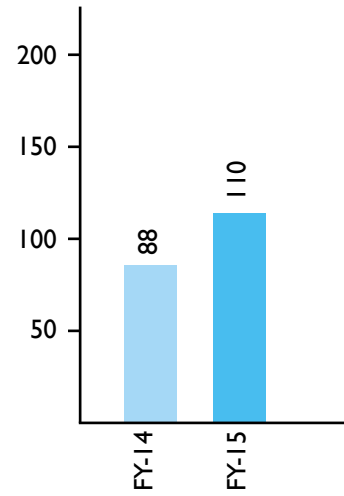


## Financial Performance at a glance

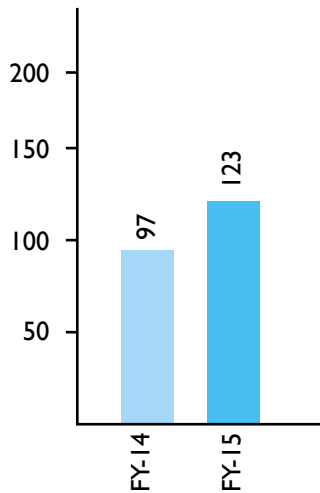
Turnover (₹ crore)



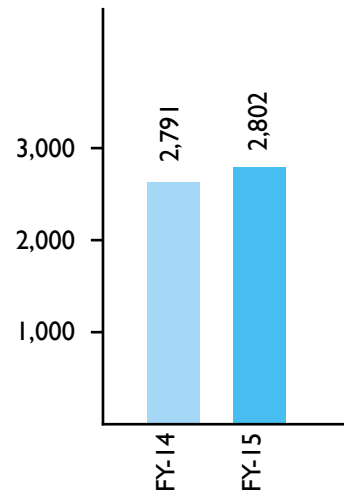
EBIDTA (₹ crore)



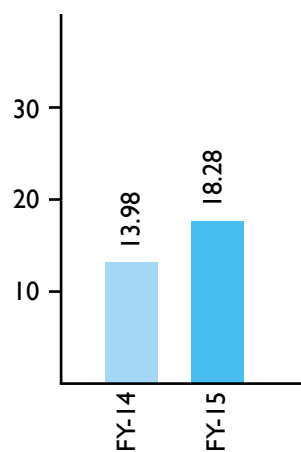
PAT (₹ crore)



Net Worth (₹ crore)



EPS (₹)



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## **BOARD OF DIRECTORS**

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

## **AUDIT COMMITTEE**

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

## **CFO**

ASHOK SONI

## **VP & COMPANY SECRETARY**

D.C. GUPTA

## **AUDITORS**

Kanodia Sanyal & Associates  
New Delhi

## **BANKERS**

State Bank of Patiala  
State Bank of Bikaner & Jaipur  
Standard Chartered Bank  
HDFC Bank Limited  
ICICI Bank Limited  
Yes Bank  
State Bank of India  
Kotak Mahindra Bank  
Axis Bank  
Citi Bank, N.A.  
The Bank of Nova Scotia  
IndusInd Bank Ltd.  
DBS Bank Ltd.  
Deutsche Bank

## **REGISTERED OFFICE**

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

## **HEAD OFFICE**

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

## **CORPORATE OFFICE**

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

## **MUMBAI OFFICE**

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

## **KOLKATA OFFICE**

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

## **CHENNAI OFFICE**

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

## **WORKS:**

### **1. SEAMLESS & ERW PIPES**

- Pipe Nagar, Village-Sukeli,  
N.H. 17, B.K.G. Road, Taluka  
Roha,  
Distt. Raigad - 402 126,  
Maharashtra
- D 114, Industrial Area,  
Vile Bhagad, Taluka Mangaon,  
Distt. Raigad, Maharashtra

### **2. WIND POWER:**

Village Nivkane, Taluka Patan,  
Distt. Satara, Maharashtra

### **3. SOLAR POWER:**

Pokaran, Distt.- Jaisalmer,  
Rajasthan

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



**DIRECTORS' REPORT**

To the Members,

Your Directors are pleased to present the 27th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2015.

**FINANCIAL RESULTS**

The highlights of the financial results are as under:

	Year Ended 31.03.2015	Year Ended 31.03.2014
		(₹ in Crore)
<b>Revenue from Operations</b>	<b>1355.16</b>	1205.76
Depreciation	29.24	36.95
<b>Profit Before Tax</b>	<b>159.62</b>	111.36
Provision for Taxation		
- Current/Earlier years	33.40	23.04
- MAT Credit	(3.89)	(11.37)
Deferred	7.55	2.58
<b>Profit after Tax</b>	<b>122.56</b>	97.11
Balance brought forward from previous year	190.85	161.48
Profit available for appropriations	<u>313.41</u>	<u>258.59</u>
<b>Appropriations:</b>		
Proposed Dividend	33.50	39.84
Dividend Distribution Tax	6.82	6.77
Transfer to General Reserve	25.00	20.00
Transfer to Capital Redemption Reserve	0.64	1.13
Balance carried to Balance Sheet	<u>247.45</u>	<u>190.85</u>
	<u>313.41</u>	<u>258.59</u>

**DIVIDEND**

Your Directors are pleased to recommend a dividend of ₹ 5/- (100 %) per equity share of ₹ 5/- each for the year ended 31st March, 2015.

**RESULTS OF OPERATIONS**

Revenue from Operations during the year was ₹ 1355.16 Crore against ₹ 1205.76 Crore in the previous year. Profit before tax for the year was ₹ 159.62 Crore as against ₹ 111.36 Crore in the previous year. Profit after tax and adjustments for the year was ₹ 122.56 Crore as against ₹ 97.11 Crore in the previous year.

The operations during the year improved from last year primarily on account of imposition of anti-dumping duty on various international manufacturers and safeguard duty on imports. This provided an impetus to production and sales and is reflected in both sales and profit. Your Company has explored and been able to successfully develop new markets and gain new customers. However, this was abruptly hampered due to rapid fall in crude oil prices. Additionally, imports of cheap seamless pipes from other countries continued unabated. The previously envisaged level playing field for domestic industry did not fully materialize as safeguard duty levels were much lower than required.

Your Company's inherent strength continues to be shielded from external risks by virtue of strong Balance Sheet and stringent cost rationalization policies.



## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures, the Audited Consolidated Financial Statements are provided in the Annual Report.

## SUBSIDIARY COMPANIES

Your Company, has four subsidiaries. During the year under review, Dev Drilling Pte. Ltd. ceased to be the associate company and became joint venture company. There has been no material change in the nature of business of subsidiary companies.

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

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Board of Directors has (a) appointed Shri D. P. Jindal as Whole Time Director, designated as Executive Chairman for a period of five years from 1st April, 2015, (b) re-appointed Shri Saket Jindal as Managing Director of the Company for a period of five years from 1st April, 2015 and (c) re-appointed Shri S.P. Raj as Whole Time Director of the Company for a period of five year from 1st October, 2015. The Board has also appointed Dr. Roma Kumar as Independent Director.

Items seeking your approval on the above matters are included in the Notice convening the Annual General Meeting.

Shri Naresh Chand Jain resigned as Director of company w.e.f. 24th July, 2015. The Board expresses its appreciation to Mr Jain for his valuable guidance as Director of the Company.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

Mr. Ravi Gupta resigned as Chief Financial Officer of the Company w.e.f. 26th November, 2014. The Board has appointed Shri Ashok Soni as Chief Financial Officer of the Company w.e.f. 10th December 2014.

## BOARD MEETINGS

During the year, 9 (Nine) Board meetings were held. The details of which are given in the Corporate Governance Report.

## BOARD EVALUATION

The Board of Directors has carried out an Annual evaluation of its own performance, Board Committee and individual Directors pursuant to the provisions of the Act and under Clause 49 of the Listing Agreement.

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

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

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

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

## RISK MANAGEMENT

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

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

## INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.



## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards had been followed and there are no material departures;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2015 have been prepared on a going concern basis.
- (v) that the internal financial controls laid down by the Board and being followed by the company are adequate and were operating effectively.
- (vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.

## **BUYBACK OF SHARES**

As decided by Board of Directors of the Company at its meeting held on 8th April, 2013, the buyback of its equity shares of Rs. 5/- each from the open market through stock exchanges for an amount upto Rs. 100 crore, and at a price not exceeding Rs. 300/- per share, payable in cash commenced on 14th May, 2013 and closed on 7th April, 2014. The Company has bought back total of 35,33,796 shares for Rs. 69.21 Crore at an average price of Rs. 195.85. All shares bought back were extinguished. The paid up capital of the Company after buyback is Rs. 33,49,98,130/-

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed with this Report.

## **AUDIT COMMITTEE**

The Audit Committee of the Company consists of Shri U. C. Agarwal, Chairman, Shri D. P. Jindal, Shri Sanjeev Rungta and Shri P. N. Vijay as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement.

## **VIGIL MECHANISM**

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

## **CORPORATE SOCIAL RESPONSIBILITY**

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

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

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

The particulars of loans, guarantees and investments have been disclosed in the standalone financial statements of the Company.

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

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

During the year, the Company had not entered into any contract/ arrangement/transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Corporate Governance Report along with Auditors' Certificate regarding compliance of conditions of Corporate Governance has been annexed as part of this Annual Report.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

## INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTIONS, PROHIBITION AND REDRESSAL) ACT, 2013

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

## AUDITORS

M/s. Kanodia Sanyal & Associates, Chartered Accountants, the retiring Auditors, hold office until conclusion of the ensuing Annual General Meeting. The Statutory Auditors have confirmed their eligibility and willingness to accept the office on re-appointment.

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

## COST AUDIT

In conformity with the Directives of the Central Government, the Company has appointed M/s R.J. Goel & Co. Cost Accountants as Cost Auditors under Section 148 of the Companies Act, 2013, for audit of cost records of the Company for the year ending 31st March, 2015.

## SECRETARIAL AUDIT

The Board has appointed Mr. Namo Narain Agarwal, (FCS No. 234) Company Secretary in practice to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the year ended 31st March, 2015 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## FIXED DEPOSITS

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

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

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

## PARTICULARS OF EMPLOYEES

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

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

## ACKNOWLEDGEMENT

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

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

For and on behalf of the Board

Place: Gurgaon

Dated: 5th August , 2015

**D.P. Jindal**

Executive Chairman




**ANNEXURE TO DIRECTORS' REPORT**

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

**A. CONSERVATION OF ENERGY**
**a) Steps taken or impact on conservation of energy:**

Installed Magnetic Resonators on fuel pipe lines of the furnaces. This technology improves the contact area between air and fuel molecules, which in turn improves the furnace combustion efficiency and have an impact on reduction in carbon footprints and fuel savings.

**b) Steps taken by the Company for utilizing alternative sources of energy**

The conversion work of oil fired furnaces of OCTG in to Gas fired are under progress and very soon all the furnaces will be utilizing natural gas as alternative source of energy.

**c) Capital investment on energy conservation equipments**

The conveyor system of Cooling Bed in 6" Mill, MSL Nagar will be converted from screw type system into chain type system. This modification will save the electrical power consumption considerably with higher productivity.

**B. TECHNOLOGY ABSORPTION**
**i) Efforts made towards technology absorption:**

6" Mill, MPM hydraulic controls are operated through MOOG Servo Valves.

Replacement of the MOOG Servo valves with Rexroth Valves is in process.

**ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

This will reduce energy consumption, down time of the equipment and to improve the production.

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

i) the details of technology imported	Nil
ii) the year of import	Not Applicable
iii) whether the technology been fully absorbed	Not Applicable
iv) if not fully absorbed, area where absorption has not taken been and the reasons thereof	Not Applicable

**iv) The expenditure incurred on Research & Development (₹ In lacs)**

a. Capital Nil

b. Revenue 410.06

c. Total 410.06

d. Total R & D expenditure is 0.30 % of total turnover

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total foreign exchange used and earned

Used - ₹ 270.89 Crore

Earned\* - ₹ 22.56 Crore

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



**Annual Report on Corporate Social Responsibility (CSR)**

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

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

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

The Corporate Social Responsibility Policy is posted in the Investor's Section of the Company's Website [www.jindal.com](http://www.jindal.com) on the following link <http://www.jindal.com/msl/pdf/CSR%20Policy%20MSL.pdf>.

2. The Composition of the CSR Committee. The CSR Committee of Directors as on 31st March, 2015 comprised of Shri D. P. Jindal, Chairman of the Committee and Shri Naresh Chand Jain and Shri S.P. Raj as its other members.

3. Average net profit of the company for last three financial years – ₹ 25,057.87 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 501.16 Lacs

5. Details of CSR spent during the financial year

(a) Total amount to be spent for the financial year - ₹ 505.00 Lacs

(b) Amount unspent, if any - ₹ 277.71 Lacs

(c) Manner in which the amount spent during the financial year is detailed below: attached

6. Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR.

To discharge of Corporate Social Responsibility, the CSR Committee considered various proposals. To ensure that the contributions made by the Company are for deserving causes and are properly utilized, the CSR committee was still evaluating various proposals at the year end and it is very optimistic that it will make positive suggestions for greater CSR expenditure in the coming year.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

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

**Saket Jindal**  
Managing Director

**D P Jindal**  
Chairman, CSR Committee



5(c) Manner in which the amount spent during the financial year 2014-15

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken.	Amount Outlay (Budget) project or programs wise	Amount spent on the projects or programs subheads : (1) Direct Expenditure (2) Overheads	Cumulative Expenditure upto the reporting period	Amount Spent : Direct or through implementing agency
1	Providing Food support for Poor and meal for students at school	Eradicating hunger/poverty and malnutrition	Delhi, NCR	2,500,000	430,000	430,000	₹ 1,65,000 Direct and ₹ 265,000 through B C Jindal Charitable Trust
2	Providing Shelter and foods for Handicapped and old animals	Environmental Sustainability	Haryana	5,000,000	1,735,000	1,735,000	₹ 1,000,000 Direct and ₹ 735,000 through B C Jindal Charitable Trust
3	Medical Facilities including Preventive Health Care	Health Care including promoting preventive health care and sanitation	Maharashtra, Delhi & NCR	5,000,000	500,000	500,000	Through B C Jindal Charitable Trust
4	Facilities for Adivasi in Rural Area	Rural Development project	Pipe Nagar, Distt. Raigad, Maharashtra	3,000,000	123,000	123,000	Direct
5	Education Facilities & Infrastructures.	Promoting education	Pipe Nagar, Distt. Raigad, Maharashtra	35,000,000	19,941,000	19,941,000	₹ 941,000 Direct and ₹ 19,000,000 through B C Jindal Medical Welfare and Education Society
	<b>Total CSR Spend</b>			<b>50,500,000</b>	<b>22,729,000</b>	<b>22,729,000</b>	



FORM No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2015

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

**I. REGISTRATION AND OTHER DETAILS:**

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

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% of total turnover of the Company
I	Steel Pipes & Tubes	349.9	98.85%





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

S. N.	NAME	ADDRESS	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Maharashtra Seamless Finance Ltd.	402 Sarjan Plaza, 100 Dr. Annie Besant Road, Worli, Mumbai, Maharashtra-400018	U67190MH2012PLC226596	Subsidiary	100.00%	2(87)
2	Maharashtra Seamless (Singapore) Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Subsidiary	100.00%	2(87)
3	Discovery Oil And Mines Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Subsidiary	100.00%	2(87)
4	Internovia Natural Resources FZ LLC	Creative Tower, Fujairah, United Arab Emirates	NA	Subsidiary	56.00%*	2(87)
5	Jindal Pipes (Singapore) Pte. Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	30.00%	2(6)
6	Jindal Premium Connection Pvt. Ltd.	Pipe Nagar, Village Sukeli, N.H.-17 B.K.G. Road, Taluka-Roha, Raigad, Maharashtra- 402126	U27100MH2004PTC148789	Associate	49.89%	2(6)
7	Star Drilling Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	25.00%**	2(6)
8	Gondkhari Coal Mining Ltd.	4th Floor, Uco Bank Building, 5, Parliament Street, New Delhi-110001	U10100DL2009PLC191466	Associate	30.30%	2(6)
9	Dev Drilling Pte Ltd.	60 Anson Road, #18-03A Mapletree Anson, Singapore - 079914	NA	Associate	25.00%	2(6)

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

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

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

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2014]				No. of Shares held at the end of the year [As on 31st March, 2015]				% Change during the year *
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares*	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	2172467	-	2172467	3.18	2172467	-	2172467	3.24	0.06
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	37012220	-	37012220	54.20	37003720	-	37003720	55.23	1.03
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>39184687</b>	<b>-</b>	<b>39184687</b>	<b>57.38</b>	<b>39176187</b>	<b>-</b>	<b>39176187</b>	<b>58.47</b>	<b>1.09</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FIs	-	-	-	-	-	-	-	-	-
e) any other	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2014]				No. of Shares held at the end of the year [As on 31st March, 2015]				% Change during the year *
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares*	
<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	<b>39184687</b>	-	<b>39184687</b>	<b>57.38</b>	<b>39176187</b>	-	<b>39176187</b>	<b>58.47</b>	<b>1.09</b>
<b>B. Public Shareholding</b>									
I. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	4133820	6000	4139820	6.06	4404646	6000	4410646	6.58	0.52
b) Banks / FIs	35324	3400	38724	0.06	11769	3400	15169	0.02	-0.04
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	952564	-	952564	1.40	155497	-	155497	0.23	-1.17
g) FIs	9274542	-	9274542	13.58	6923854	-	6923854	10.33	-3.25
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>14396250</b>	<b>9400</b>	<b>14405650</b>	<b>21.10</b>	<b>11495766</b>	<b>9400</b>	<b>11505166</b>	<b>17.16</b>	<b>-3.94</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate	6306205	39600	6345805	9.29	6930164	39600	6969764	10.40	1.11
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3121163	1533603	4654766	6.82	4126561	1473878	5600439	8.36	1.54
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1472535	32500	1505035	2.20	2582921	-	2582921	3.86	1.66
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	418138	-	418138	0.61	410150	-	410150	0.61	0.00
Qualified Foreign Investors	-	-	-	-	148388	-	148388	0.22	0.22
Trusts	1769043	-	1769043	2.59	550191	-	550191	0.82	-1.77
Clearing Members	-	-	-	-	56420	-	56420	0.08	0.08
<b>Sub-total (B)(2):-</b>	<b>13087084</b>	<b>1605703</b>	<b>14692787</b>	<b>21.51</b>	<b>14804795</b>	<b>1513478</b>	<b>16318273</b>	<b>24.36</b>	<b>2.84</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>27483334</b>	<b>1615103</b>	<b>29098437</b>	<b>42.61</b>	<b>26300561</b>	<b>1522878</b>	<b>27823439</b>	<b>41.53</b>	<b>1.08</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>66668021</b>	<b>1615103</b>	<b>68283124</b>	<b>100</b>	<b>65476748</b>	<b>1522878</b>	<b>66999626</b>	<b>100</b>	<b>0.00</b>

\* Shareholding percentage as on 31st March, 2015 has been calculated on reduced capital after completion of buyback on 7th April, 2014 and % change in shareholding has been calculated accordingly.


**ii) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2014]			Shareholding at the end of the year [As on 31st March, 2015]			% change in shareholding during the year*
		No. of Shares	% of total Shares of the company*	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company*	% of Shares Pledged / encumbered to total shares	
1	D P Jindal	51,355	0.08	0	51,355	0.08	0	-
2	D P Jindal (HUF)	21,457	0.03	0	21,457	0.03	0	-
3	Saket Jindal	1,731,625	2.54	0	1,731,625	2.58	0	0.04
4	Saket Jindal (HUF)	5,269	0.01	0	5,269	0.01	0	-
5	Savita Jindal	141,536	0.21	0	141,536	0.21	0	-
6	Raghav Jindal	45,778	0.07	0	45,778	0.07	0	-
7	Raghav Jindal (HUF)	4,472	0.01	0	4,472	0.01	0	-
8	Rachna Jindal	60,735	0.09	0	60,735	0.09	0	-
9	Shruti Raghav Jindal	36,224	0.05	0	36,224	0.05	0	-
10	Shreepriya Jindal	33,951	0.05	0	33,951	0.05	0	-
11	Shreeja Jindal	34,065	0.05	0	34,065	0.05	0	-
12	Devanshi Jindal	6,000	0.01	0	6,000	0.01	0	-
13	Brahma Dev Holding & Trading Ltd.	5,758,992	8.43	0	5,758,992	8.60	0	0.17
14	Haryana Capfin Ltd.	2,852,540	4.18	0	2,852,540	4.26	0	0.08
15	Jindal Global Finance & Investment Ltd.	200	0.0	0	200	0.0	0	-
16	Global Jindal Fin-Invest Ltd.	5,424,944	7.94	0	5,424,944	8.10	0	0.16
17	Odd & Even Trade & Finance Pvt. Ltd.	11,690,000	17.12	0	11,690,000	17.45	0	0.33
18	Stable Trading Co. Ltd.	11,285,544	16.53	0	11,277,044	16.83	0	0.30
	<b>TOTAL</b>	<b>391,84,687</b>	<b>57.38</b>	<b>0</b>	<b>39,176,187</b>	<b>58.47</b>	<b>0</b>	<b>1.09</b>

\* Shareholding percentage as on 31st March, 2015 has been calculated on reduced capital after completion of buyback on 7th April, 2014 and % change in shareholding has been calculated accordingly.

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

S.N.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year/end of the year	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	D P Jindal	51,355	0.08	1-Apr-2014 27-Mar-2015	22000*	Open Market Purchase	73,355	0.11
2	Saket Jindal	73355	0.11	31-Mar-2015	-	-	73,355	0.11
		17,31,625	2.54	1-Apr-2014 27-Mar-2015	75,000*	Open Market Purchase	1,806,625	2.69
				30-Mar-2015	751*	Open Market Purchase	1,807,376	
		18,07,376	2.69	31-Mar-2015			1,807,376	2.69
There was no change in the shareholding of other Promoters during the year								

\* since the shares acquired above were not credited to the demat account by 31st March, 2015, no effect of the above shares has been incorporated in the shareholding pattern as on 31st March, 2015.


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

S.N.	Name	Shareholding at the beginning of the year 01-04-2014		Cumulative Shareholding at the end of the year 31-03-2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Franklin Templeton Investment Funds	5,342,961	7.82	4,138,822	6.18
2	Reliance Capital Trustee Co. Ltd. A/c Reliance Growth Fund	2,051,434	3.00	1,949,034	2.91
3	Ram Saran Agarwal	1,764,443	2.58	550,191	0.82
4	Religare Finvest Limited	1,363,575	2.00	1,363,507	2.04
5	Jhanjhari Holdings Pvt. Ltd.	1,347,891	1.97	1,347,891	2.01
6	Templeton Global Investment Trust-Templeton Bric Fund	1,199,422	1.76	725,197	1.08
7	HDFC Trustee Co. Ltd. -HDFC Prudence Fund	1,142,949	1.67	-	-
8	Royce Global Value Fund	1,000,000	1.46	-	-
9	Roopchand Bhanshali	962,975	1.41	-	-
10	HDFC Trustee Co. Ltd. -HDFC MF - Monthly income Long Term plan	636,000	0.93	77,200	0.12
11	DSP Blackrock Micro Cap Fund	-	-	1,404,879	2.10
12	GVN Fuels Ltd.	-	-	1,123,652	1.68
13	Akash Bhanshali	-	-	1,094,059	1.63
14	Blackrock India Equities Fund (Mauritius) Ltd.	-	-	693,757	1.04

**Note:** The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

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

Name Of The Directors/KMPs	Shareholding at the beginning of the year 01-04-2014		Cumulative Shareholding at the end of the year 31-03-2015	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Dharam Pal Jindal - Chairman</b>				
At the beginning of the year	51,355	0.08	51,355	0.08
Purchase on 27th March, 2015	22,000*	0.03	71,355	0.11
At the end of the year	-	-	71,355	0.11
<b>Saket Jindal - Director</b>				
At the beginning of the year	1,731,625	2.54	1,731,625	2.54
Purchase on 27th March, 2015	75,000*	0.15	1,806,625	2.69
Purchase on 30th March, 2015	751*	0.00	1,807,376	2.69
At the end of the year	-	-	1,807,376	2.69
<b>U. C. Agarwal - Director</b>				
At the beginning of the year	1,000	0.00	1,000	0.00
Sold on 10th April, 2014	300	0.00	700	0.00
At the end of the year	-	-	700	0.00
<b>Naresh Chand Jain - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Sanjeev Rungta - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>P N Vijay - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-



Name Of The Director/KMPs	Shareholding at the beginning of the year 01-04-2014		Cumulative Shareholding at the end of the year 31-03-2015	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>S P Raj - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Roma Kumar - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Dinesh Chandra Gupta - KMP</b>				
At the beginning of the year	1,110	0.00	1,110	0.00
At the end of the year	-	-	1,110	0.00
<b>Ashok Soni – KMP**</b>				
At the beginning of the year	151	0.00	151	0.00
At the end of the year	-	-	151	0.00

\* since the shares acquired above were not credited to the demat accounts by 31st March, 2015, no effect of the above shares has been considered in the shareholding pattern of the Company as on 31st March, 2015.

\*\* Appointed as CFO on 10th December, 2014.

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	55,492,886	14,198,414	-	69,691,300
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	55,492,886	14,198,414	-	69,691,300
<b>Change in Indebtedness during the financial year</b>				
- Addition	-	-	-	-
- Reduction	55,492,886	13,861,842	-	69,354,728
<b>Net Change</b>	55,492,886	13,861,842	-	69,354,728
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	336,572	-	336,572
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	336,572	-	336,572


**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Shri Saket Jindal (MD)	Shri S P Raj (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	14,725,440	2,698,152	17,423,592
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	39,600	204,624	244,224
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify:			
	Provident Fund:	16,500	16,500	33,000
	Total (A)	14,781,540	2,919,276	17,700,816

**B. Remuneration to other Directors**

S.N.	Particulars of Remuneration	Name of Directors						Total Amount (₹)
		D P Jindal	N. C. Jain	Sanjeev Rungta	P. N. Vijay	U. C. Agarwal	Roma Kumar	
1	Independent Directors							
	Fee for attending Board/ Committee Meetings	-	480,000	70,000	2,80,000	527,500	-	1,357,500
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	<b>Total (1)</b>	-	<b>480,000</b>	<b>70,000</b>	<b>280,000</b>	<b>527,500</b>	-	<b>1,357,500</b>
2	Other Non-Executive Directors							
	Fee for attending Board/ Committee Meetings	470,000	-	-	-	-	300,000	770,000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>470,000</b>	-	-	-	-	<b>300,000</b>	<b>770,000</b>
	<b>Total (B)=(1+2)</b>	<b>470,000</b>	<b>480,000</b>	<b>70,000</b>	<b>280,000</b>	<b>527,500</b>	<b>300,000</b>	<b>2,127,500</b>
	<b>Total Managerial Remuneration *</b>							<b>19,828,316*</b>

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




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

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		Shri. D. C. Gupta, V.P. & Company Secretary	Shri. Ashok Soni, Chief Financial Officer	Total Amount (₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	2,109,480	945,549	3,055,029
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	7,200	2,100	9,300
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify:			
	Provident Fund	16,500	7,200	23,700
	<b>Total</b>	<b>2,133,180</b>	<b>954,849</b>	<b>3,088,029</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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



## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

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

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by

Maharashtra Seamless Ltd.(hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015(Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999- (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period) and;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



(vi) Other Laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India - Not applicable to the Company during the Audit Period;
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

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

I further report that:

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

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

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

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

I further report that, during the audit period, the Company –

1. Obtained its Members' consent u/s 186 (2) of the Act, by postal ballot, to give loans / guarantees or provide security in connection with a loan upto an aggregate amount of ₹ 3,500 cores, and
2. Closed the scheme of buyback of its equity shares on 7 April, 2014 with a total buy back of 35,33,796 shares reducing the share capital to ₹ 33,49,98,130.

Place: New Delhi

Dated: 5th August , 2015

**Namo Narain Agarwal**  
CP No.3331, FCS No. 234


**DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014.**
**PARTICULARS OF EMPLOYEES**

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

- a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15, percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2014-15 and Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2014-15 (₹ In Lacs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2014-15	Comparison of the Remuneration of the KMP against the performance of the Company
1	<b>Mr. D. P. Jindal</b> Chairman	4.70	2.39	235.71	
2	<b>Mr. U. C. Agarwal</b> Non-Executive Director	5.27	2.68	185.11	
3	<b>Mr. P.N. Vijay</b> Non-Executive Director	2.80	1.42	600.00	
4	<b>Mr. Sanjeev Rungta</b> Non-Executive Director	0.70	0.35	-	
5	<b>Mr. N. C. Jain</b> Non-Executive Director	4.80	2.44	242.85	
6	<b>Dr. Roma Kumar*</b> Non-Executive Director	3.00	1.53	-	
7	<b>Mr. S. P. Raj</b> Whole Time Director	29.19	14.89	7.91	
8	<b>Mr. Saket Jindal</b> Managing Director	147.82	75.42	0.05	The Revenue and Profit after Tax for the financial year ended 31st March, 2015 increased by 13.32% and 26.26% respectively
9	<b>Mr. D. C. Gupta</b> V.P. & Company Secretary	21.33	NA	10.20	
10	<b>Mr. Ashok Soni **</b> CFO	9.54	NA	-	

\* Appointed as Director w.e.f. 6th August, 2014.

\*\*Appointed w.e.f. 10th December, 2014

- b. Percentage increase in the median remuneration of employees in the financial year 2014-15 compared to 2013-14. – 12.87%

- c. As on 31st March, 2015, there were 1220 permanent employees on the rolls of the Company.

- d. The explanation on the relationship between average increase in remuneration and the Company performance.

The Revenue and Profit after Tax for the financial year ended 31st March, 2015 increased by 13.32% and 26.26% respectively. The average increase in remuneration of all employees of the Company was 11.72%.

- e. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

Total remuneration paid to Key Managerial Personnel for the financial year ended 31st March, 2015 was ₹ 2.01 Crore, constituting 1.26% of the Profit before tax for the year.



- f. Variation in the market capitalization of the Company, price earning ratio as at the closing date of the current year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (₹ in lacs)	132223.76	132913.10	-0.52 %
Price Earning Ratio	10.78	13.82	-3.04

- g. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company had come out with the Initial Public Offer (IPO) in 1991 of Equity shares of ₹ 10/- each at par. The current market price is not comparable to the rate at which the Company came out with the last public offer in view of the scheme of arrangement involving the Company and split of shares. The Closing price of the Company's equity shares of ₹ 5/- each on NSE and BSE as of 31st March, 2015 was ₹ 197.15 and ₹ 197.35 respectively.

- h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 12.28% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2014-15 was 2.30%.
- i. The Company does not provide variable component of remuneration to the Directors.
- j. Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess the highest paid Director during the financial year – Not applicable

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



## CORPORATE GOVERNANCE REPORT

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

The Securities and Exchange Board of India (SEBI) amended the Listing Agreement effective from 1st October, 2014, to bring in additional corporate governance norms for listed entities. These norms provide for stricter disclosures and protection of investors' rights, including equitable treatment for minority shareholders.

The details of the Corporate Governance compliance by the Company as per Clause 49 of the Listing Agreement with Stock Exchanges are as under:

### I. BOARD OF DIRECTORS

#### Composition

The Company's policy is to have appropriate mix of executive and non-executive/ Independent Directors on the Board. The Company has an Executive Chairman who is also a promoter of the Company. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement with Stock Exchanges), across all the companies in which they are Directors. The Directors have made necessary disclosures regarding their Committee positions.

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement.

#### Board Functioning & Procedure

During the year 2014-15, the Board of Directors met nine times and the gap between two meetings did not exceed 120 days. The Board meetings were held on 10th May, 2014, 24th May 2014, 6th August 2014, 22nd September 2014, 11th November 2014, 10th December 2014, 29th January 2015, 6th February 2015, and 7th March 2015. Video/tele-conferencing facilities are used to facilitate Directors present at other locations, to participate in the meetings. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies as on 31st March, 2015 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held		
			Board Meeting	Last AGM	Directorships	Committee Memberships	Committee Chairmanship
Mr. D. P. Jindal*	Chairman	73355	9	Yes	4	1	-
Mr. Saket Jindal	MD	1807376	7	Yes	4	2	1
Mr. S. P. Raj	WTD	-	6	Yes	3	-	-
Mr. U. C. Agarwal	Independent	700	9	No	1	2	2
Mr. Sanjeev Rungta	Independent	-	1	No	3	2	-
Mr. N. C. Jain	Independent	-	9	Yes	-	-	-
Mr. P. N. Vijay	Independent	-	6	No	3	2	2
Mrs. Roma Kumar	NED	-	6	No	1	-	-

MD = Managing Director, WTD=Whole Time Director, NED- Non-Executive Director

#### Note:

- Only Audit and Stakeholders' Relationship Committees are considered.
- Excludes directorship in Foreign Companies.

\*Appointed as Executive Chairman w.e.f. 1st April, 2015.

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

#### Separate Meeting of Independent Directors

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

- the performance of Non Independent Directors & Board of Directors as a whole.





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

During the year under review, the Independent Directors met on March 31, 2015. All the Independent Directors were present at the meeting.

#### **Familiarisation Programme**

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee meetings on business and performance updates of the Company. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors.

The detail of familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://jindal.com/msl/pdf/Familiarization%20Programme%20MSL.pdf>

#### **CODE OF CONDUCT**

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

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

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

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2015.

Date: 5th August, 2015

**SAKET JINDAL**  
Managing Director

## **2. AUDIT COMMITTEE**

The terms of reference of the Audit Committee are as per guidelines set out in the Listing agreement read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions to the audit functions and monitors the quality of internal and statutory audit.

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

#### **COMPOSITION**

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

The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board Meeting.

During the year under review meetings of the Audit Committee were held on 24th May, 2014, 6th August, 2014, 22nd September, 2014, 11th November, 2014, 10th December, 2014, 29th January, 2015, 6th February, 2015 and 7th March, 2015



and the gap between two meetings did not exceed 4 months. The composition, names of the members, chairperson, and particulars of the meetings and attendance of the members during the year are as follows:

Members	Designation	No. of meetings attended
Mr. U. C. Agarwal	Chairman	8
Mr. D. P. Jindal	Member	8
Mr. Sanjeev Rungta	Member	1
Mr. N. C. Jain	Member	8

### INTERNAL AUDITORS

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

### 3. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee are as per guidelines set out in the Listing agreement read with Section 178 of the Companies Act, 2013.

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

The composition of Nomination and Remuneration Committee of the Company as on 31st March, 2015 comprised of three Directors consisting of all Independent Non-executive Directors. The Chairman of the Committee is an Independent Non-executive Director.

Members	Designation	No. of meetings attended
Mr. U. C. Agarwal	Chairman	2
Mr. Sanjeev Rungta	Member	-
Mr. N. C. Jain	Member	2

During the year under review meetings of the Nomination & Remuneration Committee were held on 5th February, 2015 and 7th March, 2015.

#### Remuneration Policy

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

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

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

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

The Whole Time Directors are entitled to customary non-monetary benefits such as company's car, furnished accommodation, health care benefits, leave travel, communication facilities, etc.



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

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

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

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

#### Details of Directors' Remuneration

- a) The Details of remuneration paid to Managing Director and Whole Time Director during the year ended 31st March, 2015:-

(₹)

Name	Salary	Perquisites & other benefits	Total
<b>Mr. Saket Jindal,</b> Managing Director	10,800,000	3,981,540	14,781,540
<b>Mr. S. P. Raj</b> Whole -Time -Director	1,689,420	1,229,856	2,919,276

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

- b) The Non-executive Directors are paid by way of sitting fees for each meeting of the Board of Directors, Audit Committee, Stakeholder's Relationship Committee and Independent Directors' Committee, attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2015: -

(₹)

Director	Sitting Fees
Mr. D. P. Jindal	470,000
Mr. U. C. Agarwal	527,500
Mr. Sanjeev Rungta	70,000
Mr. N. C. Jain	480,000
Mr. P. N. Vijay	280,000
Mrs. Roma Kumar	3,00,000

Apart from receiving Directors' remuneration by way of sitting fee for attending meetings of Board, Audit Committee, Stakeholder's Relationship Committee and Independent Directors' Committee, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March 2015.

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Directors have constituted the Corporate Social Responsibility Committee in reference to the requirements of Section 135 of the Companies Act, 2013.

The constitution of the Corporate Social Responsibility Committee as on 31st March., 2015 was as under:-

Members	Designation
Shri D P Jindal	Chairman
Shri Naresh Chand Jain	Member
Shri S.P. Raj	Member



The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

During the year under review, the said committee met on 29th January, 2015. All members were present in the meeting.

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has constituted a Committee under the Chairmanship of Non Executive Director. The Committee meets periodically, to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Also reviews the status of legal cases involving the investors where the Company has been made a party. Details of shares transfers/transmissions approved by the Committee are placed at the Board Meetings from time to time.

#### COMPOSITION

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

Members	Designation
Mr. U. C. Agarwal	Chairman
Mr. Saket Jindal	Member

#### COMPLIANCE OFFICER

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

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

Number of Shareholders complaints received during the period 01.04.2014 to 31.03.2015	:	4
Number of complaints not solved to the satisfaction of shareholders	:	Nil
Number of pending complaints as on 31.03.2015	:	Nil

#### SUBSIDIARY COMPANIES

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

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

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

The Company has adopted a Policy in line with the requirements of the Listing Agreement. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link [www.jindal.com/msl/pdf/MSL%20Policy\\_Material%20Subsi.pdf](http://www.jindal.com/msl/pdf/MSL%20Policy_Material%20Subsi.pdf)

#### GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2011-12	28.09.2012	Registered Office of the Company at Pipe Nagar, Raigad	11.30 A.M.
2012-13	30.09.2013	Registered Office of the Company at Pipe Nagar, Raigad	10.30 A.M.
2013-14	26.09.2014	Registered Office of the Company at Pipe Nagar, Raigad	10.30 A.M.

(II) Special resolutions passed in the previous three Annual General Meetings:

No Special resolution was passed by the Company in any of its previous three AGMs.



(III) Special resolution passed through Postal Ballot

During the year, members of the Company have approved the resolution, authorizing Board of Directors to give loans/ guarantee, providing of securities and/or making of investments in securities, subject to a maximum of Rs. 3500 Crores u/s 186(2) of the Companies Act, 2013 through postal ballot.

The Board had appointed Shri Namo Narain Agarwal, a Practicing Company Secretary, as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner. The results of the postal ballot were declared on 30th March, 2015.

The details of voting pattern in respect of Special Resolution passed u/s 186(2) of the Companies Act, 2013 was as under:

Special Resolution	Votes cast in favour		Votes cast against	
	No. of votes	%	No. of votes	%
For authorizing Board of Directors to give loans/ guarantee, providing of securities and/or making of investments in securities, subject to a maximum of ₹ 3500 Crores	451,65,833	82.68	94,59,590	17.32

Accordingly the said resolution was approved by the shareholders with requisite majority.

The procedure of postal ballot is in compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules.

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

## DISCLOSURES

### i) Related Party Transactions

There have been related party transactions as reflected in notes to the accounts but they are not in conflict with the interest of the Company. All transactions have been approved by the Audit Committee.

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

### ii) Accounting Standards

The Company follows the Accounting Standards laid down by the Institute of Chartered Accountants of India and there has been no deviation during the year.

### iii) Details on Non Compliance

There are no instances of non-compliance by the Company on any matter relating to the Capital Market during the last 3 years.

### iv) CEO/ CFO Certificate

Mr. Saket Jindal, Managing Director and Mr. Ashok Soni, CFO have furnished the required certificate to the Board of Directors pursuant to Clause 49 of the Listing Agreement.

### v) Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <http://jindal.com/msl/pdf/Vigil-Mechanism-MSL.pdf>

### vi) Adoption of Mandatory and Non- mandatory requirements of Clause 49

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. However, the Company has also complied with following non-mandatory requirements of Clause 49 of Listing Agreement.

#### Audit Qualifications

The Financial Statements of the Company are unqualified.

#### Separate posts of Chairman and CEO

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

**Reporting of Internal Auditor**

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

**vii) Risk Management**

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

**MEANS OF COMMUNICATION**

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

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

**GENERAL SHAREHOLDERS INFORMATION****a) Annual General Meeting:**

Date & Time : 28th September, 2015 at 12:15 P.M.

Venue : Registered Office of the Company at Pipe Nagar,  
Village Sukeli, N.H. 17, B.K.G. Road, Taluka-Roha,  
Distt. Raigad, Maharashtra – 402126

b) Financial Year : 1st April, 2014 to 31st March, 2015

c) Book Closure : 18th August, 2015 to 20th August, 2015 (Both days inclusive)

d) Dividend : Dividend of ₹ 5/- (100 %) per equity share for the year ended 31st March, 2015, if approved by the members, would be payable on or after 29th September, 2015.

**Financial Calendar (Tentative):**

- Financial reporting for the quarter ended 30th June, 2015	Aug, 2015
- Financial reporting for the quarter ending 30th September, 2015	Oct/ Nov, 2015
- Financial reporting for the quarter ending 31st December, 2015	Jan/ Feb, 2016
- Financial reporting for the quarter/year ending 31st March, 2016	April/ May, 2016

**Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fee for the year 2015-16 has been paid to all Stock Exchanges. .

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

ISIN for equity shares: INE 271B01025



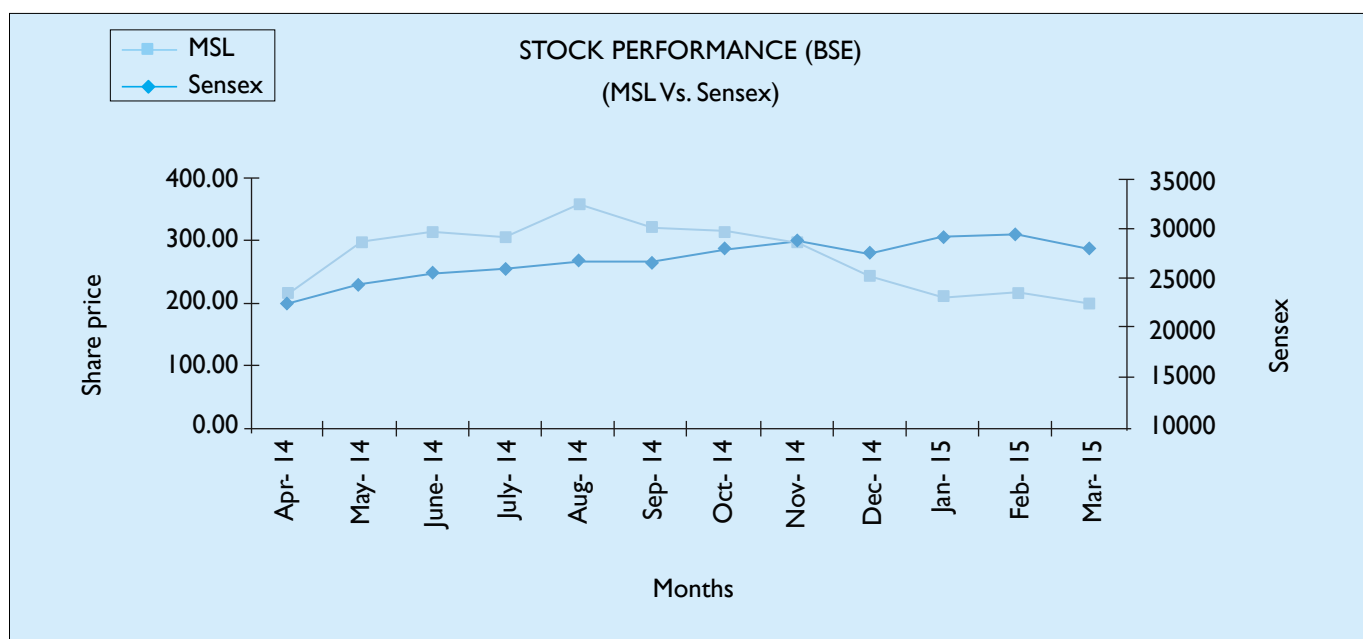


### Stock Market Data

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

Month	MSL BSE Price (₹)		BSE Sensex	
	High	Low	High	Low
April, 2014	263.70	191.15	22,939.31	22,197.51
May, 2014	321.40	212.00	25,375.63	22,277.04
June, 2014	347.00	271.00	25,725.12	24,270.20
July, 2014	338.85	296.20	26,300.17	24,892.00
Aug, 2014	372.00	277.75	26,674.38	25,232.82
Sept.,2014	365.60	320.05	27,354.99	26,220.49
Oct.,2014	353.60	300.00	27,894.32	25,910.77
Nov.,2014	342.65	291.25	28,822.37	27,739.56
Dec.,2014	298.10	228.95	28,809.64	26,469.42
Jan.,2015	255.00	206.10	29,844.16	26,776.12
Feb.,2015	224.85	200.80	29,560.32	28,044.49
Mar.,2015	220.10	183.00	30,024.74	27,248.45

### Share performance chart



### Distribution of shareholding as on 31st March, 2015

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	23853	92.70	3437345	5.13
501 to 1000	1096	4.26	869307	1.30
1001 to 10000	648	2.52	1828072	2.73
10001 to 100000	95	0.37	2892094	4.32
100001 to 500000	21	0.08	4083269	6.09
500001 & above	18	0.07	53889539	80.43
<b>Total</b>	<b>25731</b>	<b>100</b>	<b>66999626</b>	<b>100</b>

**Shareholding Pattern as on 31st March, 2015**

Category	No. of shares held	% of holding
Promoter & Promoter Group	39176187	58.47
Mutual Funds/UTI	4410646	6.58
Financial Institutions/Banks	15169	0.02
Insurance Companies	155497	0.23
Foreign Institutional Investors	6923854	10.34
Qualified Foreign Investor	148388	0.22
Bodies Corporate	6969764	10.40
Resident Individuals	8183360	12.22
NRIs	410150	0.61
Trust	550191	0.82
Clearing Members	56420	0.09
<b>Total</b>	<b>66999626</b>	<b>100</b>

**Dematerialization of Shares**

97.73 % of the Paid-up Equity Share Capital of the Company is in dematerialised form as on 31st March 2015.

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

The Company has no outstanding GDRs/ADRs/Warrants or any other convertible instruments as on 31st March 2015.

**Plant Locations:****1. Seamless & ERW Pipes:**

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

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

**2. Wind Power:**

Village Nivkane, Taluka Patan,  
District Satara, Maharashtra

**3. Solar Power**

Pokaran, Distt- Jaisalmer  
Rajasthan

**Registrar and Share Transfer Agents:**

Alankit Assignments Limited, Alankit Height,  
1E/13, Jhandelwala Extension,  
New Delhi – 110 055  
Phone: 011-23541234, 42541234  
Fax: 011-42541967  
e-mail: rta@alankit.com

**Share Transfer System:**

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

**Investor correspondence address**

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

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



## **CERTIFICATE ON CORPORATE GOVERNANCE**

TO,

THE MEMBERS OF

**MAHARASHTRA SEAMLESS LIMITED**

We have examined the compliance of conditions of corporate governance by Maharashtra Seamless Limited for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company, no investor grievance is pending for a period exceeding one month.

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

For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

FRN 008396N

**R.K. KANODIA**

Partner

Membership No. 016121

Place: New Delhi

Dated: 5th August, 2015

**MANAGEMENT DISCUSSION & ANALYSIS****FORWARD LOOKING STATEMENT**

The statements in the Directors' Report and Management Discussion and Analysis Report contains "forward-looking statements" about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expression for future are forward-looking statements.

Forward-looking statements should be viewed in the context of many risk issues, and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, risks arising from uncertainties as to future Oil & Gas prices and their impact on investment programs by oil & gas companies, steel prices worldwide and domestic, economic and political conditions. We cannot assure that outcome of the forward looking statement will be realized and disclaim any duty to update any information in the same.

**ECONOMIC ENVIRONMENT OVERVIEW**

The year under review started with challenges on several fronts and with cautious optimism, Indian economy witnessed a change from the end of first quarter of the year with the election of a new stable government at the Centre. The election of a single party majority government, after a long gap of 3 decades, brought in the much required political stability and lifted the hope of translating this into steady policy reforms and sustained economic growth. Government's committed focus on reviving economic growth through increased foreign direct investment in a number of crucial sectors, thrust on fast-tracking growth in core infrastructure sectors, connecting growth with equal participation of masses of rural and suburban populace and steely resolve of making India an attractive global destination for doing business has since gone to increase confidence and interest of foreign business and investor communities. While the true results of these measures would be visible after a while, significant structural improvement indicators such as contained inflation, 3 consecutive rate cuts of 25 bps each by the Reserve Bank of India and strengthening of fiscal and current account deficit of the country in the financial year 2014-15 augur well towards rebooting our economy on higher growth levels.

The focus of the current regime to increase the share of manufacturing segment to 25% of the GDP is being backed by an ambitious 'Make in India' campaign and being supported by an increased thrust on mass scale as well as high impact factors such as core infrastructure, financial inclusion, land and labour reforms, etc. Making manufacturing the bedrock of economic growth, would help to improve our socio-economic indicators by generating mass employment, reducing dependence on agriculture for a vast rural population and generate additional demand for consumption of retail services.

**REVIEW OF OPERATIONS**

Your Company's performance is directly influenced by the activities in the oil & gas and infrastructure industry. The most significant factor which affected all industries and economies was a steep fall in prices of crude oil. As a direct consequence, exploration & production companies have vastly reduced their drilling activities and shelved any exploration and capital expenditure plans, hurting the Company's exports. Additionally, dumping of Chinese products has also caused severe injury to domestic industry.

Your Company has used this as an opportunity to become more efficient and conducted detailed internal reviews to weed out any inefficiencies. Your Company remains a debt-free company with zero borrowings. Short term bank borrowings are restricted to need based working capital requirements. Operational surpluses continue to be invested to earn reasonable returns with a high degree of safety. We have also sharpened our focus on working capital efficiency

## Summary of operating performance

Particulars	FY 2014-15	FY 2013-14
Gross Sales (Rs. in lacs.)	145,605	130,734
Earnings per share (Rs.)	18.28	13.98
Book value per share (Rs.)	418	409

**BUSINESS OUTLOOK****A) DOMESTIC**

India continues to be one of the faster growing economies in the world. At present, Indian pipeline network is significantly under developed as compared to the developed economies of the world. This provides a huge scope for growth to the industry. The government has renewed focus on infrastructure and this is expected to add impetus to the growth prospects of your Company.

Government of India has announced a slew of initiatives & missions which are going to push the demand for steel pipes over the next year. They are elaborated below:

- 1) Three ambitious infrastructure projects i.e. Smart City, AMRUT & Pradhan Mantri Awas Yojana with a budget allocation of



about Rs. 3 lakh crores proposed to be spent in the next 5 years. Besides the Government, private companies will have to participate in these projects with large investments. There is going to be high demand for pipes in such infrastructure projects like water supply, sewage, gas supply and structurals.

- 2) Government of India has envisaged providing each household with 24 x 7 electricity over the next 5 years. This plan entails large power additions. Power sector being a major consumer of steel pipes & tubes, this is going to lead to increase in demand of the same.
- 3) Government has embarked on other pipeline projects like Urja Ganga and had planned to double the existing gas pipeline network to over 30,000 km in the next 5 years. The City Gas Distribution (CGD) sector is expected to see significant increase in investments over 3-4 years after the Supreme Court's judgement allowing assets owning CGD companies to freely price their products.

However, on the other hand, entire domestic pipe industry is still concerned about dumping by Chinese manufacturers. Although, safeguard duty has been imposed on Chinese imports, it is worrisome to note that this safeguard duty level has fallen short of industry requirements. This is because although overall pipe market demand remains stable, domestic manufacturers are still not able to compete with Chinese products on pricing.

Aberrations in cost & prices continue to harm domestic industry and this injury cannot be sustained indefinitely by domestic manufacturers, especially in current economic scenario wherein export demand has fallen drastically. It is important to note that these damaging trade practices by Chinese manufacturers are prevalent in all jurisdictions across the globe which does not have anti-dumping duties on pipes.

## **B) EXPORT**

On a global scenario, we maintain our optimistic situation despite facing challenging economic environment. The number and quantum of enquiries have been improving each year and new markets are being explored with increasing vigour. We have been able to successfully penetrate 8 new countries in this financial year in our efforts to explore new geographies. At the same time, we have maintained our focus to continue supplying to Europe and North America. We believe that ongoing vendor registration drive would fuel your Company's double digit growth in forthcoming years.

Changes in Demographic factors, increasing demand of liquid hydrocarbons in developing economies, commissioning of new capacities in Asia and Middle East, increased momentum within automotive sector, a robust turnaround of the construction Industry, increased demand for gas and many more factors are the real growth drivers of our industry and your Company is dedicated to take a lead role in this transformation.

## **HUMAN RESOURCES**

Your Company recognises that its people are the primary source of its competitiveness and firmly believe that its Human Resources are one of the biggest strengths and major driving force behind its success and growth. We strive continuously to foster a climate of openness, discipline, trust and team work. We reiterate our focus on encouraging investments in people through merit oriented pay revisions and differential pay reviews.

Your Company's management firmly believes that strong and stable industrial relations are essential for the success of any organisation. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual cooperation, confidence and respect duly recognising rights of all workers.

We also strive for empowerment and safety of women. As a responsible employer, we have laid down strict guidelines for the prevention of sexual harassment of women at work place providing them with a forum for grievance redressal (if any).

We review policies and practices with a view to make them contemporary and uniform in application. We implement new activities to ensure our employees are engaged and motivated. For better control and improved productivity, pioneering steps and measures are taken constantly.

The commitment and passion of our people is one of the key factor that has sustained us in this difficult period. As at 31st March 2015, your Company had 1220 employees.

## **RISK MANAGEMENT**

Risk management is an integral part of the way your Company works. Your Company's business activities are subject to various risk and threats associated to its business and the industry in which it operates. Your Company recognises that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders to achieve its business objectives and enable sustainable growth. Effective identification, assessment and management of all these risks is of prime importance to the Company.

## **INTERNAL CONTROL SYSTEM**

Your Company has an efficient system of internal controls for all major processes to ensure reliability of reporting. The system also helps management to have timely data and feedback on various operational parameters for effective review. It also ensures proper



safeguarding of assets. The internal control system of your Company is commensurate with its size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement.

Scope of internal audit is prepared on the basis of the internal control framework. Audit Committee critically reviews the observations of the internal audit report and acts to ensure compliance is completed. This control system also provides comfort to the management of your Company.

#### **ENVIRONMENT, CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY**

Your Company believes that a clean environment fosters health and prosperity for the individual and the community at large. We ensure that best environment engineering controls are adopted at our manufacturing facilities. These controls aim to prevent accidents and stop any hazards to health. The policies of your Company give highest priority to safety, environment protection and well being of its employees.

As we grow, we will continue to adhere to our green philosophy. Our commitment to environment is reflected in our investments in green energy – Wind and Solar. We generate approx. 25% of our requirement of power through renewable energy resources.

As a responsible corporate citizen, your Company is a strong believer in giving back to the society. CSR initiatives help elevate the quality of life of the people by promoting healthcare, education and employment opportunities. Through its “Streets to School – Education programme”, more than 6000 underprivileged children have fulfilled their potential in last two years. Your Company has undertaken numerous initiatives aimed at developing local community around its manufacturing facilities and aims to continue its efforts to build on its tradition of social responsibility to empower communities.



## INDEPENDENT AUDITORS' REPORT

To The Members of  
**Maharashtra Seamless Limited**

### 1) Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of Maharashtra Seamless Limited ("the Company"), which comprises the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

### 3) Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

- 4) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
- 5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### 6) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

### 7) Emphasis of Matter

We draw attention to note no 2.42 (ii) to the Financial Statements, relating to the company has given interest free loan to the Jindal Premium Connections Pvt. Ltd. (formerly known as Hydriil Jindal international Pvt. Ltd.), Gondkhari Coal Mining Ltd. and Maharashtra Seamless Ltd. Employee Welfare Trust respectively.

### 8) Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("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 a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

### 9) As required by section 143(3) of the Act, we further 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 purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
  - e. On the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act;
- 10) 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 explanation given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in note no. 2.25 to the financial statements.
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any and as required on long term forward contracts, refer note no. 2.38 to the financial statements.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

**R.K.Kanodia**

Partner

Place: Delhi

Date: 26th May, 2015

Membership no.: 016121

**Annexure to the Independent Auditor's Report on Financial Statements**  
**Referred to in paragraph I of the section on "Report on Other Legal and Regulatory Requirements"**  
**of the Auditors' Report**

- I. In respect of its Fixed Assets:
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As explained to us, the management during the year has physically verified all the fixed assets of the Company and no material discrepancies between the book records and the physical verification were noticed on such verification.
  - (c) Fixed assets disposed off during the year, were not substantial and, therefore, it does not affect the going concern assumption.
2. In respect of its inventories:
  - (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials except raw material in transit, lying with the third parties, have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) The company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted by the company to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:
  - (a) The company has granted loans to seven companies. The maximum amount involved during the year was ₹ 42,440 lacs the year-end balance of loan granted to such companies was ₹ 29,598.29 lacs.
  - (b) In respect of loans granted by the company the interest payments are regular except refer note no. 2.42 (ii) to the financial statements and the principal amounts are being received / renewed on the due dates.
  - (c) There is no overdue amount in respect of the above loans.
4. In our opinion, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of stores, raw material including components, plant and machinery, equipment and other assets, and for the sale of goods. Further, on the basis of our examination of the books and records of the company in accordance with the generally accepted auditing practices, we have neither come across, nor have we been informed the existence of major weakness in the internal control procedures and systems.
5. According to the information and explanations given to us, the company has not accepted any deposits during the year from the public within the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules 2014 as amended and the u/s 148(1) of the Companies Act, 2013 and are of opinion that prima –facie the prescribed records and accounts have been maintained by the company. However, we have not made a detailed examination of these records to verify whether they are accurate or complete.
7. (a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-Tax, Sales Tax, Wealth-tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
  - (b) According to the information and explanations given to us, details of dues of income tax, Sales tax, Custom Duty, Wealth Tax, Excise Duty and Cess which have not been deposited as on 31st March, 2015 on account of any dispute are given below:

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount (₹ in Lacs)
Sales Tax	Demand for Sales Tax	Maharashtra Sales Tax Authority (Appellate Tribunal)	2001-2002	4.65
Excise Duty	Demand for Excise Duty	Commissioner Appeal	Jan.1998-June 1999	18.70
		CESTAT	Oct.2002	0.37
		CESTAT	2005-2006	3.58
		CESTAT	2006-2007	199.45
		HIGH COURT	2006-2007	54.73
		CESTAT	2005-2006	75.04
Income Tax	Demand for Income Tax	Commissioner Appeal	2009-2010	4.53
			2010-2011	4.92

- c) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder within time.
8. There are no accumulated losses at the end of the year. There are no cash losses during the financial year and in the immediately preceding financial year.
  9. According to the information and explanations given to us and as per the books of account examined by us, the company has not defaulted in repayment of dues to banks. The company does not have any borrowings from any financial institution nor has the Company issued any debentures during the financial year.
  10. In our opinion and according to the information and explanations given to us, the terms and conditions of the corporate guarantees given by the company for loan taken by other company from banks are not prima facie prejudicial to the interest of the company.
  11. According to the information and explanations given to us by the management, term loans were applied for the purpose, for which the loans were obtained.
  12. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

**R.K.Kanodia**

Partner

Place: Delhi

Date: 26th May, 2015

Membership no.: 016121

# FINANCIAL STATEMENTS

**BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>I Shareholders' Funds</b>			
(a) Share Capital	2.1	334,998,130	341,415,620
(b) Reserves and Surplus	2.2	27,685,466,511	27,569,627,719
		<u>28,020,464,641</u>	<u>27,911,043,339</u>
<b>2 Non - Current Liabilities</b>			
(a) Long - Term Borrowings	2.3	7,927,902	5,421,360
(b) Deferred Tax Liabilities (Net)	2.4	806,353,500	730,861,120
(c) Other Long - Term Liabilities	2.5	402,159,401	494,956,096
		<u>1,216,440,803</u>	<u>1,231,238,576</u>
<b>3 Current Liabilities</b>			
(a) Short - Term Borrowings	2.6	336,572	69,691,300
(b) Trade Payables	2.7	660,874,598	1,462,344,412
(c) Other Current Liabilities	2.8	879,038,734	832,622,888
(d) Short - Term Provisions	2.9	178,991,822	60,748,755
		<u>1,719,241,726</u>	<u>2,425,407,355</u>
<b>TOTAL</b>		<u>30,956,147,170</u>	<u>31,567,689,270</u>
<b>II. ASSETS</b>			
<b>I Non - Current Assets</b>			
(a) Fixed Assets	2.10		
(i) Tangible Assets		6,262,002,802	6,513,416,215
(ii) Intangible Assets		3,249,982	4,661,984
(iii) Revalued Assets		5,377,899,603	5,787,355,178
(iv) Capital Work - in - Progress		333,103,622	175,562,278
(v) Silver Coins in Hand		163,767	153,213
(b) Non - Current Investments	2.11	2,947,337,866	1,097,919,423
(c) Long - Term Loans and Advances	2.12	463,702,922	912,504,225
		<u>15,387,460,564</u>	<u>14,491,572,516</u>
<b>2 Current Assets</b>			
(a) Current Investments	2.11	3,257,230,358	5,880,099,473
(b) Inventories	2.13	4,895,237,181	4,352,118,557
(c) Trade Receivables	2.14	2,979,192,753	3,379,375,613
(d) Cash and Cash Equivalents	2.15	156,508,221	292,655,173
(e) Short - Term Loans and Advances	2.16	4,074,346,110	3,010,011,747
(f) Other Current Assets	2.17	206,171,983	161,856,191
		<u>15,568,686,606</u>	<u>17,076,116,754</u>
<b>TOTAL</b>		<u>30,956,147,170</u>	<u>31,567,689,270</u>

Significant Accounting Policies and  
Notes on Financial Statements

I-2.51

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

**ASHOK SONI**  
CFO

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

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

Place : Gurgaon  
Dated : 26th May, 2015

For and on Behalf of the Board

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**  
**N.C. JAIN**  
**ROMA KUMAR**  
Directors

**S.P. RAJ**  
Wholetime Director

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Note No.	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
I. Revenue From Operations	2.18	13,551,645,571	12,057,627,730
II. Other Income	2.19	828,131,446	632,077,437
III. Total Revenue (I + II)		14,379,777,017	12,689,705,167
IV. Expenses:			
Cost of Materials Consumed	2.20	9,874,694,410	8,165,294,078
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	2.21	(401,489,713)	385,510,567
Employee Benefits Expense	2.22	422,573,879	397,723,117
Finance Costs	2.23	35,945,223	27,322,734
Depreciation and Amortization Expense	2.10	292,403,022	369,493,746
Other Expenses	2.24	2,559,437,047	2,230,770,015
Total Expenses		12,783,563,868	11,576,114,257
V. Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		1,596,213,149	1,113,590,910
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		1,596,213,149	1,113,590,910
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII-VIII)		1,596,213,149	1,113,590,910
X Tax Expenses:			
(a) Current Tax		334,000,000	228,900,000
(b) Deferred Tax		75,492,380	25,820,360
(c) MAT Credit		(38,899,262)	(113,743,210)
(d) Earlier Years		-	1,357,009
(e) Wealth Tax		-	141,392
XI Profit for the Year (IX - X)		1,225,620,031	971,115,359
XII Earnings Per Equity Share (Par value ₹ 5/-)			
(1) Basic		18.28	13.98
(2) Diluted		18.28	13.98

Significant Accounting Policies and  
Notes on Financial Statements

I-2.51

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

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

Place : Gurgaon  
Dated : 26th May, 2015

**ASHOK SONI**  
CFO

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

For and on Behalf of the Board

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**  
**N.C. JAIN**  
**ROMA KUMAR**  
Directors

**S.P. RAJ**  
Wholetime Director




**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit Before Extraordinary Items and Tax	1,596,213,149	1,113,590,910
Adjustments for:		
Depreciation and Amortisation	292,403,022	369,493,746
(Profit) on Sale / Write off of Assets (Net)	(2,955,806)	(53,024)
Income Tax Adjustment Relating to Wealth Tax	-	(141,392)
Finance Costs	30,902,504	16,556,530
Interest Income	(234,910,068)	(133,624,392)
Dividend Income	(2,562,032)	(2,989,739)
Net Gain on Sale of Investments	(418,304,304)	(429,014,382)
Rental Income	(6,719,142)	(6,726,338)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>1,254,067,323</b>	<b>927,091,919</b>
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(543,118,624)	780,831,055
Trade Receivables and Other Receivables	203,374,865	(36,696,335)
Short - Term Loans and Advances	(823,479,736)	(1,581,067,318)
Long - Term Loans and Advances	428,415,920	(16,659,604)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	(664,388,282)	840,226,750
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>(145,128,534)</b>	<b>913,726,467</b>
Cash Flow from Extraordinary Items	-	-
Cash Generated from Operations	(145,128,534)	913,726,467
Net Income Tax (Paid) / Refunds	(344,016,758)	(182,576,752)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>(489,145,292)</b>	<b>731,149,715</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	(238,461,740)	(192,489,950)
Proceeds from Sale of Fixed Assets	3,882,044	106,667
Current Investments not considered as Cash and Cash Equivalents		
- Purchased	(3,030,563,685)	(4,024,166,673)
- Proceeds from Sale	4,154,311,839	4,217,408,133
Purchase of Long - Term Investments		
- Subsidiaries	(80,050)	(144,007,500)
- Others	-	(20,279,207)
Proceeds from Sale of Long - Term Investments		
- Joint ventures	-	64,731,000
- Others	68,086,872	328,922,219
Interest Received	229,493,538	135,615,490
Dividend Received	2,562,032	2,989,739
Rental Income	6,719,142	6,726,338
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>1,195,949,992</b>	<b>375,556,256</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long - Term Borrowings	2,506,542	(2,862,720)
Buy Back of Equity Shares	(276,785,781)	(415,290,547)
Proceeds / (Repayment) of other Short - Term Borrowings	(69,354,728)	31,746,400
Finance Costs	(30,902,504)	(16,556,530)
Dividend Paid	(400,095,662)	(418,081,626)
Tax on Dividend	(68,319,519)	(71,314,910)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>(842,951,652)</b>	<b>(892,359,933)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(136,146,952)</b>	<b>214,346,038</b>
Cash and Cash Equivalents at the Beginning of the Year	292,655,173	78,309,135
Cash and Cash Equivalents at the End of the Year	156,508,221	292,655,173

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

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

Place : Gurgaon  
Dated : 26th May, 2015

**ASHOK SONI**  
CFO

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

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N. VIJAY**

**N.C. JAIN**  
**ROMA KUMAR**

Directors

**S.P. RAJ**  
Wholtime Director

**I SIGNIFICANT ACCOUNTING POLICIES****a) Basis of Preparation of Financial Statements**

The Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the accounting standards notified under the relevant provisions of the Companies Act, 2013.

The Financial Statements are prepared on accrual basis under the historical cost convention, except for certain fixed assets which are carried at revalued amount.

**b) Use of Estimates**

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**c) Revenue Recognition**

Sale of goods is recognized at the point of dispatch to customers and is stated net of Sales Return & Sales Tax and inclusive of Excise Duty. Inter Division transfer of goods for captive consumption/ internal uses are at market value. Dividend income is accounted when right to receive the same is established. All other income except claims is accounted for on accrual basis.

**d) Government Grants, Subsidy and Export Incentive**

Government grants and subsidies are recognised only when there is reasonable assurance that the conditions attached to them will be complied with and grants / subsidies will be received.

Export incentives are accounted for in the year of exports based on eligibility.

**e) Fixed Assets & Depreciation****i) Tangible Fixed Assets**

Tangible Fixed Assets other than those, which have been revalued, are stated at cost of acquisition, construction less accumulated depreciation and impairment losses. The cost comprises of purchase price and any other directly attributable cost of bringing the assets to working condition for its intended use. Tangible Fixed Assets, which have been revalued, are stated at the revalued figures, on the basis of revaluation report of Approved Valuer, less depreciation.

**ii) Depreciation & Amortisation**

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

**iii) Expenditure during construction period**

Expenditure incurred during implementation of new / expansion project is included under Capital Work - in - Progress and the same is allocated to the respective Fixed Assets on completion / erection.

**iv) Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**v) Intangible Assets**

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

**f) Investments**

Investments are classified as Non - Current or Current based on the management intention at the time of purchase. Non-Current investments are valued at their acquisition cost. Current investments are stated at lower of cost or fair market value. The provision for diminution in the value of long - term investments is made only if such a decline is other than temporary in the opinion of the management.

**g) Inventories**

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

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



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

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

Scrap is valued at net realisable value.

#### **h) Employee Benefits**

- i) Short term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.
- ii) Post employment and other long term benefits are recognised as an expense in the Profit & Loss Account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of financial year. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit & Loss Account.
- iii) Payment to defined contribution retirement benefit scheme, if any, is charged as expenses during the year in which related services are rendered.

#### **i) Foreign Currency Transactions**

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

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

Non-monetary items are carried at cost.

#### **j) Borrowing Cost**

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of asset upto the date when such asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### **k) Income-Tax**

- i) The company, in accordance with relevant tax provision and tax advices wherever considered necessary, calculates the current income tax liability.
- ii) Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing differences that results between the profits offered for income tax and profit as per the financial statements. Deferred tax assets and liabilities are measured as per the tax rates / laws that have been enacted or substantively enacted at the Balance Sheet date.
- iii) Minimum alternate tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period.

#### **l) Financial Derivatives Transactions**

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

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

#### **m) Events occurring after the Balance Sheet Date**

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

#### **n) Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes on financial statements.

Contingent Assets are neither recognized nor disclosed in the financial statement. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares	(₹)	No. of Shares	(₹)
<b>NOTE : 2.1</b>				
<b>SHARE CAPITAL</b>				
a) Authorised Share Capital				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	80,000,000	400,000,000	80,000,000	400,000,000
Add : Additions during the year	-	-	-	-
Less : Reduction during the year	-	-	-	-
At the End of the Year	80,000,000	400,000,000	80,000,000	400,000,000
Preference Shares (Par value ₹ 10/-)				
At the Beginning of the Year	20,000,000	200,000,000	20,000,000	200,000,000
Add : Additions during the year	-	-	-	-
Less : Reduction during the year	-	-	-	-
At the End of the Year	20,000,000	200,000,000	20,000,000	200,000,000
b) Issued, Subscribed and Paid up				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	68,283,124	341,415,620	70,533,422	352,667,110
Add : Additions during the year	-	-	-	-
Less : Reduction during the year on account of buy back	1,283,498	6,417,490	2,250,298	11,251,490
At the End of the Year	66,999,626	334,998,130	68,283,124	341,415,620

### Terms / Rights attached to Equity Share

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

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

The Board of Directors, in their meeting on 26th May, 2015, proposed a dividend of ₹ 5/- per Equity Share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended 31st March, 2015 amounted to ₹ 403,195,867/- including corporate dividend tax of ₹ 68,197,737/-. The dividend pay-out is calculated on 66,999,626 no. of shares to the member whose name appear in the register of member as on 26th May, 2015.

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



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
c) List of shareholders holding more than 5% shares				
Franklin Templeton Investment Funds	4,138,822	6.18	5,342,961	7.82
Global Jindal Fin-Invest Ltd	5,424,944	8.10	5,424,944	7.94
Brahmadev Holding & Trading Ltd.	5,758,992	8.60	5,758,992	8.43
Stable Trading Company Ltd.	11,277,044	16.83	11,285,544	16.53
Odd & Even Trades & Finance Ltd.	11,690,000	17.45	11,690,000	17.12

- d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date: Nil
- e) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date: Nil
- f) The company has bought back following Equity Shares during the last five years preceding the Balance Sheet date.

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

Pursuant to the approval of the Board of Directors of the company, for buy back of Equity Shares U/s 77A of the Companies Act, 1956, during the year company has bought 1,283,498 (Previous Year 2,250,298) Equity Shares and extinguished the same. Consequently a sum of ₹ 6,417,490/- (Previous Year ₹ 11,251,490/-) has been reduced from Share Capital & ₹ 270,368,291/- (Previous Year ₹ 404,039,057/-) has been reduced from Securities Premium Account.

Capital Redemption Reserve has been created of ₹ 6,417,490/- (Previous Year ₹ 11,251,490/-) being nominal value of shares bought back U/s. 77A of the Companies Act, 1956.

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.2</b>		
<b>RESERVES &amp; SURPLUS</b>		
Capital Redemption Reserve :		
As per Last Balance Sheet	155,364,290	144,112,800
Add : Transferred from Profit & Loss A/c on buy back of Equity Shares	6,417,490	11,251,490
	<b>161,781,780</b>	155,364,290
Securities Premium :		
As per Last Balance Sheet	2,853,092,016	3,257,131,073
Less : On buy back of Equity Shares	270,368,291	404,039,057
	<b>2,582,723,725</b>	2,853,092,016
Capital Investment Subsidy	2,500,000	2,500,000
Capital Reserve :		
As per Last Balance Sheet	3,008,030	-
Add : During the Year	13,644,491	3,008,030
	<b>16,652,521</b>	3,008,030



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
General Reserve:		
As per Last Balance Sheet	16,859,843,415	16,659,843,415
Less: Depreciation as per Companies Act, 2013 (Ref Note No. 2.34)	40,405,997	-
Add : Transferred from Profit & Loss A/c	250,000,000	200,000,000
	<u>17,069,437,418</u>	<u>16,859,843,415</u>
Profit and Loss Account:		
As per Last Balance Sheet	1,908,464,790	1,614,732,532
Add : Profit for the Year	1,225,620,031	971,115,359
Less : Transfer to Capital Redemption Reserve on buy back of Equity Shares	6,417,490	11,251,490
Less : Transfer to General Reserve	250,000,000	200,000,000
Less : Proposed Dividend on Equity Shares	334,998,130	398,420,112
Less : Tax on Proposed Dividend	68,197,737	67,711,499
	<u>2,474,471,464</u>	<u>1,908,464,790</u>
Revaluation Reserve:		
As per Last Balance Sheet	5,787,355,178	6,196,254,196
Less : Sale of Revalued Assets	556,557	-
Less : Depreciation on Revalued Assets	408,899,018	408,899,018
	<u>5,377,899,603</u>	<u>5,787,355,178</u>
	<u>27,685,466,511</u>	<u>27,569,627,719</u>

### NOTE : 2.3

#### LONG - TERM BORROWINGS

Term Loan		
- From other parties*	7,927,902	5,421,360
	<u>7,927,902</u>	<u>5,421,360</u>

\*Loan repayable in 7 yearly instalments from the date of disbursement of loan.

### NOTE : 2.4

#### DEFERRED TAX LIABILITIES (NET)

	As at 31.03.2014 (₹)	During the Year (₹)	As At 31.03.2015 (₹)
Deferred Tax Liabilities			
Fixed Assets	829,518,097	160,179,304	989,697,401
Deferred Tax Assets			
Others	98,656,977	84,686,924	183,343,901
	<u>730,861,120</u>	<u>75,492,380</u>	<u>806,353,500</u>





## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.5</b>		
<b>OTHER LONG - TERM LIABILITIES</b>		
Deferred Sales Tax	402,159,401	494,956,096
	<u>402,159,401</u>	<u>494,956,096</u>
<b>NOTE : 2.6</b>		
<b>SHORT - TERM BORROWINGS</b>		
Loans repayable on demand from Banks		
- Secured	-	55,492,886
- Unsecured	336,572	14,198,414
	<u>336,572</u>	<u>69,691,300</u>
<b>NOTE : 2.7</b>		
<b>TRADE PAYABLES</b>		
Micro , Small & Medium Enterprises (Refer Note No. 2.32)	754,650	3,780,310
Creditors	660,119,948	1,458,564,102
	<u>660,874,598</u>	<u>1,462,344,412</u>
<b>NOTE : 2.8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturity of Long - Term Borrowings	3,095,314	2,863,950
Current Maturity of Other Long - Term Liabilities	93,043,040	72,536,866
Statutory Dues	213,391,972	134,376,568
Payable to Employees	64,686,703	55,650,098
Security Deposit	16,687,849	17,041,276
Advance from Customers	54,642,171	51,443,131
Unpaid Dividend	30,295,818	28,393,724
Proposed Dividend	334,998,130	401,997,756
Tax on Proposed Dividend	68,197,737	68,319,519
	<u>879,038,734</u>	<u>832,622,888</u>
<b>NOTE : 2.9</b>		
<b>SHORT - TERM PROVISIONS</b>		
Provision for Expenses	178,991,822	60,748,755
	<u>178,991,822</u>	<u>60,748,755</u>



## NOTES ON FINANCIAL STATEMENTS

### NOTE : 2.10

#### FIXED ASSETS

(₹)

Description	Gross Block (At Cost)				Depreciation				Net Block	
	As At 01.04.2014	Additions	Sales/ Adjustments	As At 31.03.2015	As At 31.03.2014	For The Year	Sales/ Adjustments	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
<b>Tangible Assets:</b>										
Freehold - Land	71,382,035	931,500	487,077	71,826,458	-	-	-	-	71,826,458	71,382,035
Leasehold - Land	102,363,660	-	-	102,363,660	-	-	-	-	102,363,660	102,363,660
Land Site & Development	160,550,348	-	-	160,550,348	-	-	-	-	160,550,348	160,550,348
Shed & Building	1,775,194,790	52,383,168	-	1,827,577,958	292,343,961	66,044,178	-	358,388,139	1,469,189,819	1,482,850,829
Plant & Machinery	6,666,830,520	15,946,061	-	6,682,776,581	2,102,859,979	209,074,322	-	2,311,934,301	4,370,842,280	4,563,970,541
Office Equipment	47,955,404	1,873,959	-	49,829,363	16,665,828	23,435,475	-	40,101,303	9,728,060	31,289,576
Computer	45,369,895	699,240	-	46,069,135	30,294,629	10,815,301	-	41,109,930	4,959,205	15,075,266
Furniture & Fixtures	60,350,014	5,527,469	-	65,877,483	21,794,109	9,104,817	-	30,898,926	34,978,557	38,555,905
Vehicles	99,648,897	3,073,107	830,670	101,891,334	52,270,842	12,447,586	391,509	64,326,919	37,564,415	47,378,055
<b>Total (A)</b>	9,029,645,563	80,434,504	1,317,747	9,108,762,320	2,516,229,348	330,921,679	391,509	2,846,759,518	6,262,002,802	6,513,416,215
Previous Year	8,490,263,220	540,455,198	1,072,855	9,029,645,563	2,151,713,872	365,534,688	1,019,212	2,516,229,348	6,513,416,215	6,338,549,348
<b>Intangible Assets:</b>										
Software	24,631,017	475,338	-	25,106,355	19,969,033	1,887,340	-	21,856,373	3,249,982	4,661,984
<b>Total (B)</b>	24,631,017	475,338	-	25,106,355	19,969,033	1,887,340	-	21,856,373	3,249,982	4,661,984
Previous Year	24,192,117	438,900	-	24,631,017	16,009,975	3,959,058	-	19,969,033	4,661,984	8,182,142
<b>Tangible Assets on account of Revaluation:</b>										
Freehold - Land	384,039,102	-	556,557	383,482,545	-	-	-	-	383,482,545	384,039,102
Shed & Building	1,984,703,009	-	-	1,984,703,009	224,223,720	44,844,744	-	269,068,464	1,715,634,545	1,760,479,289
Plant & Machinery	5,463,108,156	-	-	5,463,108,156	1,820,271,369	364,054,274	-	2,184,325,643	3,278,782,513	3,642,836,787
<b>Total (C)</b>	7,831,850,267	-	556,557	7,831,293,710	2,044,495,089	408,899,018	-	2,453,394,107	5,377,899,603	5,787,355,178
Previous Year	7,831,850,267	-	-	7,831,850,267	1,635,596,071	408,899,018	-	2,044,495,089	5,787,355,178	6,196,254,196
<b>Total (A+B+C)</b>	16,886,126,847	80,909,842	1,874,304	16,965,162,385	4,580,693,470	741,708,037	391,509	5,322,009,998	11,643,152,387	12,305,433,377
Previous Year	16,346,305,604	540,894,098	1,072,855	16,886,126,847	3,803,319,918	778,392,764	1,019,212	4,580,693,470	12,305,433,377	12,542,985,686
<b>Capital Work - in - Progress</b>										
Land	3,500,000	881,865	-	4,381,865	-	-	-	-	4,381,865	3,500,000
Shed & Building	72,927,263	40,858,551	39,660,346	74,125,468	-	-	-	-	74,125,468	72,927,263
Plant & Machinery	94,415,111	156,379,540	1,632,472	249,162,179	-	-	-	-	249,162,179	94,415,111
Preoperative Expenses	4,225,648	-	1,771,636	2,454,012	-	-	-	-	2,454,012	4,225,648
Others	494,256	2,485,842	-	2,980,098	-	-	-	-	2,980,098	494,256
<b>Total (D)</b>	175,562,278	200,605,798	43,064,454	333,103,622	-	-	-	-	333,103,622	175,562,278
Previous Year	524,040,746	171,936,545	520,415,013	175,562,278	-	-	-	-	175,562,278	524,040,746
<b>Current Year (A+B+C+D)</b>									11,976,256,009	12,480,995,655
Previous Year									12,480,995,655	13,067,026,432

Note: During the year depreciation amounting to ₹ 40,405,997/- has been adjusted from General Reserves as per schedule-II of the Companies Act, 2013. Accordingly, depreciation charged in Profit & Loss Account has been netted off with this amount & shown at ₹ 292,403,022/-.



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	Amount (₹)	No. of Shares /Units	Amount (₹)
Note : 2.11				
<b>INVESTEMENTS</b>				
(Fully paid up unless otherwise specified)				
<b>I. Non - Current</b>				
<b>A. Trade</b>				
<b>Un-Quoted</b>				
<b>Equity Shares of Associate Company</b>				
₹ 10/- each of Jindal Premium Connections Pvt. Ltd. (Formerly known as Hydril Jindal International Pvt. Ltd.)	4,389,095	43,890,950	4,389,095	43,890,950
<b>Equity Shares of Subsidiary Company</b>				
USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	3,150,000	166,105,000	3,150,000	166,105,000
<b>B. Non-Trade</b>				
<b>Un-Quoted</b>				
<b>Equity Shares of Joint Venture Companies</b>				
USD 1/- each of Dev Drilling Pte. Ltd.	1,250,000	67,428,125	-	-
₹ 10/- each of Gondkhari Coal Mining Ltd.	15,150	151,500	15,150	151,500
<b>Equity Shares of Subsidiary Companies</b>				
₹ 10/- each of Maharashtra Seamless Finance Ltd.	2,500,000	25,000,000	2,500,000	25,000,000
USD 1/- each of Discovery Oil And Mines Pte. Ltd.	200,000	11,854,500	200,000	11,854,500
AED 1000/- each Internovia Natural Resource FZ LLC.	5	80,050	-	-
<b>Equity Shares of Associate Companies</b>				
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd.	4,500,000	222,581,250	4,500,000	222,581,250
USD 1/- each of Dev Drilling Pte. Ltd.	-	-	1,250,000	67,428,125
<b>Debentures</b>				
₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.	16	40,000,000	16	40,000,000
₹ 5,000,000/- each of 18.65% NCD 03JL15 Antarctica Properties Company Ltd.	4	20,000,000	4	20,000,000
<b>Bonds</b>				
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	10	10,000,000	10	10,000,000
<b>Others</b>				
Religare Credit Opportunities Fund Scheme I (RCOF)	-	150,000,000	-	-
<b>Equity Shares</b>				
₹ 10/- each of Welspun Enterprises Ltd.	-	-	1,760	3,428,882
<b>Quoted</b>				
<b>Equity Shares</b>				
₹ 10/- each of Coal India Ltd.	15,016	5,585,493	15,016	5,585,493
₹ 10/- each of Electro Steels Ltd.	22,300,000	139,726,927	22,300,000	139,726,927
₹ 5/- each of ISMT Ltd.	1,445,000	50,119,132	1,445,000	50,119,132
₹ 10/- each of Jindal South West Holding Ltd.	14,923	14,593,073	14,923	14,593,073



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	Amount (₹)	No. of Shares /Units	Amount (₹)
₹ 10/- each of JSW Steel Ltd.	15,000	11,807,118	70,000	55,099,885
₹ 10/- each of JSW Energy Ltd.	194,875	10,121,521	194,875	10,121,521
₹ 10/- each of Videocon Industries Ltd.	46,018	8,852,579	46,018	8,852,579
₹ 10/- each of Monnet Ispat & Energy Ltd.	499,977	200,946,147	499,977	200,946,147
₹ 5/- each of Welspun Corp Ltd.	35,200	2,434,459	35,200	2,434,459
₹ 10/- each of Welspun Enterprises Ltd.	1,760	3,428,882	-	-
<b>Mutual Funds</b>				
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	9,120,176	91,201,760	-	-
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	35,000,000	350,000,000	-	-
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	39,134,312	391,343,120	-	-
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	4,550,708	45,507,080	-	-
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	1,823,021	18,230,210	-	-
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	39,174,243	391,742,430	-	-
Kotak FMP Series 106 - Growth	10,000,000	100,000,000	-	-
Kotak FMP Series 107 - Growth	10,000,000	100,000,000	-	-
Kotak FMP Series 136 - Growth	20,000,000	200,000,000	-	-
Kotak FMP Series 137 - Growth	5,460,656	54,606,560	-	-
		<u>2,947,337,866</u>		<u>1,097,919,423</u>

## II. CURRENT

### Non - Trade

### Quoted

### Mutual Funds

Baroda Pioneer Liquid Fund - Plan A - Growth	156,184	250,000,000	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	582,242	100,000,000	-	-
BNP Paribas Fixed Term Fund Ser 26 A - Growth	-	-	15,250,000	152,500,000
BOI AXA FMP Series 10 - 368 Days - Growth	-	-	5,000,000	50,000,000
BOI AXA FMP Series 11 - 368 Days Regular - Growth	-	-	5,000,000	50,000,000
BOI AXA FMP - Series 5 - 366 Days - Growth	-	-	10,000,000	100,000,000
BOI AXA FMP - Series 9 - 366 Days - Regular - Growth	-	-	5,000,000	50,000,000
Franklin India Low Duration Fund - Growth	6,526,222	100,000,000	-	-
HDFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	4,910,177	116,075,600	-	-
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	28,000,000	280,000,000
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	350,000,000


**NOTES ON FINANCIAL STATEMENTS**

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	Amount (₹)	No. of Shares /Units	Amount (₹)
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	60,000,000	600,000,000
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	16,000,000	160,000,000
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	30,000,000	300,000,000
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	40,000,000	400,000,000
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	15,000,000	150,000,000	15,000,000	150,000,000
HDFC Gilt Fund - Long Term - Growth	3,521,462	100,000,000	-	-
HDFC Liquid Fund - Growth	16,954,589	465,064,800	-	-
HSBC Ultra Short Term Bond Fund - Growth	11,008,310	135,000,000	-	-
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	3,636,192	100,000,000	-	-
ICICI Prudential Liquid - Regular Plan - Growth	843,634	170,443,380	-	-
IDBI FMP - 370 Days Series - III (August 2013) - I - Regular - Growth	-	-	7,500,000	75,000,000
IDBI Liquid Fund - Regular - Bonus Plan - Growth	49,766	50,000,000	49,766	50,000,000
Indiabulls FMP Series III - 370 Days July 2013 (3) - Regular - Growth	-	-	5,000,000	50,000,000
JP Morgan India - Short Term Income Fund - Regular - Growth	-	-	9,219,989	120,000,000
JP Morgan India FMP Series 12 - Regular - Growth	-	-	12,500,000	125,000,000
Kotak FMP Series 106 - Growth	-	-	10,000,000	100,000,000
Kotak FMP Series 107 - Growth	-	-	10,000,000	100,000,000
Kotak FMP Series 136 - Growth	-	-	20,000,000	200,000,000
Kotak FMP Series 137 - Growth	-	-	25,000,000	250,000,000
Kotak Treasury Advantage Fund - Growth	6,829,845	150,091,020	-	-
L&T Floating Rate Fund - Growth	2,307,867	26,666,673	2,307,867	26,666,673
L&T Triple Ace Bond Fund - Bonus - Original - Growth	1,607,459	20,000,000	1,607,459	20,000,000
LIC Nomura MF FMP Series 60 - 397 Days - Growth	-	-	30,000,000	300,000,000
LIC Nomura MF FMP Series 56 - 18 Months - Growth	-	-	25,000,000	250,000,000
Peerless Ultra Short Term Fund - Super Institutional - Growth	-	-	36,029,259	500,932,800
Pramerica Fixed Duration Fund - Series 14 - Growth	-	-	40,000	40,000,000
Pramerica Fixed Duration Fund - Series 7 - Growth	-	-	50,000	50,000,000
Principal Debt Opportunities Fund - Conservative Plan - Regular Plan - Growth	68,542	150,000,000	-	-
Reliance Arbitrage Advantage Fund - Monthly Dividend Plan - Dividend Payout	9,588,739	100,000,000	-	-
Reliance Fixed Horizon Fund - XXIII - Series 4 - Growth	-	-	10,000,000	100,000,000
Reliance Liquid Fund - Treasury Plan - Growth	17,772	60,000,000	-	-



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	Amount (₹)	No. of Shares /Units	Amount (₹)
Reliance Money Manager Fund - Direct - Growth	171,441	330,000,000	-	-
Religare FMP Series XVIII - Plan C - 25 Months - Growth	13,000,000	130,000,000	13,000,000	130,000,000
Religare Invesco Credit Opportunities Fund - Growth	34,076	50,000,000	-	-
Religare Invesco FMP Series XIX - Plan C - 367 Days - Growth	-	-	10,000,000	100,000,000
Religare Invesco Ultra Short Term Fund - Bonus	89,800	88,888,885	-	-
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	7,590,040	230,000,000	-	-
SBI Premier Liquid Fund - Regular Plan - Growth	27,563	60,000,000	-	-
TATA FMP Series 42 Scheme D - Plan A - Growth	-	-	20,000,000	200,000,000
TATA FMP Series 42 Scheme F - Plan A - Growth	-	-	25,000,000	250,000,000
Union KBC Dynamic Bond Fund - Growth	-	-	8,676,037	100,000,000
Union KBC Ultra Short Term Debt Fund - Growth	-	-	84,106	100,000,000
UTI Gilt Advantage Fund - Long Term Plan - Growth	4,098,005	125,000,000	-	-
		<u>3,257,230,358</u>		<u>5,880,099,473</u>
Aggregate Value of Quoted Investments		5,447,476,849		6,367,578,689
Aggregate Value of Un-Quoted Investments		757,091,375		610,440,207
Market Value of Quoted Investments		5,475,716,053		6,375,089,616

As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
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### NOTE : 2.12

#### LONG - TERM LOANS AND ADVANCES

(Unsecured, Considered good)

Capital Advances	196,862,318	217,247,701
Security Deposits	34,238,000	34,238,000
Loan to Related Parties (Ref Note No. 2.42 )	71,511,566	71,281,566
Loan to Other Body Corporates (Ref Note No. 2.42 )	161,091,038	589,736,958
	<u>463,702,922</u>	<u>912,504,225</u>

### NOTE : 2.13

#### INVENTORIES

(As Verified Valued and Certified by the Management)

Raw Material including Material in Transit	2,051,670,941	1,963,920,870
Finished Goods	1,538,847,354	1,044,052,910
Work - in - Process	777,813,499	830,906,002
Scrap	45,408,126	31,502,463
Stores & Spares	481,497,261	481,736,312
	<u>4,895,237,181</u>	<u>4,352,118,557</u>



## NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.14</b>		
<b>Trade Receivables</b>		
(Unsecured, Considered good)		
Over six months	140,668,098	242,577,696
Others	2,838,524,655	3,136,797,917
	<u>2,979,192,753</u>	<u>3,379,375,613</u>

## NOTE : 2.15

### CASH AND CASH EQUIVALENTS

Cash in hand	697,850	1,326,898
<b>Balances with Scheduled Banks</b>		
- In Current Accounts	30,400,560	102,880,254
- In Unclaimed Dividend Accounts	30,295,818	28,393,724
- In Fixed Deposit Account (Maturity within 1 year)	86,579,458	151,370,000
- In Fixed Deposit Account	8,534,535	8,684,297
	<u>156,508,221</u>	<u>292,655,173</u>

Fixed Deposits includes ₹ 41,658,450/- (Previous Year ₹ 35,970,000/-) as margin money with appropriate authority.

## NOTE : 2.16

### SHORT - TERM LOANS AND ADVANCES

Advances recoverable in cash or in kind	590,063,548	359,180,379
Loan to Related Parties (Ref Note No. 2.42)	2,888,317,234	2,084,197,977
Loan to Other Body Corporates (Ref Note No. 2.42)	409,087,174	389,726,695
Security Deposit paid	29,425,061	29,470,361
Income Tax (Net of Provisions)	157,453,093	147,436,335
	<u>4,074,346,110</u>	<u>3,010,011,747</u>

## NOTE : 2.17

### OTHER CURRENT ASSETS

MAT Credit Entitlement	193,821,381	154,922,119
Interest Accrued but not due	12,350,602	6,934,072
	<u>206,171,983</u>	<u>161,856,191</u>



## NOTES ON FINANCIAL STATEMENTS

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.18</b>		
<b>REVENUE FROM OPERATIONS</b>		
<b>Sale of Products:</b>		
Manufacturing	14,097,113,247	12,738,034,919
Scrap	319,480,952	321,970,767
	<u>14,416,594,199</u>	<u>13,060,005,686</u>
Less : Excise Duty	1,008,886,078	1,015,754,334
	<u>13,407,708,121</u>	<u>12,044,251,352</u>
Export Incentives	140,318,752	-
Income from Services	3,618,698	13,376,378
	<u>13,551,645,571</u>	<u>12,057,627,730</u>

## NOTE : 2.19

### OTHER INCOME

Dividend Received - Non Trade - Non Current	2,562,032	2,989,739
Interest Received	234,910,068	133,624,392
Profit on Sale of Non Current Investments (Net) - Non Trade	24,794,105	17,099,665
Profit on Sale of Current Investments (Net) - Non Trade	393,510,199	411,914,717
Foreign Exchange Fluctuation (Net)	70,226,876	-
Rent Received	6,719,142	6,726,338
Non Operating Income	92,453,218	59,669,562
Profit on Sale of Tangible Fixed Assets (Net)	2,955,806	53,024
	<u>828,131,446</u>	<u>632,077,437</u>

## NOTE : 2.20

### COST OF MATERIALS CONSUMED

Opening Stock	1,002,507,581	2,157,041,430
Add: Purchase (Including Direct Expenses)	10,923,857,770	7,010,760,229
	<u>11,926,365,351</u>	<u>9,167,801,659</u>
Less : Closing Stock	2,051,670,941	1,002,507,581
	<u>9,874,694,410</u>	<u>8,165,294,078</u>





## NOTES ON FINANCIAL STATEMENTS

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.21</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK - IN - PROCESS AND STOCK - IN - TRADE</b>		
Closing Stock:		
Finished Goods	1,538,847,354	1,044,052,910
Work - in - Process	777,813,499	830,906,002
Scrap	45,408,126	31,502,463
	<u>2,362,068,979</u>	<u>1,906,461,375</u>
Opening Stock:		
Finished Goods	1,044,052,910	1,636,034,399
Work - in - Process	830,906,002	665,045,161
Scrap	31,502,463	56,399,868
	<u>1,906,461,375</u>	<u>2,357,479,428</u>
Excise Duty on Differential Stock of Finished Goods	54,117,891	(65,507,486)
	<u>(401,489,713)</u>	<u>385,510,567</u>
<b>NOTE : 2.22</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salary, Wages & Other Allowances	397,735,136	376,956,308
Contribution to PF & Other Funds	14,763,146	11,847,964
Staff Welfare Expenses	10,075,597	8,918,845
	<u>422,573,879</u>	<u>397,723,117</u>
<b>NOTE : 2.23</b>		
<b>FINANCE COSTS</b>		
Interest Charges	30,902,504	16,556,530
Foreign Exchange Fluctuation Loss	1,880,879	6,169,878
Bank Charges & Commission	3,161,840	4,596,326
	<u>35,945,223</u>	<u>27,322,734</u>

**NOTES ON FINANCIAL STATEMENTS**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.24</b>		
<b>OTHER EXPENSES</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	489,643,718	411,905,651
Power & Fuel	1,529,536,924	1,327,314,363
Water Charges	5,641,717	6,014,195
Repair & Maintenance (Plant & Machinery)	49,995,729	39,271,516
Repair & Maintenance (Building)	8,780,246	1,894,680
Job Work Charges	60,450,555	31,136,919
	<u>2,144,048,889</u>	<u>1,817,537,324</u>
<b>Administrative Expenses:</b>		
Rent	26,128,000	26,063,400
Rates & Taxes	7,715,128	8,652,407
Telephone & Communication Expenses	8,889,336	8,846,024
Printing & Stationery	1,015,334	1,800,367
Travelling & Conveyance:		
- Directors	7,276,765	6,436,650
- Others	28,571,126	27,733,854
Vehicle Upkeep & Maintenance	14,665,983	15,723,160
Directors' Fee	2,127,500	585,000
Insurance	5,657,047	7,179,414
Staff Recruitment & Training Expenses	644,292	452,146
Repair & Maintenance (Others)	25,549,951	18,735,111
Legal & Professional Charges	15,881,975	17,502,474
Corporate Social Responsibilities (CSR)	22,729,000	-
Fees & Subscription	4,947,487	7,281,514
Electricity Charges	10,869,426	11,386,144
Auditors' Remuneration :		
- Audit Fee	1,000,000	800,000
- Tax Audit Fee	200,000	200,000
- Company Law Matter / Others	259,170	302,093
Internal Audit Fees	1,270,736	1,012,500
Cost Audit Fees	100,000	100,000
Foreign Exchange Fluctuation Loss (Net)	-	51,488,189
Contribution to Political Party	-	2,000,000
General Expenses	13,754,142	15,863,974
	<u>199,252,398</u>	<u>230,144,421</u>
<b>Selling &amp; Distribution Expenses:</b>		
Tender Fee	885,440	317,160
Advertisement & Business Promotion	43,441,826	38,213,444
Freight Outward & Claims (Net)	150,203,445	75,703,541
Commission & Discount	16,364,653	58,599,592
Testing & Inspection charges	5,240,396	10,254,533
	<u>216,135,760</u>	<u>183,088,270</u>
	<u>2,559,437,047</u>	<u>2,230,770,015</u>



## NOTES ON FINANCIAL STATEMENTS

### 2.25 CONTINGENT LIABILITIES

- a) Letter of Credit - ₹ 325,694,836/- (Previous Year ₹ 763,605,220/-)
- b) Guarantees & SBL: Bank & Others - ₹ 26,791,398,783/- (Previous Year ₹ 8,549,752,190/-)
- c) Sales Tax Demand under Appeal - ₹ 465,199/- (Previous Year ₹ 465,199/-)
- d) Income Tax Demand under Appeal - ₹ 945,537/- (Previous Year ₹ 945,537/-)
- e) Excise Duty Demand under Appeal - ₹ 50,029,784/- (Previous Year ₹ 188,917,922/-)
- f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 179,848,064/- during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 85,279,100/- was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.

2.26 The Company pledged 4,500,000 Equity Shares of USD 1/- each held in Jindal Pipes (Singapore) Pte. Ltd in favour of Standard Chartered Bank (Hong Kong) Limited acting as security agent towards loan availed by Jindal Pipes (Singapore) Pte. Ltd. (Associate Company). Further, the Company has pledged its investment in mutual funds amounting to ₹ 3,670,972,670/- in favour of Deutsche Bank AG towards loan availed by Dev Drilling Pte. Ltd. (Joint Venture Company).

2.27 The company has imported Capital Goods under the Export Promotion Capital Goods (EPCG) scheme of the Government of India, at concessional rate of duty against the Legal Undertaking (LUT) to fulfill Exports obligations. The duty saved on such import of capital goods during the year amounting to ₹ 19,814,748/- (Previous Year ₹ 21,073,185/-) and for this the company is under an obligation to export goods amounting to ₹ 158,517,984/- (Previous Year ₹ 168,585,480/-), within a period of eight years, commencing from the date of issue of licenses. The company has, however, fulfilled, the export obligation till date to the extent of ₹ 158,517,984/- (Previous Year ₹ 168,585,480/-), for which the LUTs are to be discharged.

Pending fulfillment of such future export obligations entails Custom Department a right to enforce the LUT executed by us to the extent of ₹ Nil (Previous Year ₹ Nil).

2.28 Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ 38,633,581/- (Previous Year ₹ 128,962,357/-).

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

As per AS -12 & accounting policy followed by the company the amount of such subsidies receivable is considered as Capital Receipt and is credited to Capital Reserve. The amount receivable amounts to ₹ 16,652,521/- (Previous Year ₹ 3,008,030/-).

2.30 Tangible Fixed Assets namely Land, Factory Shed & Building and Plant & Machinery acquired upto 31st March, 2009 were revalued on 1st April, 2009. As a result of revaluation, Revaluation Reserve was created amounting to ₹ 7,832,375,428/-, and additional depreciation of ₹ 408,899,018/- (Previous Year ₹ 408,899,018/-) provided on increased amount of assets due to revaluation has been adjusted from Revaluation Reserve.

2.31 Excise duty in respect of finished goods lying in factory premises and custom duty on goods lying in custom bonded warehouse are provided and included in the valuation of inventory. This accounting treatment has no impact on the profit for the year. Credit of taxes and duties availed is accounted for by reducing the purchase cost of the materials and fixed assets.

2.32 The company owes ₹ 754,650/- (Previous Year ₹ 3,427,545/-) to Micro and Small Enterprises which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. The Auditors have relied upon the same.

2.33 The Company has incurred an expenditure of ₹ 22,729,000/- towards promoting education, health care, eradication of hunger and malnutrition. These expenditures are covered under various schemes of Corporate Social Responsibility as prescribed under section 135 of Companies Act, 2013.

Gross amount required to be spent during the year ₹ 501 Lacs (approx.)

Amount Spent during the year ₹ 227 Lacs (approx.)



## NOTES ON FINANCIAL STATEMENTS

2.34 Effective from 1st April 2014, the company has changed depreciation based on the remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Had there been no change in the depreciation rate, the depreciation charged for the year ended 31st March, 2015 would have been higher by ₹ 98,470,417/- (net).

In respect of assets whose useful life is already exhausted as on 1st April, 2014 has been adjusted and depreciation amounting to ₹ 40,405,997/- has been adjusted from Reserves & Surplus in accordance with the requirement of Schedule II of the Companies Act, 2013.

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

2.36 Financial reporting of Interest in Joint Ventures as per Accounting Standard - 27:

Name of the Companies	Date of Incorporation	Country of Incorporation	% Ownership Interest	
			As At 31.03.2015	As At 31.03.2014
Gondkhari Coal Mining Ltd.	26th February, 2010	India	30.30%	30.30%
Dev Drilling Pte. Ltd.*	31st January, 2013	Singapore	25.00%	NA

\*On 11th November 2014, the company has entered into a Joint Venture Agreement with other shareholders of Dev Drilling Pte. Ltd.

The company's share of the Assets and Liabilities as on 31st March 2015 and share of Income & Expenses for the year ended on that date in respect of Joint Venture Companies (on the basis of their Un-audited statement of accounts) are given below:

### Gondkhari Coal Mining Ltd.

Particulars	2014-15	2013-14
Company's Share	30.30%	30.30%

(₹)

<b>Assets</b>		
Non - Current Assets	42,940,848	42,942,391
Current Assets	1,593,928	40,053
<b>Total Assets</b>	<b>44,534,776</b>	<b>42,982,444</b>
<b>Equity and Liabilities</b>		
Share Capital	151,500	151,500
Reserves & Surplus	(2,351,747)	(2,369,169)
Non - Current Liabilities	46,443,661	44,821,578
Current Liabilities	291,362	378,535
<b>Total Equity and Liabilities</b>	<b>44,534,776</b>	<b>42,982,444</b>
<b>Income</b>	<b>94,748</b>	Nil
<b>Expenditure</b>	<b>77,326</b>	81,716
<b>Aggregate amount of Contingent Liability - Bank Guarantee</b>	<b>35,969,130</b>	35,969,130
<b>Aggregate amount of Commitment on account of Capital Expenditure remaining to be executed (net of advances)</b>	<b>NA</b>	NA



## NOTES ON FINANCIAL STATEMENTS

Dev Drilling Pte. Ltd.

Particulars	2014-15	2013-14
Company's Share	25.00%	NA

(₹)

<b>Assets</b>		
Non - Current Assets	3,089,634,985	NA
Current Assets	96,388,095	NA
<b>Total Assets</b>	<b>3,186,023,080</b>	<b>NA</b>
<b>Equity and Liabilities</b>		
Share Capital	829,328,100	NA
Reserves & Surplus	(25,998,607)	NA
Non - Current Liabilities	1,064,043,600	NA
Current Liabilities	1,318,649,987	NA
<b>Total Equity and Liabilities</b>	<b>3,186,023,080</b>	<b>NA</b>
<b>Income</b>	<b>360,664</b>	<b>NA</b>
<b>Expenditure</b>	<b>266,324</b>	<b>NA</b>
<b>Aggregate amount of Contingent Liability - Bank Guarantee</b>	<b>NA</b>	<b>NA</b>
<b>Aggregate amount of Commitment on account of Capital Expenditure remaining to be executed (net of advances)</b>	<b>NA</b>	<b>NA</b>

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

(₹)

Particulars	As At 31.03.2015	As At 31.03.2014
Amount Brought Forward from Last Year	4,225,648	13,889,123
Amount Capitalised/ Adjusted During the Year	1,771,636	9,663,475
<b>Closing Balance</b>	<b>2,454,012</b>	<b>4,225,648</b>
<b>Represented By:</b>		
Legal & Professional Charges	911,490	911,490
Miscellaneous Expenses	93,000	93,000
Salaries, Wages & Other Allowances	1,348,529	2,996,728
Water & Electricity Charges	100,993	224,430
<b>Total</b>	<b>2,454,012</b>	<b>4,225,648</b>

2.38 The foreign exchange fluctuation (net) gain ₹ 70,226,876/- (Previous Year loss ₹ 51,488,189/-), as shown in Profit & Loss Account, has been arrived at after considering loss of ₹ 26,724,103/- (Previous Year ₹ 93,400,085/-) and gain of ₹ 96,950,979/- (Previous Year ₹ 41,911,896/-). Further, mark to market gain/(loss) has been recognised by the company of ₹ Nil (Previous Year ₹ Nil ) as specified in Accounting Standard 30 "Financial Instruments: Recognition and Measurement" issued by ICAI.



## NOTES ON FINANCIAL STATEMENTS

- 2.39 a) The Accounting Standard 15 (Revised 2005) have been made applicable from F.Y. 2007-08, the requisite information and disclosure have been given separately for this year and previous year.
- b) The employees' gratuity fund scheme managed by LIC of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

### Disclosure as per Accounting Standard 15:

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

(₹)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Current Service Cost	8,797,040	8,134,854	3,064,998	2,682,583
Interest Cost	5,547,466	6,205,172	943,572	1,003,546
Expected return on plan assets	(6,092,174)	(5,380,750)	-	-
Actuarial (gain) / loss recognised in the period	(658,199)	(8,244,144)	(654,183)	(1,792,302)
Net Cost	7,594,133	715,132	3,354,387	1,893,827

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

(₹)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Fair value of plan assets as at March 31st	72,815,270	68,694,197	-	-
Present value of obligation as at March 31st	82,836,566	71,121,360	14,573,627	12,097,075

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

(₹)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Defined Benefit obligation as at April 1st	71,121,360	68,946,358	12,097,076	11,150,508
Current Service Cost	8,797,040	8,134,854	3,064,998	2,682,583
Interest Cost	5,547,466	6,205,172	943,572	1,003,546
Actuarial (gain)/loss on obligation	(622,561)	(7,864,470)	(654,183)	(1,792,302)
Benefit paid	(2,006,739)	(4,300,554)	(877,834)	(947,259)
Defined Benefit obligation as at March 31st	82,836,566	71,121,360	14,573,629	12,097,076



## NOTES ON FINANCIAL STATEMENTS

### iv) Reconciliation of opening and closing balance of fair value of plan assets

(₹)

Particulars	Gratuity (Funded)	
	2014-15	2013-14
Fair value of plan assets at beginning of the year	68,694,197	58,665,087
Expected return on plan assets	6,092,174	5,380,750
Actuarial gain / (loss)	35,638	379,673
Employer contribution	-	8,569,241
Benefit paid	(2,006,739)	(4,300,554)
Fair value of plan assets at year end	72,815,270	68,694,197
Actual Return on plan assets	6,127,812	5,760,423

### v) Investment details

(₹)

Particulars	Gratuity (Funded)	
	2014-15	2013-14
Insurer Managed Funds	72,815,270	68,694,197

### vi) Actuarial assumptions

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Discount rate (per annum)	7.80%	9.00%	7.80%	9.00%
Expected rate of return on plan assets (per annum)	9.00%	8.85%	NA	NA
Rate of escalation in salary (per annum)	8.00%	8.00%	8.00%	8.00%

- c) The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below:

#### Defined Contribution Plan

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

(₹)

Particulars	2014-15	2013-14
Employer's Contribution to Provident Fund	5,619,940	4,357,756
Employer's Contribution to Pension Scheme	9,143,206	7,490,208

## 2.40 Segment Reporting Policies

### Identification of Segments

#### Primary Segment

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

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



## NOTES ON FINANCIAL STATEMENTS

### Segment Information

Segment Revenues, Results and Other Information:

(₹ in lacs)

Particulars	Steel Pipes & Tubes	Power - Electricity	Others	Total
Revenue from Operations	133,840 (118,834)	1,676 (1,743)	8,282 (6,321)	143,798 (126,898)
Inter-Segment Sales	- (-)	576 (605)	- (-)	576 (605)
Segment Results	6,992 (4,151)	1,049 (938)	8,282 (6,321)	16,323 (11,410)
Finance Costs	360 (273)	- (-)	- (-)	360 (273)
Other Un-allocable Expenditure	- (-)	- (-)	- (-)	- (-)
Profit Before Tax	6,632 (3,878)	1,049 (938)	8,282 (6,321)	15,963 (11,137)
Segment Assets (Including Capital Work- in - Progress, excluding Revaluation)	146,509 (144,578)	10,420 (11,197)	98,297 (102,730)	255,226 (258,505)
Segment Liabilities	17,177 (24,897)	3,040 (3,383)	- (-)	20,217 (28,280)
Un-allocable Liabilities				8,583 (8,988)
Capital Employed				226,426 (221,237)

### 2.41 Related Parties Disclosures as per Accounting Standard – 18.

List of Related Parties with whom transactions have taken place during the year:

#### a) Joint Venture Companies

Gondkhari Coal Mining Ltd.

Dev Drilling Pte. Ltd.

#### b) Subsidiary Companies

Maharashtra Seamless (Singapore) Pte. Ltd. (WOS)

Maharashtra Seamless Finance Ltd. (WOS)

Discovery Oil And Mines Pte. Ltd. (WOS)

#### c) Step Subsidiary Company\*

Internovia Natural Resources FZ LLC

#### d) Associate Companies

Jindal Pipes (Singapore) Pte. Ltd.

Star Drilling Pte. Ltd.

Jindal Premium Connections Pvt. Ltd.

(Formerly known as Hydri Jindal International Pvt. Ltd.)

#### e) Common Controlled Entities

Jindal Pipes Ltd.

Haryana Capfin Ltd.

#### f) Key Management Personnel

Shri Saket Jindal

Shri S. P. Raj

Shri Ashok Soni

Shri D.C. Gupta

#### g) Relatives of Key Management Personnel

Shri D.P. Jindal

Smt. Savita Jindal

Shri Raghav Jindal





## NOTES ON FINANCIAL STATEMENTS

Smt. Rachna Jindal

Smt. Shruti Raghav Jindal

\* Internovia Natural Resources FZ LLC is a step subsidiary with direct holding of 5% & holding of 51% through Discovery Oil And Mines Pte. Ltd. (WOS).

Details of transactions during the year are as follows:

(₹)

	Particulars	2014-15	2013-14
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	19,319,566	13,975,026
	Relatives of Key Management Personnel	141,311	120,514
	Common Controlled Entities	185,617,795	207,528,590
ii)	<b>Sales &amp; Other Services</b>		
	Joint Venture Companies	59,649,156	NA
	Associate Companies	21,226,630	12,481,335
	Subsidiary Companies	-	25,749,158
	Common Controlled Entities	74,847,087	74,667,224
iii)	<b>Investment</b>		
	Subsidiary Companies	80,050	144,007,500
iv)	<b>Net Loans/Inter Corporate Deposits given or repaid</b>		
	Subsidiary Companies	997,708,963	1,473,176,025
	Common Controlled Entities	294,000,000	219,475,000
v)	<b>Interest &amp; Guarantee Commission received / receivable</b>		
	Joint Venture Companies	10,268,904	N/A
	Associate Companies	23,267,441	7,343,655
	Subsidiary Companies	78,139,451	25,749,158
	Common Controlled Entities	33,796,763	39,475,778
vi)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	300,000	300,000
vii)	<b>Remuneration &amp; Others</b>		
	Key Management Personnel	20,788,845	19,400,291
	Relatives of Key Management Personnel	527,340	2,249,360
viii)	<b>Dividend Paid</b>		
	Key Management Personnel	10,421,364	10,421,364
	Relatives of Key Management Personnel	2,613,438	2,613,438
ix)	<b>Loans/Inter Corporate Deposits (Maximum Outstanding) *</b>		
	Joint Venture Companies	44,852,852	44,702,852
	Associate Companies	280,151,454	344,075,729
	Subsidiary Companies	3,468,640,949	1,536,539,183
	Common Controlled Entities	450,355,673	792,255,673
x)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Joint Venture Companies	9,263,438,400	NA
	Associate Companies	11,892,252,000	5,686,809,751
	Subsidiary Companies	4,603,553,340	1,201,996,000
xi)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	58,875	51,457
xii)	<b>Balance Receivable (including loans if any) at the year end *</b>		
	Joint Venture Companies	44,949,763	44,702,852
	Associate Companies	354,887,508	357,599,575
	Subsidiary Companies	2,577,485,750	1,490,124,838
	Common Controlled Entities	61,167,298	323,938,470

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

\* Includes effect of change in foreign exchange translation.



## NOTES ON FINANCIAL STATEMENTS

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

i) Investments made are given under investment note no. 2.11

ii) Loan and Advances given to Related Parties

(₹)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2015	31.03.2014	2014-15	2013-14
Jindal Premium Connections Pvt. Ltd. *	26,658,714	26,578,714	26,658,714	26,578,714
(Formerly known as Hydril Jindal International Pvt. Ltd.)				
Jindal Pipes (Singapore) Pte. Ltd.	253,492,740	243,404,190	253,492,740	317,497,015
Gondkhari Coal Mining Ltd. **	44,852,852	44,702,852	44,852,852	44,702,852
Jindal Pipes Ltd.	108,972,760	372,555,673	450,355,673	792,255,673
Maharashtra Seamless (Singapore) Pte. Ltd. (WOS)	277,277,244	266,242,114	277,277,244	307,714,183
Discovery Oil And Mines Pte. Ltd. (WOS)	1,309,712,490	1,201,996,000	1,309,712,490	1,228,825,000
Internovia Natural Resources FZ LLC	938,862,000	-	1,881,651,215	-
<b>TOTAL</b>	<b>2,959,828,800</b>	<b>2,155,479,543</b>	<b>4,244,000,928</b>	<b>2,717,573,437</b>

\*The company has waived interest due to inadequacy of profit on loan given to Jindal Premium Connections Pvt. Ltd. (Associate Company) (Formerly Known as Hydril Jindal International Pvt. Ltd.). The company is considering loan given as recoverable.

\*\*In the case of Gondkhari Coal Mining Ltd. (Joint Venture Company), no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block. The company is considering loan given to Gondkhari as recoverable as final decision in respect of discontinuation of JV Agreement is not taken by JV partners.

iii) Loan and Advances given to Other Body Corporates

(₹)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2015	31.03.2014	2014-15	2013-14
Sudha Apparels Ltd.	195,792,691	-	200,092,691	-
Jhanjhari Holdings Pvt. Ltd.	192,905,596	-	295,000,000	-
Gangotri Incandescent Pvt. Ltd	-	20,914,301	20,914,301	60,000,000
Diwakar Marketing Pvt. Ltd.	20,388,887	40,757,480	40,000,000	40,757,480
Jindal Aluminium Ltd.	-	328,054,914	475,000,000	328,394,349
Leekha Chemicals Pvt. Ltd.	4,091,038	3,736,958	4,536,958	4,000,000
Maharashtra Seamless Limited Employees Welfare Trust	157,000,000	586,000,000	586,000,000	596,000,000
<b>TOTAL</b>	<b>570,178,212</b>	<b>979,463,653</b>	<b>1,621,543,950</b>	<b>1,029,151,829</b>

Loan and Advances are given for business purposes to the above mentioned entities except loan given to Maharashtra Seamless Limited Employee Welfare Trust which had been formed with the sole objective of employee welfare. Further, the company has not charged interest on loan given.



## NOTES ON FINANCIAL STATEMENTS

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

(₹)

Name of Companies	As At 31.03.2015	As At 31.03.2014
Jindal Premium Connections Pvt. Ltd. (Formerly Known as Hydril Jindal International Pvt. Ltd.)	-	7,378,651
Jindal Pipes (Singapore) Pte. Ltd.	2,503,632,000	2,403,992,000
Maharashtra Seamless (Singapore) Pte. Ltd. (WOS)	1,251,816,000	1,201,996,000
Internovia Natural Resources FZ LLC	3,351,737,340	-
Dev Drilling Pte. Ltd.	4,256,174,400	3,275,439,100
Star Drilling Pte. Ltd.	9,388,620,000	-
Dev Drilling Pte. Ltd. (SBLC - Refer Note No. 2.26)	5,007,264,000	-

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

### 2.43 Earning Per Equity Share computed in accordance with Accounting Standard – 20

Particulars	31.03.2015	31.03.2014
Net Profit available for Equity Shareholders (₹)(a)	1,225,620,031	971,115,359
Weighted average number of Equity Shares of ₹ 5/- each (b)	67,034,790	69,475,225
Basic / Diluted Earning per Equity Share (₹)(a/b)	18.28	13.98

### 2.44 Disclosure of loan / advances and investment in its own shares by the company as per requirement of clause 32 of the listing agreement :

(₹)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
A) <b>Loan and advances in the nature of loan given to Subsidiary/Step Subsidiary, Associate Companies</b>				
Jindal Pipes (Singapore) Pte. Ltd.	253,492,740	243,404,190	253,492,740	317,497,015
Maharashtra Seamless (Singapore) Pte. Ltd.	277,277,244	266,242,114	277,277,244	307,714,183
Jindal Premium Connections Pvt. Ltd. (Formerly Known as Hydril Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
Discovery Oil And Mines Pte. Ltd.	1,309,712,490	1,201,996,000	1,309,712,490	1,228,825,000
Internovia Natural Resources FZ LLC	938,862,000	-	1,881,651,215	-
B) <b>Loan and advances where repayment schedule is not specified / is not beyond 7 years</b>				
Jindal Pipes (Singapore) Pte. Ltd.	253,492,740	243,404,190	253,492,740	317,497,015
Maharashtra Seamless (Singapore) Pte. Ltd.	277,277,244	266,242,114	277,277,244	307,714,183
Jindal Premium Connections Pvt. Ltd. (Formerly Known as Hydril Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
Gondkhari Coal Mining Ltd.	44,852,852	44,702,852	44,852,852	44,702,852
Discovery Oil And Mines Pte. Ltd.	1,309,712,490	1,201,996,000	1,309,712,490	1,228,825,000
Internovia Natural Resources FZ LLC	938,862,000	-	1,881,651,215	-



## NOTES ON FINANCIAL STATEMENTS

(₹)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
C) Loans and advances in the nature of loans where interest is not charged or charged below bank rate				
Gondkhari Coal Mining Ltd.	44,852,852	44,702,852	44,852,852	44,702,852
Jindal Premium Connections Pvt. Ltd. (Formerly Known as Hydril Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
Maharashtra Seamless Limited Employee Welfare Trust*	157,000,000	586,000,000	586,000,000	596,000,000
D) Investments made in Equity Share of the company by Maharashtra Seamless Limited Employee Welfare Trust ("a Loanee") during the year of ₹ Nil (Previous Year ₹ Nil).				

\* Maharashtra Seamless Limited Employee Welfare Trust is not a Related Party as per AS-18, issued by ICAI

### 2.45 RAW MATERIALS CONSUMED

(₹)

Items	Year Ended 31.03.2015	Year Ended 31.03.2014
Round Billets	7,479,148,311	5,926,736,873
HR Coils	2,321,043,433	2,025,925,446
Others	74,502,666	212,631,759
Total	9,874,694,410	8,165,294,078

### 2.46 VALUE OF IMPORTED & INDIGENOUS RAW MATERIALS, STORES & SPARES PARTS CONSUMED

#### a) RAW MATERIALS CONSUMED

Particulars	Year Ended 31.03.2015		Year Ended 31.03.2014	
	(%)	(₹)	(%)	(₹)
Imported	21.10	2,083,167,726	26.62	2,173,353,187
Indigenous	78.90	7,791,526,684	73.38	5,991,940,891
Total	100.00	9,874,694,410	100.00	8,165,294,078

#### b) STORES & SPARES PARTS CONSUMED

Particulars	Year Ended 31.03.2015		Year Ended 31.03.2014	
	(%)	(₹)	(%)	(₹)
Imported	8.26	40,442,822	21.19	87,279,292
Indigenous	91.74	449,200,896	78.81	324,626,359
Total	100.00	489,643,718	100.00	411,905,651

**NOTES ON FINANCIAL STATEMENTS****2.47 CIFVALUE OF IMPORTS**

(₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Raw Materials	2,537,663,501	783,864,348
Stores & Spares	54,658,371	69,780,987
Capital Goods	106,429,476	81,430,904

**2.48 EXPENDITURE IN FOREIGN CURRENCY**

(₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Travelling	5,871,236	4,653,149
Interest	2,047,587	-
Others	2,232,373	2,741,705

**2.49 EARNINGS IN FOREIGN CURRENCY**

(₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
FOB Value of Physical / Deemed Exports	113,881,469	76,576,014
Interest	78,412,303	33,092,814
Others	33,263,492	13,366,069

2.50 Paise have been rounded off to the nearest rupee.

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

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

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

Place : Gurgaon  
Dated : 26th May, 2015

**ASHOK SONI**  
CFO

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

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**

**N.C. JAIN**  
**ROMA KUMAR**

Directors

**S.P. RAJ**  
Wholetime Director

# CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Members of  
**Maharashtra Seamless Limited**

### 1) Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statement") of Maharashtra Seamless Limited (the "Company"), and its subsidiaries, joint ventures and associates; hereinafter referred to as the "Group" which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

### 3) Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### 6) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date. We report that consolidated financial statements have been prepared by the company in accordance with the requirements of accounting standard (AS-21), "Consolidated Financial Statements", Accounting Standard (AS-27) on "Financial Reporting of Interests in joint ventures" and an associate companies accounted on the equity method in accordance with Accounting Standards (AS-23) "Accounting for Investments in Associates" as notified by the Companies (Accounting Standards) Rules, 2006 and on the basis of the separated financial statements of Maharashtra Seamless Ltd. and its subsidiaries, associates and joint ventures included in the consolidated financial statements.

### 7) Emphasis of Matter

We draw attention to Note No. 2.29 to the consolidated Financial Statements, relating to the company has given interest free loan to the Jindal Premium Connection Pvt. Ltd. (formerly known as Hydriil Jindal International Pvt. Ltd.), Gondkhari Coal Mining Ltd. and Maharashtra Seamless Ltd. Employees Welfare Trust which had been formed with the sole objective of employee welfare respectively.

### 8) Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on comments in the auditors reports of the holding company, subsidiary companies, associates companies and jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order to the extent applicable.

9) **As required by section 143(3) of the Act, we further 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 purpose of our audit of the aforesaid consolidated financial statements.
- b. In our opinion proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e. On the basis of written representations received from the directors of the Holding Company as on 31st March, 2015, and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary company, associate company and jointly controlled entity incorporated in India, none of the directors of the Group companies, its associate company and jointly controlled entity incorporated in India is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act;
- f. 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 explanation given to us:
  - (i) The consolidated financial statements disclose the impact of pending litigations on its financial position in its consolidated financial statements as referred to in note no. 2.25 to the consolidated financial statements.
  - (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any and as required on long term forward contracts(a) in respect of such items as relates to the Group, Its Associates and Jointly Controlled Entities and (b) the Group share of net profit in respect of its associates.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Holding Company and its Associate Company, Subsidiary Company and Jointly Controlled Entity incorporated in India.

10) **Other Matters**

- a) We did not audit the financial statements of subsidiary companies i.e. Maharashtra Seamless (Singapore) Pte. Limited, Discovery Oil And Mines Pte Ltd., Internovia Natural FZ LLC and Joint Venture Companies i.e. Gondkhari Coal Mining Ltd., Dev Drilling Pte. Ltd. whose financial statements reflects total assets of ₹ 138,580 lacs as at 31st March 2015, and total revenues of ₹ 1,166 lacs for the year ended 31st March 2015 and two associates companies i.e. Jindal Pipes (Singapore) Pte Ltd. and Star Drilling Pte. Ltd., which constitute net profit of ₹ 2,606 lacs for the year then ended 31st March 2015.
- b) The financial statements of subsidiary companies i.e. Maharashtra Seamless (Singapore) Pte. Limited, Discovery Oil And Mines Pte. Ltd., Internovia Natural FZ LLC and Joint Venture companies i.e. Gondkhari Coal Mining Ltd., Dev Drilling Pte. Ltd. whose financial statements reflected total assets of ₹ 138,580 lacs as at 31st March 2015, total revenues of ₹ 1,166 lacs for the year ended on that date, as considered in the consolidated financial statements based on their unaudited financial statements. The consolidated financial statements also include the Group Share of net profit of ₹ 2,607 lacs of three associate companies i.e. Jindal Premium connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.), Jindal Pipes (Singapore) Pte. Ltd. and Star Drilling Pte. Ltd. for the year ended 31st March 2015 is reflected in Consolidated Financial Statements on the basis of their unaudited financial statements.
- c) These financial statements / financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respects of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section(3) and(11) of section 143 of the Act in so far as it relates to the aforesaid these subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements / financial information certified by the Management.

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

**R.K.Kanodia**

Partner

Membership no.: 016121

Place: Delhi

Date: 26th May, 2015



**Annexure to the Independent Auditor's Report on Consolidated Financial Statements**  
**Referred to in paragraph I of the section on "Report on Other Legal and Regulatory Requirements"**  
**of our report of even date**

Our reporting on the Order includes a subsidiary company, a jointly controlled entity and an associate company incorporated in India, to which the Order is applicable.

In respect of an associate company and a jointly controlled entity incorporated in India, which have been included in the consolidated financial statements based on unaudited financial statements of such entities provided to us by the management, whilst in our opinion, and according to the information and explanations given to us, reporting under the Order is applicable in respect of these entities, since these entities are unaudited, the possible effects of the same on our reporting under the Order in the case of these consolidated financial statements has not been considered.

1. In respect of its Fixed Assets of the Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India:
  - (a) The respective entities have maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India have a phased programme of physical verification of its fixed assets which, in our opinion, and the opinion of the other auditors, is reasonable having regard to the size of the respective entities and the nature of their assets. As explained to us, pursuant to the programme all fixed assets were physically verified by the management of the respective entities during the year. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
2. In respect of its inventories of the Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India:
  - (a) As explained to us and others auditors, the inventories were physically verified by the management of respective entities during the year at reasonable intervals.
  - (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and other auditors, the procedures of physical verification of inventories followed by the management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
  - (c) In our opinion and opinion of other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
3. In respect of loans, secured or unsecured, granted by the Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:
  - (a) The holding company has granted loans to seven companies. The maximum amount involved during the year was ₹ 42,440 lacs the year-end balance of loan granted to such companies was ₹ 29,598.29 lacs.
  - (b) In respect of loans granted by the Holding company the interest payments are regular except note no. 2.29 to the consolidated financial statements and the principal amounts are being received / renewed on the due dates.
  - (c) There is no overdue amount in respect of the above loans.
4. In our opinion and the opinion of other auditors and according to the information and explanations given to us and other auditors, there is an adequate internal control procedure commensurate in Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India with the size of the respective entities and the nature of their business for the purchase of stores, raw material including components, plant and machinery, equipment and other assets, and for the sale of goods. Further, on the basis of our examination and other auditors' examination, the books and records of the respective entities in accordance with the generally accepted auditing practices, during the course of our and other auditors' audit, no major weakness in such internal control procedures and systems has been observed.
5. According to the information and explanations given to us and other auditors, the respective entities have not accepted any deposits during the year from the public within the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.
6. According to the information and explanations given to us and other auditors, in our opinion and the opinion of the other auditors, the Holding Company, Subsidiary company, associate company and jointly controlled entity incorporated in India have prima facie, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013. Neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. According to the information and explanations given to us, in respect of statutory dues of the Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India.

(a) The respective entities have generally regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-Tax, Sales Tax, Wealth-tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us and other auditors, details of dues of income tax, Sales tax, Custom Duty, Wealth Tax, Excise Duty and Cess which have not been deposited as on 31st March, 2015 on account of any dispute are given below:

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount (₹ in Lacs)
Sales Tax	Demand for Sales Tax	Maharashtra Sales Tax Authority (Appellate Tribunal)	2001-2002	4.65
Excise Duty	Demand for Excise Duty	Commissioner Appeal	Jan.1998- June 1999	18.70
		CESTAT	Oct.2002	0.37
		CESTAT	2005-2006	3.58
		CESTAT	2006-2007	199.45
		HIGH COURT	2006-2007	54.73
		CESTAT	2005-2006	75.04
		CESTAT	2007-2008	148.42
Income Tax	Demand for Income Tax	Commissioner Appeal	2009-2010	4.53
			2010-2011	4.92

(c) The aforesaid entities have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder within time.

8. The Group its associates and jointly controlled entities have consolidated accumulated losses at the end of the financial year. There are cash losses on a consolidated basis during the financial year and in the immediately preceding financial year.

9. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company, subsidiary company, associate and jointly controlled entity incorporated in India have not defaulted in the repayment of dues to financial institutions and banks.

10. In our opinion and opinion of other auditors and according to the information and explanations given to us and other auditors the terms and conditions of the corporate guarantees given by the Holding Company for loan taken by others company from banks are not prima facie prejudicial to the interest of the Group companies.

11. According to the information and explanations given to us and other auditors, the term loans have been applied by the Holding Company, subsidiary company, associate company and jointly controlled entity incorporated in India, loan during the year for the purpose, for which they were obtained, other than temporary deployment for pending allocations.

12. To the best of our knowledge and according to the information and explanations given to us and other auditors, no fraud by the Holding Company, its subsidiary, associate company and jointly controlled entity incorporated in India and no fraud on the Holding Company, its subsidiary, associate company and jointly controlled entity incorporated in India has been noticed or reported during the year by the management of respective entities.

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

**R.K.Kanodia**  
Partner

Place: Delhi  
Date: 26th May, 2015

Membership no.: 016121


**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2.1	1,711,995,730	341,415,620
(b) Reserves and Surplus	2.2	27,629,633,245	27,645,509,371
		<u>29,341,628,975</u>	<u>27,986,924,991</u>
<b>2 Minority Interest (Refer Note No. 2.26)</b>		-	-
<b>3 Non - Current Liabilities</b>			
(a) Long - Term Borrowings	2.3	4,292,622,087	33,860,938
(b) Deferred Tax Liabilities (Net)	2.4	806,387,074	730,663,280
(c) Other Long - Term Liabilities	2.5	405,020,951	497,817,646
		<u>5,504,030,112</u>	<u>1,262,341,864</u>
<b>4 Current Liabilities</b>			
(a) Short - Term Borrowings	2.6	3,490,342,137	1,271,687,300
(b) Trade Payables	2.7	726,903,411	1,466,981,976
(c) Other Current Liabilities	2.8	916,355,345	835,281,977
(d) Short - Term Provisions	2.9	279,908,947	60,748,755
		<u>5,413,509,840</u>	<u>3,634,700,008</u>
<b>TOTAL</b>		<u>40,259,168,927</u>	<u>32,883,966,863</u>
<b>II. ASSETS</b>			
<b>1 Non - Current Assets</b>			
(a) Fixed Assets	2.10		
(i) Tangible Assets		9,339,293,439	6,518,291,167
(ii) Intangible Assets		3,249,982	4,661,984
(iii) Revalued Assets		5,377,899,603	5,787,355,178
(iv) Capital Work - in - Progress		374,598,342	343,803,570
(v) Silver Coins in Hand		163,767	153,213
(b) Non - Current Investments	2.11	10,475,119,266	2,454,890,678
(c) Long - Term Loans and Advances	2.12	450,294,308	899,165,575
		<u>26,020,618,707</u>	<u>16,008,321,365</u>
<b>2 Current Assets</b>			
(a) Current Investments	2.11	3,257,230,358	5,880,099,473
(b) Inventories	2.13	4,895,237,181	4,352,118,557
(c) Trade Receivables	2.14	2,981,977,293	3,384,464,323
(d) Cash and Cash Equivalents	2.15	398,274,938	359,171,293
(e) Short - Term Loans and Advances	2.16	2,496,611,882	2,737,136,307
(f) Other Current Assets	2.17	209,218,568	162,655,545
		<u>14,238,550,220</u>	<u>16,875,645,498</u>
<b>TOTAL</b>		<u>40,259,168,927</u>	<u>32,883,966,863</u>

**Significant Accounting Policies and  
Notes on Financial Statements**

1-2.40

As per our report of even date attached

**For KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

**ASHOK SONI**  
CFO

**R.K. KANODIA**

Partner

Membership No. 016121

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

**For and on Behalf of the Board**
**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**  
**N.C. JAIN**  
**ROMA KUMAR**  
Directors

**S.P. RAJ**  
Wholetime Director

Place : Gurgaon

Dated : 26th May, 2015

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Note No.	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
I. Revenue From Operations	2.18	13,546,656,070	12,088,954,120
II. Other Income	2.19	744,179,765	639,104,914
III. Total Revenue (I + II)		14,290,835,835	12,728,059,034
IV. Expenses:			
Cost of Materials Consumed	2.20	9,874,694,410	8,165,294,078
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	2.21	(401,489,713)	385,510,567
Employee Benefits Expense	2.22	429,207,112	400,524,427
Finance Costs	2.23	202,010,684	55,680,452
Depreciation and Amortization Expense	2.10	307,184,050	371,211,804
Other Expenses	2.24	2,589,512,335	2,237,936,013
Total Expenses		13,001,118,878	11,616,157,341
V. Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		1,289,716,957	1,111,901,693
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		1,289,716,957	1,111,901,693
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII-VIII)		1,289,716,957	1,111,901,693
X Tax Expense:			
(1) Current Tax		337,232,962	230,974,633
(2) Deferred Tax		75,723,794	25,872,792
(3) MAT Credit		(39,005,215)	(113,774,601)
(4) Earlier Years		22,820	1,357,009
(5) Wealth Tax		-	141,392
XI Profit for the Year (IX-X)		915,742,596	967,330,468
XII Share in Profit of Associate Companies		260,664,690	47,676,064
XIII Minority Interest Loss adjusted from its Capital (Ref Note No 2.26)		749,471	-
XIV Profit carried to Balance Sheet		1,177,156,757	1,015,006,532
XV Earnings Per Equity Share (Par Value ₹ 5/-)			
(1) Basic		17.41	14.61
(2) Diluted		17.41	14.61

Note:

Total Income includes ₹ 448,235/- (Previous Year ₹ Nil) share of Jointly Controlled Entities.

Total Expenditure includes ₹ 338,350/- (Previous Year ₹ 81,715/-) share of Jointly Controlled Entities.

Significant Accounting Policies and  
Notes on Financial Statements

I-2.40

As per our report of even date attached  
For **KANODIA SANYAL & ASSOCIATES**  
Chartered Accountants**ASHOK SONI**  
CFO**R.K. KANODIA**  
Partner  
Membership No. 016121**D.C. GUPTA**  
VP & Company SecretaryPlace : Gurgaon  
Dated : 26th May, 2015

For and on Behalf of the Board

**D.P. JINDAL**  
Executive Chairman**SAKET JINDAL**  
Managing Director**U.C. AGARWAL**  
**P.N. VIJAY**  
**N.C. JAIN**  
**ROMA KUMAR**  
Directors**S.P. RAJ**  
Wholetime Director


**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit Before Extraordinary Items and Tax	1,289,716,957	1,111,901,693
Adjustments for:		
Depreciation and Amortization	307,184,050	371,211,804
(Profit) on sale / write off of Assets (Net)	(2,955,806)	(53,024)
Income Tax Adjustment relating to Wealth Tax	-	(141,392)
Finance Costs	202,009,336	44,912,563
Share in Profit of Associate Companies	260,664,690	47,676,064
Interest Income	(297,117,771)	(135,723,990)
Dividend Income	(2,562,032)	(2,989,739)
Net Gain on Sale of Investments	(418,304,304)	(429,014,382)
Rental Income	(6,719,142)	(6,726,338)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>1,331,915,978</b>	<b>1,001,053,259</b>
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(543,118,624)	780,831,055
Trade Receivables and Other Receivables	205,584,288	(35,334,419)
Short - Term Loans and Advances	(590,977,393)	(1,323,142,054)
Long - Term Loans and Advances	(1,507,204,570)	(16,659,604)
Other Current Assets	(1,933,027)	-
Other Non - Current Assets	(195,732)	(77,168)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	473,621,723	864,044,467
Other Current Liabilities	87,683,390	2,462,469
Other Long - Term Liabilities	1,935,620,490	-
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>1,390,996,523</b>	<b>1,273,178,005</b>
Cash Flow from Extraordinary Items	-	-
Cash Generated from Operations	1,390,996,523	1,273,178,005
Net Income Tax (Paid) / Refunds	(347,114,390)	(184,618,385)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>1,043,882,133</b>	<b>1,088,559,620</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	(1,524,696,028)	(319,236,522)
Proceeds from Sale of Fixed Assets	3,882,044	106,667
Current Investments not Considered as Cash and Cash Equivalents		
- Purchased	(3,030,563,685)	(4,024,166,673)
- Proceeds from Sale	4,154,311,839	4,217,408,133
Purchase of Long - Term Investments		
- Subsidiaries	(951,502)	(144,007,500)
- Others	(6,238,086,090)	(903,724,773)
Proceeds from Sale of Long - Term Investments		
- Joint ventures	-	64,731,000
- Others	68,086,872	328,922,219
Interest Received	291,701,241	137,715,088
Dividend Received	2,562,032	2,989,739
Rental Income	6,719,142	6,726,338
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(6,267,034,135)</b>	<b>(632,536,284)</b>

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of Equity Shares / Preference Share	627,611,344	-
Proceeds / (Repayment) of Long - Term Borrowings	4,258,831,113	(2,862,720)
Buy Back of Shares	(276,785,781)	(415,290,547)
Proceeds / (Repayment) of other Short - Term Borrowings	1,331,682,872	689,849,400
Finance Costs	(202,009,334)	(44,912,563)
Dividend Paid	(400,095,662)	(418,081,626)
Tax on Dividend	(68,319,519)	(71,314,910)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>5,270,915,033</b>	<b>(262,612,966)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>47,763,031</b>	<b>193,410,370</b>
Cash and Cash Equivalents at the Beginning of the Year	359,171,293	126,716,296
Effect of Change in Group Interest	4,498,902	(24,158,254)
Effect of exchange differences on restatement of Foreign Currency Cash and Cash Equivalents	(13,158,288)	63,202,881
Cash and Cash Equivalents at the End of the Year	398,274,938	359,171,293

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

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

Place : Gurgaon  
Dated : 26th May, 2015

**ASHOK SONI**  
CFO

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

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**

**N.C. JAIN**  
**ROMA KUMAR**

Directors

**S.P. RAJ**  
Wholetime Director



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

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

The Consolidated Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the accounting standards notified under the relevant provisions of the Companies Act, 2013.

### **b) Principles of Consolidation**

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

- i) The Financial Statements of the company and its subsidiary companies are combined on a line by line basis, by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions in accordance with AS - 21 on 'Consolidated Financial Statements'.
- ii) "In case of foreign subsidiaries, being non-integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the foreign currency translation reserve.

In case of foreign associate companies, profit / (loss) are consolidated at the average rate prevailing during the year.

Investments other than in subsidiaries and associates have been accounted as per AS - 13 on "Accounting for Investments".

- iii) "Investment in Associate Companies has been accounted under the equity method as per AS - 23" on Accounting for Investments in Associates in Consolidated Financial Statements", and accordingly, the share of profit / loss of each of the Associate Companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.
- iv) The Financial Statement of jointly controlled entity have been combined by applying proportionate consolidation method on line by line basis on items of the assets, liabilities, income and expenses after eliminating proportionate share of unrealised profits or losses in accordance with AS - 27 on "Financial Reporting of Interests in Joint Ventures"
- v) The difference between the cost of investments in the Subsidiaries / Joint Ventures, over the net assets at the time of acquisition of the investment in the Subsidiaries / Joint Ventures is recognized in the Financial Statements as Goodwill or Capital Reserve in consolidation, as the case may be.
- vi) Minority Interest's share of net profit/(loss) of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the company.  
  
Minority Interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separately.
- vii) The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, have been made in the Consolidated Financial Statements.

### **c) Other Significant Accounting Policies**

These are set out under "Significant Accounting Policies" as given in the Company's Standalone Financial Statements.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares	(₹)	No. of Shares	(₹)
<b>NOTE : 2.1</b>				
<b>SHARE CAPITAL</b>				
a) <b>Authorised Share Capital</b>				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	80,000,000	400,000,000	80,000,000	400,000,000
Add : Additions during the Year	-	-	-	-
Less : Reduction during the Year	-	-	-	-
At the End of the Year	80,000,000	400,000,000	80,000,000	400,000,000
Preference Shares (Par value ₹10/-)				
At the Beginning of the Year	20,000,000	200,000,000	20,000,000	200,000,000
Add : Additions during the Year	-	-	-	-
Less : Reduction during the Year	-	-	-	-
At the End of the Year	20,000,000	200,000,000	20,000,000	200,000,000
Perpetual Preference Shares (Overseas Entities)	NA	NA	NA	NA
b) <b>Issued, Subscribed and Paid up</b>				
Equity Shares				
At the Beginning of the Year (Par value ₹ 5/-)	68,283,124	341,415,620	70,533,422	352,667,110
Add: Additions during the Year	-	-	-	-
Less: Reduction during the year on account of buy back	1,283,498	6,417,490	2,250,298	11,251,490
At the End of the Year (i)	66,999,626	334,998,130	68,283,124	341,415,620
Perpetual Preference Shares (Overseas Entities)				
At the Beginning of the Year	-	-	-	-
Add: Additions during the Year	22,000,000	1,376,997,600	-	-
Less: Reduction during the year	-	-	-	-
At the End of the Year (ii)	22,000,000	1,376,997,600	-	-
Total Share Capital (i+ii)	88,999,626	1,711,995,730	68,283,124	341,415,620

Note : Perpetual Preference Shares ₹ 751,089,600/- (Previous Year ₹ Nil) towards share of Jointly Controlled Entities

### Terms / Rights attached to Equity Share

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

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

The Board of Directors, in their meeting on 26th May, 2015, proposed a dividend of ₹ 5/- per Equity Share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended 31st March, 2015 amounted to ₹ 403,195,867/- including corporate dividend tax of ₹ 68,197,737/-. The dividend pay-out is calculated on 66,999,626 no. of shares to the member whose name appear in the register of member as on 26th May 2015.

In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.





## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### Terms / Rights attached to Perpetual Preference Share

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

The Company may upon giving 30 days of notice before the date specified for redemption, redeem at any time the whole or any part of these Perpetual Preference Shares.

The dividend on perpetual preference share amounting to ₹ 32,718,715/- is of current year.

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
c) List of shareholders holding more than 5% equity shares				
Franklin Templeton Investment Funds	4,138,822	6.18	5,342,961	7.82
Global Jindal Fin-Invest Ltd.	5,424,944	8.10	5,424,944	7.94
Brahmadev Holding & Trading Ltd.	5,758,992	8.60	5,758,992	8.43
Stable Trading Company Ltd.	11,277,044	16.83	11,285,544	16.53
Odd & Even Trades & Finance Ltd.	11,690,000	17.45	11,690,000	17.12
d) List of shareholders holding more than 5% perpetual preference shares				
3% Discovery Drilling Pte. Ltd. *	9,500,000	79.17	NA	NA
3% Virtue Drilling Pte. Ltd. *	2,500,000	20.83	NA	NA

\*Dev Drilling Pte. Ltd. had issued 3% Perpetual Preference Shares of USD 38,000,000 to Discovery Drilling Pte. Ltd. & USD 10,000,000 to Virtue Drilling Pte. Ltd. During the year the company had entered into joint venture agreement with other shareholders of Dev Drilling Pte. Ltd. on 11th November 2014 & is having 25% stake in the joint venture company.

3% Star Drilling Pte. Ltd. **	10,000,000	100.00	-	-
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\*\*3% Perpetual Preference shares of USD 10,000,000 issued by Discovery Oil And Mines Pte. Ltd (WOS).

- e) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date: Nil
- f) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date: Nil
- g) The company has bought back following Equity Shares during the last five years preceding the Balance Sheet date.

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

Pursuant to the approval of the Board of Directors of the Company, for buy back of Equity Shares U/s 77A of the Companies Act, 1956, during the year company has bought 1,283,498 (Previous Year 2,250,298) Equity Shares and extinguished the same. Consequently a sum of ₹ 6,417,490/- (Previous Year ₹ 11,251,490/-) has been reduced from Share Capital and ₹ 270,368,291/- (Previous Year ₹ 404,039,057/-) has been reduced from Securities Premium Account.

Capital Redemption Reserve has been created of ₹ 6,417,490/- (Previous Year ₹ 11,251,490/-) being nominal value of shares bought back U/s. 77A of the Companies Act, 1956.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.2</b>		
<b>RESERVES &amp; SURPLUS</b>		
Capital Redemption Reserve :		
As per Last Balance Sheet	155,364,290	144,112,800
Add : Transferred from Profit & Loss A/c on buy back of Equity Shares	6,417,490	11,251,490
	<u>161,781,780</u>	<u>155,364,290</u>
Securities Premium :		
As per Last Balance Sheet	2,853,092,016	3,257,131,073
Less : On buy back of Equity Shares	270,368,291	404,039,057
	<u>2,582,723,725</u>	<u>2,853,092,016</u>
Capital Investment Subsidy	2,500,000	2,500,000
Capital Reserve :		
As per Last Balance Sheet	3,008,030	-
Add : During the Year	13,644,491	3,008,030
	<u>16,652,521</u>	<u>3,008,030</u>
General Reserve:		
As per Last Balance Sheet	16,859,843,415	16,659,843,415
Less: Depreciation as per Companies Act, 2013	40,405,997	-
Add : Transferred from Profit & Loss A/c	250,000,000	200,000,000
	<u>17,069,437,418</u>	<u>16,859,843,415</u>
Profit and Loss Account :		
As per Last Balance Sheet	1,957,920,001	1,569,889,087
Add : Profit for the Year	1,177,156,757	1,015,006,532
Less : Transfer to Capital Redemption Reserve on buy back of Equity Shares	6,417,490	11,251,490
Add : Effect of Change in Group Interest	(3,328,044)	50,407,483
Less : Transfer to General Reserve	250,000,000	200,000,000
Less : Proposed Dividend on Equity Shares	334,998,130	398,420,112
Less : Proposed Dividend on Perpetual Preference Shares	32,718,715	-
Less : Tax on Proposed Dividend	68,197,737	67,711,499
	<u>2,439,416,642</u>	<u>1,957,920,001</u>
Revaluation Reserve :		
As per Last Balance Sheet	5,787,355,178	6,196,254,196
Less : Sale of Revalued Assets	556,557	-
Less : Depreciation on Revalued Assets	408,899,018	408,899,018
	<u>5,377,899,603</u>	<u>5,787,355,178</u>
Foreign Currency Translation Reserve	(20,778,444)	26,426,441
	<u>27,629,633,245</u>	<u>27,645,509,371</u>

Note : Reserve includes loss of ₹ 18,798,502/- (Previous Year loss of ₹ 3,627,660/-) towards share of Jointly Controlled Entities.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.3</b>		
<b>LONG - TERM BORROWINGS</b>		
Unsecured		
- From other parties	36,447,687	33,860,938
Secured*		
Term Loan		
- From Banks	4,256,174,400	-
	<u>4,292,622,087</u>	<u>33,860,938</u>

Note: Includes ₹ 1,092,563,385/- (Previous Year ₹ 28,439,576/-) share of Jointly Controlled Entities.

\* Share of loan of ₹ 1,064,043,600/- taken by Joint Venture Company is secured by first priority mortgage on the rig and other assets of the company and it is repayable in 58 installments and Loan of ₹ 3,192,130,800/- taken by Step Subsidiary is secured by corporate guarantee from the shareholder to an extent of 105% of loan amount. The loan is repayable in 4 installments.

	As At 31.03.2014 (₹)	During the Year (₹)	As At 31.03.2015 (₹)
<b>NOTE : 2.4</b>			
<b>DEFERRED TAX LIABILITIES (NET)</b>			
Deferred Tax Liabilities			
Fixed Assets	829,518,097	160,179,304	989,697,401
Deferred Tax Assets			
Others	98,854,817	84,455,510	183,310,327
	<u>730,663,280</u>	<u>75,723,794</u>	<u>806,387,074</u>

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.5</b>		
<b>OTHER LONG - TERM LIABILITIES</b>		
Deferred Sales Tax	402,159,401	494,956,096
Others	2,861,550	2,861,550
	<u>405,020,951</u>	<u>497,817,646</u>

Note: Others includes ₹ 2,861,550/- (Previous Year ₹ 2,861,550/-) share of Jointly Controlled Entities.

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.6</b>		
<b>SHORT - TERM BORROWINGS</b>		
Unsecured		
Loans repayable on demand from Banks	336,572	14,198,414
Loans repayable on demand from Others	1,001,452,800	-
Secured*		
Loans repayable on demand from Banks	2,488,552,765	1,257,488,886
	<u>3,490,342,137</u>	<u>1,271,687,300</u>

Note: Includes ₹ 1,236,736,765/- (Previous Year ₹ Nil) share of Jointly Controlled Entities.

\*The loan of ₹ 1,251,816,000/- taken by Subsidiary is secured by a corporate guarantee and the share of loan of ₹ 1,236,736,765/- taken by Joint Venture Company is secured by pledging of mutual fund.


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.7</b>		
<b>TRADE PAYABLES</b>		
Micro , Small & Medium Enterprises	754,650	3,780,310
Creditors	712,235,907	1,460,335,026
Accrued Expenses	13,912,854	2,866,640
	<u>726,903,411</u>	<u>1,466,981,976</u>

Note: Includes ₹ 52,115,959/- (Previous Year ₹ 370,959/- ) share of Jointly Controlled Entities.

**NOTE : 2.8**
**OTHER CURRENT LIABILITIES**

Current Maturity of Long -Term Borrowings	3,095,314	2,863,950
Current Maturity of Other Long - Term Liabilities	93,043,040	72,536,866
Statutory Dues	213,804,345	136,889,517
Payable to Employees	65,706,912	55,783,598
Security Deposit	16,687,849	17,041,276
Bank Overdraft	1,542	-
Advance from Customers	54,642,171	51,443,131
Unpaid Dividend	30,295,818	28,393,724
Proposed Dividend	334,998,130	401,997,756
Tax on Proposed Dividend	68,197,737	68,319,519
Proposed Dividend on Perpetual Preference Shares	35,869,692	-
Others	12,795	12,640
	<u>916,355,345</u>	<u>835,281,977</u>

Note: Includes ₹ 26,693,452/- (Previous Year ₹ 7,575/-) share of Jointly Controlled Entities.

**NOTE : 2.9**
**SHORT - TERM PROVISIONS**

Provision for Expenses	183,995,172	60,748,755
Accrued Interest on Loans	95,913,775	-
	<u>279,908,947</u>	<u>60,748,755</u>

Note: Includes ₹ 2,995,074/- (Previous Year ₹ Nil ) share of Jointly Controlled Entities.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### NOTE : 2.10 FIXED ASSETS

(₹)

Description	Gross Block (At Cost)				Depreciation					Net Block	
	As At 01.04.2014	Additions	Sales/ Adjustment	As At 31.03.2015	Upto 31.03.2014	For The Year	Sales/ Adjustment	Previous Year	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
<b>Tangible Assets:</b>											
Freehold - Land	71,382,035	931,500	487,077	71,826,458	-	-	-	-	-	71,826,458	71,382,035
Leasehold - Land	102,363,660	-	-	102,363,660	-	-	-	-	-	102,363,660	102,363,660
Land Site & Development	160,550,348	-	-	160,550,348	-	-	-	-	-	160,550,348	160,550,348
Shed & Building	1,775,194,790	52,383,168	-	1,827,577,958	292,343,961	66,044,178	-	-	358,388,139	1,469,189,819	1,482,850,829
Plant & Machinery	6,674,988,915	3,102,911,527	-	9,777,900,442	2,106,150,801	223,851,975	-	-	2,330,002,776	7,447,897,666	4,568,838,114
Office Equipment	47,955,404	1,873,959	-	49,829,363	16,665,828	23,435,475	-	-	40,101,303	9,728,060	31,289,576
Computer	45,371,562	699,240	-	46,070,802	30,294,967	10,816,731	-	-	41,111,698	4,959,104	15,076,595
Furniture & Fixtures	60,358,953	5,542,903	-	65,901,856	21,796,998	9,106,762	-	-	30,903,760	34,998,096	38,561,955
Vehicles	99,648,897	3,342,873	830,670	102,161,100	52,270,842	12,501,539	391,509	-	64,380,872	37,780,228	47,378,055
<b>Total (A)</b>	9,037,814,564	3,167,685,170	1,317,747	12,204,181,987	2,519,523,397	345,756,660	391,509	-	2,864,888,548	9,339,293,439	6,518,291,167
Previous Year	8,636,545,674	540,455,198	139,186,308	9,037,814,564	2,240,446,680	367,252,746	88,176,029	-	2,519,523,397	6,518,291,167	6,396,098,994
<b>Intangible Assets:</b>											
Software	24,631,017	475,338	-	25,106,355	19,969,033	1,887,340	-	-	21,856,373	3,249,982	4,661,984
<b>Total (B)</b>	24,631,017	475,338	-	25,106,355	19,969,033	1,887,340	-	-	21,856,373	3,249,982	4,661,984
Previous Year	24,192,117	438,900	-	24,631,017	16,009,975	3,959,058	-	-	19,969,033	4,661,984	8,182,142
<b>Tangible Assets On Account Of Revaluation:</b>											
Freehold - Land	384,039,102	-	556,557	383,482,545	-	-	-	-	-	383,482,545	384,039,102
Shed & Building	1,984,703,009	-	-	1,984,703,009	224,223,720	44,844,744	-	-	269,068,464	1,715,634,545	1,760,479,289
Plant & Machinery	5,463,108,156	-	-	5,463,108,156	1,820,271,369	364,054,274	-	-	2,184,325,643	3,278,782,513	3,642,836,787
<b>Total (C)</b>	7,831,850,267	-	556,557	7,831,293,710	2,044,495,089	408,899,018	-	-	2,453,394,107	5,377,899,603	5,787,355,178
Previous Year	7,831,850,267	-	-	7,831,850,267	1,635,596,071	408,899,018	-	-	2,044,495,089	5,787,355,178	6,196,254,196
<b>Total (A+B+C)</b>	16,894,295,848	3,168,160,508	1,874,304	20,060,582,052	4,583,987,519	756,543,018	391,509	-	5,340,139,028	14,720,443,024	12,310,308,329
Previous Year	16,492,588,058	540,894,098	139,186,308	16,894,295,848	3,892,052,726	780,110,822	88,176,029	-	4,583,987,519	12,310,308,329	12,600,535,332
Note:- Net Block Includes ₹ 2,955,187,216/- (Previous Year ₹ 7,377/-) share of Jointly Controlled Entities. Intra group elimination of borrowing cost of ₹ 103,158,205/- (Previous Year ₹ Nil) pertaining to Dev Drilling Pte. Ltd. is made from Plant & Machinery.											
<b>Capital Work - In - Progress:</b>											
Land	3,500,000	881,865	-	4,381,865	-	-	-	-	-	4,381,865	3,500,000
Shed & Building	72,927,263	40,858,551	39,660,346	74,125,468	-	-	-	-	-	74,125,468	72,927,263
Plant & Machinery	221,161,683	156,379,540	128,379,044	249,162,179	-	-	-	-	-	249,162,179	221,161,683
Preoperative Expenses	4,225,648	-	1,771,636	2,454,012	-	-	-	-	-	2,454,012	4,225,648
Others	41,988,976	2,485,842	-	44,474,818	-	-	-	-	-	44,474,818	41,988,976
<b>Total (D)</b>	343,803,570	200,605,798	169,811,026	374,598,342	-	-	-	-	-	374,598,342	343,803,570
Previous Year	1,502,919,397	298,683,117	1,457,798,944	343,803,570	-	-	-	-	-	343,803,570	1,502,919,397
<b>Current Year (A+B+C+D)</b>										15,095,041,366	12,654,111,899
Previous Year										12,654,111,899	14,103,454,729
Note:- Includes ₹ 41,494,720/- (Previous Year ₹ 41,494,720/-) share of Jointly Controlled Entities.											

Note: During the year depreciation amounting to ₹ 40,405,997/- has been adjusted from General Reserves as per schedule-II of the Companies Act, 2013 and depreciation of Dev Drilling Pte. Ltd. amounting to ₹ 53,953/- pertaining to pre-operative portion has been capitalized. Accordingly, depreciation charged in Profit & Loss Account has been netted off with these amount & shown at ₹ 307,184,050/-.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	(₹)	No. of Shares /Units	(₹)
<b>NOTE : 2.11</b>				
<b>INVESTEMENTS</b>				
(Fully paid up unless otherwise specified)				
<b>I. Non - Current</b>				
<b>A. Trade</b>				
<b>Un-Quoted</b>				
<b>Equity Shares of Associate Company</b>				
₹ 10/- each of Jindal Premium Connections Pvt. Ltd. (Formerly known as Hydril Jindal International Pvt. Ltd.)	4,389,095	37,738,295	4,389,095	43,890,950
Add: Share in Profit / (Loss) of Associate	-	41,453	-	(6,152,655)
	<u>4,389,095</u>	<u>37,779,748</u>	<u>4,389,095</u>	<u>37,738,295</u>
<b>B. Non - Trade</b>				
<b>Un-Quoted</b>				
<b>Equity Shares of Associate Companies</b>				
USD 1/- each of Dev Drilling Pte. Ltd.	-	-	1,250,000	67,428,125
Add: Share in (Loss) of Associate	-	-	-	(232,230)
	<u>-</u>	<u>-</u>	<u>1,250,000</u>	<u>67,195,895</u>
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd.	4,500,000	276,405,628	4,500,000	221,911,030
Add: Share in Profit of Associate	-	266,379,451	-	54,494,598
	<u>4,500,000</u>	<u>542,785,079</u>	<u>4,500,000</u>	<u>276,405,628</u>
USD 1/- each of Star Drilling Pte. Ltd.	1,250,000	74,715,381	1,250,000	75,149,030
Add: Share in (Loss) of Associate	-	(5,756,214)	-	(433,649)
	<u>1,250,000</u>	<u>68,959,167</u>	<u>1,250,000</u>	<u>74,715,381</u>
<b>Equity Shares of Other Companies</b>				
Discovery Drilling Pte. Ltd.	3,812,610	636,239,441	3,812,610	636,239,441
Virtue Drilling Pte. Ltd.	4,661,125	801,687,940	4,661,125	801,687,940
Zamin Amapa Ltd.	32	5,946,126,000	-	-
<b>Redeemable Preference Shares of Associate Company</b>	500,000	31,295,400	-	-
<b>Debentures</b>				
₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.	16	40,000,000	16	40,000,000
₹ 5,000,000/- each of 18.65% NCD 03JL15 Antarctica Properties Company Ltd.	4	20,000,000	4	20,000,000


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	(₹)	No. of Shares /Units	(₹)
<b>Bonds</b>				
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	10	10,000,000	10	10,000,000
<b>Others</b>				
Religare Invesco Credit Opportunities Fund - Growth	-	150,000,000	-	-
Equity Shares				
₹ 10/- each of Welspun Enterprises Ltd.	-	-	1,760	3,428,882
<b>Quoted</b>				
<b>Equity Shares</b>				
₹ 10/- each of Coal India Ltd.	15,016	5,585,493	15,016	5,585,493
₹ 10/- each of Electrosteel Steels Ltd.	22,300,000	139,726,927	22,300,000	139,726,927
₹ 5/- each of ISMT Ltd.	1,445,000	50,119,132	1,445,000	50,119,132
₹ 10/- each of Jindal South West Holding Ltd.	14,923	14,593,073	14,923	14,593,073
₹ 10/- each of JSW Steel Ltd.	15,000	11,807,118	70,000	55,099,885
₹ 10/- each of JSW Energy Ltd.	194,875	10,121,521	194,875	10,121,521
₹ 10/- each of Videocon Industries Ltd.	46,018	8,852,579	46,018	8,852,579
₹ 10/- each of Monnet Ispat & Energy Ltd.	499,977	200,946,147	499,977	200,946,147
₹ 5/- each of Welspun Corp. Ltd.	35,200	2,434,459	35,200	2,434,459
₹ 10/- each of Welspun Enterprises Ltd.	1,760	3,428,882	-	-
<b>Mututal Funds</b>				
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	9,120,176	91,201,760	-	-
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	35,000,000	350,000,000	-	-
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	39,134,312	391,343,120	-	-
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	4,550,708	45,507,080	-	-
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	1,823,021	18,230,210	-	-
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	39,174,243	391,742,430	-	-
Kotak FMP Series 106 - Growth	10,000,000	100,000,000	-	-
Kotak FMP Series 107 - Growth	10,000,000	100,000,000	-	-
Kotak FMP Series 136 - Growth	20,000,000	200,000,000	-	-
Kotak FMP Series 137 - Growth	5,460,656	54,606,560	-	-
		<u>10,475,119,266</u>		<u>2,454,890,678</u>


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares	(₹)	No. of Shares	(₹)
	/Units		/Units	
<b>II. CURRENT</b>				
<b>Non - Trade</b>				
<b>Quoted</b>				
<b>Mutual Funds</b>				
Baroda Pioneer Liquid Fund - Plan A - Growth	156,184	250,000,000	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	582,242	100,000,000	-	-
BNP Paribas Fixed Term Fund Ser 26 A - Growth	-	-	15,250,000	152,500,000
BOI AXA FMP Series 10 - 368 Days - Growth	-	-	5,000,000	50,000,000
BOI AXA FMP Series 11 - 368 Days Regular - Growth	-	-	5,000,000	50,000,000
BOI AXA FMP - Series 5 - 366 Days - Growth	-	-	10,000,000	100,000,000
BOI AXA FMP - Series 9 - 366 Days - Regular - Growth	-	-	5,000,000	50,000,000
Franklin India Low Duration Fund - Growth	6,526,222	100,000,000	-	-
HDFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	4,910,177	116,075,600	-	-
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	28,000,000	280,000,000
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	350,000,000
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	60,000,000	600,000,000
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	16,000,000	160,000,000
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	30,000,000	300,000,000
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	40,000,000	400,000,000
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	15,000,000	150,000,000	15,000,000	150,000,000
HDFC Gilt Fund - Long Term - Growth	3,521,462	100,000,000	-	-
HDFC Liquid Fund - Growth	16,954,589	465,064,800	-	-
HSBC Ultra Short Term Bond Fund - Growth	11,008,310	135,000,000	-	-
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	3,636,192	100,000,000	-	-
ICICI Prudential Liquid - Regular Plan - Growth	843,634	170,443,380	-	-
IDBI FMP - 370 Days Series - III (August 2013) - I - Regular - Growth	-	-	7,500,000	75,000,000
IDBI Liquid Fund - Regular - Bonus Plan - Growth	49,766	50,000,000	49,766	50,000,000
Indiabulls FMP Series III - 370 Days July 2013 (3) - Regular - Growth	-	-	5,000,000	50,000,000
JP Morgan India - Short Term Income Fund - Regular - Growth	-	-	9,219,989	120,000,000
JP Morgan India FMP Series 12 - Regular - Growth	-	-	12,500,000	125,000,000
Kotak FMP Series 106 - Growth	-	-	10,000,000	100,000,000
Kotak FMP Series 107 - Growth	-	-	10,000,000	100,000,000




**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015		As At 31.03.2014	
	No. of Shares /Units	(₹)	No. of Shares /Units	(₹)
Kotak FMP Series 136 - Growth	-	-	20,000,000	200,000,000
Kotak FMP Series 137 - Growth	-	-	25,000,000	250,000,000
Kotak Treasury Advantage Fund - Growth	6,829,845	150,091,020	-	-
L&T Floating Rate Fund - Growth	2,307,867	26,666,673	2,307,867	26,666,673
L&T Triple Ace Bond Fund - Bonus - Original - Growth	1,607,459	20,000,000	1,607,459	20,000,000
LIC Nomura MF FMP Series 60 - 397 Days - Growth	-	-	30,000,000	300,000,000
LIC Nomura MF FMP Series 56 - 18 Months - Growth	-	-	25,000,000	250,000,000
Peerless Ultra Short Term Fund - Super Institutional - Growth	-	-	36,029,259	500,932,800
Pramerica Fixed Duration Fund - Series 14 - Growth	-	-	40,000	40,000,000
Pramerica Fixed Duration Fund - Series 7 - Growth	-	-	50,000	50,000,000
Principal Debt Opportunities Fund - Conservative Plan - Regular Plan - Growth	68,542	150,000,000	-	-
Reliance Arbitrage Advantage Fund - Monthly Dividend Plan - Dividend Payout	9,588,739	100,000,000	-	-
Reliance Fixed Horizon Fund - XXIII - Series 4 - Growth	-	-	10,000,000	100,000,000
Reliance Liquid Fund - Treasury Plan - Growth	17,772	60,000,000	-	-
Reliance Money Manager Fund - Direct - Growth	171,441	330,000,000	-	-
Religare FMP Series XVIII - Plan C - 25 Months - Growth	13,000,000	130,000,000	13,000,000	130,000,000
Religare Invesco Credit Opportunities Fund - Growth	34,076	50,000,000	-	-
Religare Invesco FMP Series XIX - Plan C - 367 Days - Growth	-	-	10,000,000	100,000,000
Religare Invesco Ultra Short Term Fund - Bonus	89,800	88,888,885	-	-
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	7,590,040	230,000,000	-	-
SBI Premier Liquid Fund - Regular Plan - Growth	27,563	60,000,000	-	-
TATA FMP Series 42 Scheme D - Plan A - Growth	-	-	20,000,000	200,000,000
TATA FMP Series 42 Scheme F - Plan A - Growth	-	-	25,000,000	250,000,000
Union KBC Dynamic Bond Fund - Growth	-	-	8,676,037	100,000,000
Union KBC Ultra Short Term Debt Fund - Growth	-	-	84,106	100,000,000
UTI Gilt Advantage Fund - Long Term Plan - Growth	4,098,005	125,000,000	-	-
		<u>3,257,230,358</u>		<u>5,880,099,473</u>
Aggregate Value of Quoted Investments		5,447,476,849		6,367,578,689
Aggregate Value of Un-Quoted Investments		8,284,872,775		1,967,411,462
Market Value of Quoted Investments		5,475,716,053		6,375,089,616


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.12</b>		
<b>LONG - TERM LOANS AND ADVANCES</b>		
(Unsecured, Considered good)		
Capital Advances	197,044,118	217,429,501
Security Deposit	34,238,000	34,238,000
Loan to Related Parties	57,921,152	61,498,074
Loan to Body Corporates	161,091,038	586,000,000
	<u>450,294,308</u>	<u>899,165,575</u>

Note: Includes ₹ 181,800/- (Previous Year ₹ Nil ) share of Jointly Controlled Entities.

**NOTE : 2.13**  
**INVENTORIES**

(As Verified Valued and Certified by the Management)

Raw Material including Material in Transit	2,051,670,941	1,963,920,870
Finished Goods	1,538,847,354	1,044,052,910
Work - in - Process	777,813,499	830,906,002
Scrap	45,408,126	31,502,463
Stores & Spares	481,497,261	481,736,312
	<u>4,895,237,181</u>	<u>4,352,118,557</u>

**NOTE : 2.14**
**TRADE RECEIVABLES**

(Unsecured, Considered good)

Over Six Months	140,668,098	242,577,696
Others	2,841,309,195	3,141,886,627
	<u>2,981,977,293</u>	<u>3,384,464,323</u>

**NOTE : 2.15**
**CASH AND CASH EQUIVALENTS**

Cash in Hand	748,494	1,333,800
Balances with Scheduled Banks:		
- In Current Accounts	102,975,408	146,289,472
- In Unclaimed Dividend Accounts	30,295,818	28,393,724
- In Fixed Deposit Account (Maturity within 1 year)	193,129,883	174,470,000
- In Fixed Deposit Account	71,125,335	8,684,297
	<u>398,274,938</u>	<u>359,171,293</u>

Fixed Deposits includes ₹ 41,658,450/- (Previous Year ₹ 35,970,000/-) as margin money with appropriate authority.

Note: Includes ₹ 95,606,320/- (Previous Year ₹ 30,963/-) share of Jointly Controlled Entities.


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2015 (₹)	As At 31.03.2014 (₹)
<b>NOTE : 2.16</b>		
<b>SHORT - TERM LOANS AND ADVANCES</b>		
Advances Recoverable in cash or in kind	1,547,330,501	336,193,662
Loan to Related Parties	362,465,500	615,959,863
Loan to Body Corporates	409,087,174	389,726,695
Share Application Money Pending Allotment	-	1,218,412,441
Security Deposit Paid	29,425,061	29,470,361
Income Tax (Net of Provisions)	148,303,646	147,373,285
	<u>2,496,611,882</u>	<u>2,737,136,307</u>

Note: Includes ₹ 391,045/- (Previous Year ₹ 9,090/-) share of Jointly Controlled Entities.

**NOTE : 2.17**
**OTHER CURRENT ASSETS**

MAT Credit Entitlement	193,958,725	154,953,510
Miscellaneous Current Assets	1,350,137	767,963
Interest Accrued but not due	13,909,706	6,934,072
	<u>209,218,568</u>	<u>162,655,545</u>

Note: Includes ₹ 894,706/- (Previous Year ₹ Nil) share of Jointly Controlled Entities.

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.18</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products:		
Manufacturing	14,037,557,101	12,738,034,919
Scrap	319,480,952	321,970,767
	<u>14,357,038,053</u>	<u>13,060,005,686</u>
Less : Excise Duty	1,008,886,078	1,015,754,334
	<u>13,348,151,975</u>	<u>12,044,251,352</u>
Export Incentives	140,318,752	-
Income from Services	58,185,343	44,702,768
	<u>13,546,656,070</u>	<u>12,088,954,120</u>


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.19</b>		
<b>OTHER INCOME</b>		
Dividend Received: Non Trade - Non Current	2,562,032	2,989,739
Interest Received	168,231,666	135,723,990
Profit on Sale of Non Current Investments (Net) - Non Trade	24,794,105	17,099,665
Profit on Sale of Current Investments (Net) - Non Trade	393,510,199	411,914,717
Foreign Exchange Fluctuation (Net)	70,200,075	-
Rent Received	6,719,142	6,726,338
Non Operating Income	75,206,740	64,597,441
Profit on Sale of Tangible Fixed Assets (Net)	2,955,806	53,024
	<b>744,179,765</b>	<b>639,104,914</b>

Note: Includes ₹ 448,235/- (Previous Year ₹ Nil) share of Jointly Controlled Entities.

**NOTE : 2.20**
**COST OF MATERIALS CONSUMED**

Opening Stock	1,002,507,581	2,163,630,603
Add: Purchases (Including Direct Expenses)	10,923,857,770	7,010,760,229
Less: Effect of Change in Group Interest	-	6,589,173
	<b>11,926,365,351</b>	<b>9,167,801,659</b>
Less : Closing Stock	2,051,670,941	1,002,507,581
	<b>9,874,694,410</b>	<b>8,165,294,078</b>

**NOTE : 2.21**
**CHANGES IN INVENTORY OF FINISHED GOODS,  
WORK - IN - PROCESS AND STOCK - IN - TRADE**

Closing Stock:		
Finished Goods	1,538,847,354	1,044,052,910
Work - in - Process	777,813,499	830,906,002
Scrap	45,408,126	31,502,463
	<b>2,362,068,979</b>	<b>1,906,461,375</b>
Opening Stock:		
Finished Goods	1,044,052,910	1,636,535,298
Work - in - Process	830,906,002	665,045,161
Scrap	31,502,463	56,418,837
	<b>1,906,461,375</b>	<b>2,357,999,296</b>
Less: Effect of Change in Group Interest		
Finished Goods	-	(500,899)
Scrap	-	(18,969)
	<b>-</b>	<b>(519,868)</b>
Excise Duty on Differential Stock of Finished Goods	54,117,891	(65,507,486)
	<b>(401,489,713)</b>	<b>385,510,567</b>



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
<b>NOTE : 2.22</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salary, Wages & Other Allowances	404,265,616	379,659,033
Contribution to PF & Other Funds	14,865,899	11,946,549
Staff Welfare Expenses	10,075,597	8,918,845
	<u>429,207,112</u>	<u>400,524,427</u>
<b>NOTE : 2.23</b>		
<b>FINANCE COSTS</b>		
Interest to Banks & Financial Institutions		
- On Term Loan	25,624,156	8,885,080
- Interest Charges	122,652,426	16,556,530
Foreign Exchange Fluctuation Loss	1,880,879	6,169,878
Shareholders Loan	16,756,652	19,470,953
Bank Charges & Commission	35,096,571	4,598,011
	<u>202,010,684</u>	<u>55,680,452</u>
<b>NOTE : 2.24</b>		
<b>OTHER EXPENSES</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	489,643,718	414,996,636
Power & Fuel	1,529,536,924	1,327,314,363
Water Charges	5,641,717	6,014,195
Repair & Maintenance (Plant & Machinery)	49,995,729	39,271,516
Repair & Maintenance (Building)	8,780,246	1,894,680
Job Work Charges	60,450,555	31,136,919
Other Manufacturing Expenses	-	2,274,038
	<u>2,144,048,889</u>	<u>1,822,902,347</u>
<b>Administrative Expenses:</b>		
Rent	26,570,686	26,173,844
Rates & Taxes	7,715,128	8,652,407
Telephone & Communication Expenses	9,074,126	8,976,421
Printing & Stationery	1,025,042	1,802,217
Travelling & Conveyance:		
- Directors	7,276,765	6,436,650
- Others	28,571,126	27,776,355
Vehicle Upkeep & Maintenance	14,665,983	15,723,160
Directors' Fee	2,127,500	611,148


**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
Insurance	6,030,764	7,197,781
Staff Recruitment & Training Expenses	644,292	452,146
Repair & Maintenance (Others)	25,583,108	18,735,111
Legal & Professional Charges	42,100,175	18,907,027
Corporate Social Responsibilites	22,729,000	-
Fees & Subscription	4,964,954	7,283,800
Electricity Charges	10,869,426	11,386,144
Auditors' Remuneration :		
- Audit Fee	1,670,751	814,045
- Tax Audit Fee	352,659	200,000
- Company Law Matters / Others	259,170	302,093
Internal Audit Fees	1,270,736	1,012,500
Cost Audit Fees	100,000	100,000
Foreign Exchange Fluctuation (Net)	-	51,488,189
Contribution to Political Party	-	2,000,000
General Expenses	15,726,295	15,914,358
	<b>229,327,686</b>	<b>231,945,396</b>

Note: Includes ₹ 336,773/- (Previous Year ₹ 80,172/-) share of Jointly Controlled Entities.

**Selling & Distribution Expenses:**

Tender Fee	885,440	317,160
Advertisement & Business Promotion	43,441,826	38,213,444
Freight Outward & Claims (Net)	150,203,445	75,703,541
Commission & Discount	16,364,653	58,599,592
Testing & Inspection Charges	5,240,396	10,254,533
	<b>216,135,760</b>	<b>183,088,270</b>
	<b>2,589,512,335</b>	<b>2,237,936,013</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS****2.25 CONTINGENT LIABILITIES**

- a) Letter of Credit - ₹ 325,694,836/- (Previous Year ₹ 763,605,220/-)
  - b) Guarantees: Bank & Others - ₹ 26,791,398,783/- (Previous Year ₹ 8,549,752,190/-)
  - c) Sales Tax Demand under Appeal - ₹ 465,199/- (Previous Year ₹ 465,199/-)
  - d) Income Tax Demand under Appeal - ₹ 945,537/- (Previous Year ₹ 945,537/-)
  - e) Excise Duty Demand under Appeal - ₹ 50,029,784/- (Previous Year ₹ 188,917,922/-)
  - f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 179,848,064/- during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 85,279,100/- was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.
- 2.26 During the year share of loss of ₹ 95,931,726/- is attributable to Minority Shareholders out of which ₹ 749,471/- to the extent of minority capital is adjusted in minority interest. Remaining loss of ₹ 95,182,255/- is presently absorbed by majority shareholder and will be adjusted with minority interest in subsequent year profit.
- 2.27 Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ 38,633,581/- (Previous Year ₹ 128,962,357/-).
- 2.28 In the opinion of the company, the value on realisation of current assets, loans & advances in the ordinary course of the business shall not be less than the amount at which they are stated in the Balance Sheet.
- 2.29 The company has waived interest due to inadequacy of profit on loan given to Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.) (Associate Company). The company is considering loan given as recoverable. Further, In the case of Gondkhari Coal Mining Ltd. (Joint Venture Company), no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block. The company is considering loan given to Gondkhari Coal Mining Ltd. as recoverable as final decision in respect of discontinuation of JV Agreement is not taken by JV partners.
- Interest free loan given to Maharashtra Seamless Limited Employee Welfare Trust which had been formed with the sole objective of Employee Welfare.
- 2.30 The foreign exchange fluctuation (net) gain ₹ 70,200,075/- (Previous Year loss ₹ 51,488,189/-), as shown in Profit & Loss Account, has been arrived at after considering loss of ₹ 26,753,051/- (Previous Year ₹ 93,400,085/-) and gain of ₹ 96,953,126/- (Previous Year ₹ 41,911,896/-). Further, mark to market gain / (loss) has been recognised by the company of ₹ Nil (Previous Year ₹ Nil) as specified in Accounting Standard 30 "Financial Instruments: Recognition and Measurement" issued by ICAI.
- 2.31 Gondkhari Coal Mining Ltd. (Joint Venture Company) has not recognised deferred tax asset on accumulated losses in the Financial Statements in the absence of virtual uncertainty of realisation of such assets.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### 2.32 Segment Reporting Policies

#### Identification of Segments

##### Primary Segment

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

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

#### Segment Information

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

(₹ in lacs)

Particulars	Steel Pipes & Tubes	Power-Electricity	Others	Total
Revenue from Operations	133,790 (118,834)	1,676 (1,743)	7,443 (6,704)	142,909 (127,281)
Inter - Segment Sales	- (-)	576 (605)	- (-)	576 (605)
Segment Results	6,992 (4,135)	1,049 (938)	6,877 (6,603)	14,918 (11,676)
Finance Costs	360 (273)	- (-)	1,661 (284)	2,021 (557)
Other Un-allocable Expenditure				- (-)
Profit Before Tax	6,632 (3,878)	1,049 (938)	5,216 (6,303)	12,897 (11,119)
Segment Assets (Including Capital Work - in - Progress, excluding Revaluation)	146,509 (144,578)	10,420 (11,197)	207,238 (115,916)	364,167 (271,691)
Segment Liabilities	17,177 (24,897)	3,040 (3,383)	95,730 (12,405)	115,947 (40,685)
Un-allocable Liabilities				8,583 (9,009)
Capital Employed				239,637 (221,997)

### 2.33 Related Parties Disclosures as per Accounting Standard – 18.

#### List of Related Parties with whom transactions have taken place during the year:

##### a) Associate Companies

Jindal Pipes (Singapore) Pte. Ltd.

Star Drilling Pte. Ltd.

Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.)

##### b) Common Controlled Entities

Jindal Pipes Ltd.

Haryana Capfin Ltd.





## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### c) Key Management Personnel

Shri Saket Jindal

Shri S. P. Raj

Shri Ashok Soni

Shri D.C. Gupta

### d) Relatives of Key Management Personnel

Shri D.P. Jindal

Smt. Savita Jindal

Shri Raghav Jindal

Smt. Rachna Jindal

Smt. Shruti Raghav Jindal

Details of transactions during the year are as follows:

(₹)

	Particulars	2014-15	2013-14
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	19,319,566	13,975,026
	Relatives of Key Management Personnel	141,311	120,514
	Common Controlled Entities	185,617,795	207,528,590
ii)	<b>Sales &amp; Other Services</b>		
	Associate Companies	21,226,630	12,481,335
	Common Controlled Entities	74,847,087	74,667,224
iii)	<b>Net Loans / Inter Corporate Deposits given or repaid</b>		
	Common Controlled Entities	294,000,000	219,475,000
vi)	<b>Interest &amp; Guarantee Commission received / receivable</b>		
	Associate Companies	23,267,441	7,343,655
	Common Controlled Entities	33,796,763	39,475,778
v)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	300,000	300,000
vi)	<b>Remuneration</b>		
	Key Management Personnel	20,788,845	19,400,291
	Relatives of Key Management Personnel	2,627,340	4,349,360
vii)	<b>Dividend Paid</b>		
	Key Management Personnel	10,421,364	10,421,364
	Relatives of Key Management Personnel	2,613,438	2,613,438
viii)	<b>Loans / Inter Corporate Deposits given (Maximum Outstanding) *</b>		
	Associate Companies	280,151,454	344,075,729
	Common Controlled Entities	450,355,673	792,255,673
ix)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Associate Companies	11,892,252,000	5,686,809,751
x)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	58,875	51,457
xi)	<b>Balance Receivable (including loans if any) at the year end</b>		
	Associate Companies	354,887,508	357,599,575
	Common Controlled Entities	61,167,298	323,938,470

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

\* Includes effect of change in foreign exchange translation

Transaction with Subsidiaries and Joint Ventures are eliminated



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### 2.34 Earning Per Equity Share computed in accordance with Accounting Standard – 20

Particulars	31.03.2015	31.03.2014
Net Profit available for Equity Shareholders (₹) (a)	1,166,970,730	1,015,006,532
Weighted average number of Equity Shares of ₹ 5/- each (b)	67,034,790	69,475,225
Basic / Diluted Earning per Equity Share (₹) (a/b)	17.41	14.61

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

Name of the Companies	Year Ended March 31, 2015 (%)	Year Ended March 31, 2014 (%)	Date of Incorporation	Country
<b>Subsidiaries</b>				
Maharashtra Seamless (Singapore) Pte. Ltd. *	100.00	100.00	8-Jun-11	Singapore
Maharashtra Seamless Finance Ltd.	100.00	100.00	8-Feb-12	India
Discovery Oil And Mines Pte. Ltd.*	100.00	100.00	27-Jun-13	Singapore
<b>Step Subsidiary *</b>				
Inernovia Natural Resources FZ LLC **	56.00	N/A	30-Apr-14	UAE
<b>Associates</b>				
Jindal Pipes (Singapore) Pte. Ltd.*	30.00	30.00	8-Jun-11	Singapore
Jindal Permium Connections Pvt. Ltd. (formerly known as Hydril Jindal International Pvt. Ltd.)*	49.89	49.89	10-Feb-05	India
Dev Drilling Pte. Ltd.*	N/A	25.00	31-Jan-13	Singapore
Star Drilling Pte. Ltd.* (Associate through WOS)	25.00	25.00	31-Jan-13	Singapore
<b>Joint Ventures</b>				
Gondkhari Coal Mining Ltd.*	30.30	30.30	26-Feb-10	India
Dev Drilling Pte. Ltd.*	25.00	NA	31-Jan-13	Singapore

\* Audited Financials as at 31st March, 2015 were not available and the same have been consolidated on the basis of provisional financials as certified by the Management.

\*\* Internovia Natural Resources FZ LLC is a step subsidiary with direct holding of 5% & holding of 51% through Discovery Oil And Mines Pte. Ltd. (WOS).

During the year the Company has entered into a Joint Venture Agreement with other shareholders of Dev Drilling Pte. Ltd. on 11th November 2014. Earlier, it was classified as an Associate entity of the Company.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

2.36 The company has applied AS -23, Accounting for Investments in Associates in the Consolidated Financial Statement issued by ICAI. In accordance with the disclosure requirement of AS-23 relating to Associate Companies are given below:-

The company recognise those investee entities as associates which are not considered as subsidiary, but in which it hold directly or indirectly (through subsidiaries) 20% or more voting power:-

Name of Associate Companies	% of voting power	% of shareholding	Share of Profit / (Loss) in Current Year	Share of Profit / (Loss) in Previous Year
Jindal Pipes (Singapore) Pte. Ltd.	30.00	30.00	266,379,451	54,494,598
Star Drilling Pte. Ltd.	25.00	25.00	(5,756,214)	(433,649)
Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.)	49.89	49.89	41,453	(6,152,655)
Dev Drilling Pte. Ltd.*	25.00	25.00	NA	(232,230)
Total			260,664,690	47,676,064

\*In the year 2013-14, it was an Associate Company.

2.37 Disclosure of loan / advances and investment in its own shares by the company as per requirement of clause 32 of the listing agreement :

(₹)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
A) Loan and advances in the nature of loan given				
Jindal Pipes (Singapore) Pte. Ltd.	253,492,740	243,404,190	253,492,740	317,497,015
Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
B) Loan and advances where repayment schedule is not specified / is not beyond 7 year				
Jindal Pipes (Singapore) Pte. Ltd.	253,492,740	243,404,190	253,492,740	317,497,015
Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
C) Loans and advances in the nature of loans where interest is not charged or charged below bank rate				
Jindal Permium Connections Pvt. Ltd. (formerly known as Hydri Jindal International Pvt. Ltd.)	26,658,714	26,578,714	26,658,714	26,578,714
Maharashtra Seamless Limited Employee Welfare Trust*	157,000,000	586,000,000	586,000,000	596,000,000
D) Investments made in Equity Share of the company by Maharashtra Seamless Limited Employee Welfare Trust ("a Loanee") during the year of ₹ Nil (Previous year ₹ Nil)				

\* Maharashtra Seamless Limited Employee Welfare Trust is not a Related Party as per AS -18, issued by ICAI.

Intra group transaction with Subsidiaries and Joint Ventures are eliminated.



2.38 Additional Information, as required under Schedule III to the Companies Act, 2013, of companies consolidated as Subsidiary / Associates / Joint Ventures.

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(₹)	As % of consolidated profit or loss	(₹)
<b>Parent</b>				
Maharashtra Seamless Limited	93.66%	27,482,501,814	88.84%	1,045,741,943
<b>Subsidiaries</b>				
<b>Indian</b>				
Maharashtra Seamless Finance Ltd.	0.08%	25,036,423	0.04%	480,450
<b>Foreign</b>				
Maharashtra Seamless (Singapore) Pte. Ltd.	0.22%	64,802,450	0.44%	5,204,646
Discovery Oil And Mines Pte. Ltd.	2.20%	644,150,841	(0.18%)	(2,092,488)
<b>Step Subsidiary</b>				
<b>Foreign</b>				
Internovia Natural Resources FZ LLC	(0.75%)	(221,099,065)	(11.36%)	(133,701,840)
<b>Associates (Investment as per the equity method)</b>				
<b>Indian</b>				
Jindal Premium Connections Pvt. Ltd. (formerly known as Hydriil Jindal International Pvt. Ltd.)	0.13%	37,779,748	0.01%	41,453
<b>Foreign</b>				
Jindal Pipes (Singapore) Pte. Ltd.	1.85%	542,785,079	22.63%	266,379,451
Star Drilling Pte. Ltd.	0.23%	68,959,167	(0.49%)	(5,756,214)
<b>Joint Ventures (as per proportionate consolidation / investment as per the equity method)</b>				
<b>Indian</b>				
Gondkhari Coal Mining Ltd.	(0.01%)	(3,458,739)	0.00%	17,421
<b>Foreign</b>				
Dev Drilling Pte. Ltd.	2.39%	700,171,257	0.01%	92,464
<b>Minority Interest in all subsidiaries (Refer Note No. 2.26)</b>	-	-	0.06%	749,471
<b>Total</b>	<b>100.00%</b>	<b>29,341,628,975</b>	<b>100.00%</b>	<b>1,177,156,757</b>

2.39 Paise have been rounded off to the nearest rupee.

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


**Form AOC I**

Pursuant to first proviso to sub-section ( 3 ) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

**Salient Features of Financial Statements of Subsidiary / Associates / Joint Ventures as per Companies Act, 2013**
**Part "A" Subsidiaries**

S.No.	Particulars	Reporting Currency	Name of Subsidiary Companies							
			Maharashtra Seamless (Singapore) Pte. Ltd.		Maharashtra Seamless Finance Ltd.		Discovery Oil And Mines Pte. Ltd		Inetrnovia Natural Resources FZ LLC	
			2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Share Capital	INR	197,161,020	189,314,370	25,000,000	25,000,000	638,426,160	12,019,960	1,708,541	NA
		USD	3,150,000	3,150,000	-	-	10,200,000	200,000	27,297	NA
2	Reserve & Surplus	INR	(377,861)	11,198,877	36,423	(444,027)	5,724,680	(1,540,298)	(222,453,274)	NA
		USD	(6,037)	186,338	-	-	91,462	(25,629)	(3,554,089)	NA
3	Total Assets	INR	1,733,491,450	1,682,380,733	25,260,584	24,547,178	2,005,576,162	1,228,892,103	6,954,885,212	NA
		USD	27,695,627	27,993,117	-	-	32,042,667	20,447,524	111,116,733	NA
4	Total Liabilities	INR	1,733,491,450	1,682,380,733	25,260,584	24,547,178	2,005,576,162	1,228,892,103	6,954,885,212	NA
		USD	27,695,627	27,993,117	-	-	32,042,667	20,447,524	111,116,733	NA
5	Investments	INR	1,569,442,528	1,512,620,915	-	-	871,452	-	5,946,126,000	NA
		USD	25,074,652	25,168,485	-	-	13,923	-	95,000,000	NA
6	Turnover	INR	54,893,884	37,660,638	3,073,856	2,499,598	61,953,876	-	1,671,550	NA
		USD	877,028	626,635	-	-	989,824	-	26,706	NA
7	Profit Before Taxation	INR	(4,693,371)	654,547	748,911	169,683	19,507,800	(1,540,298)	(222,453,336)	NA
		USD	(74,985)	10,891	-	-	311,672	(25,629)	(3,554,090)	NA
8	Provision for Taxation	INR	1,505,747	2,142,979	268,461	54,041	1,670,235	-	-	NA
		USD	24,057	35,657	-	-	26,685	-	-	NA
9	Profit After Taxation	INR	(6,199,118)	(1,488,432)	480,450	115,642	17,837,564	(1,540,298)	(222,453,336)	NA
		USD	(99,042)	(24,766)	-	-	284,987	(25,629)	(3,554,090)	NA
10	Proposed Dividend	INR	-	-	-	-	10,186,027	-	-	NA
		USD	-	-	-	-	162,740	-	-	NA
11	% of Shareholding		100%		100%		100%		56%	NA
12	Country		Singapore		India		Singapore		UAE	NA
13	Date of Incorporation		8-Jun-11		8-Feb-12		27-Jun-13		30-Apr-14	NA

Rate of Conversion of 1 USD = ₹ 62.5908 as on 31.03.2015 and 1 USD = ₹ 60.0998 as on 31.03.2014


**Form AOC I**
**Part "B" Associates and Joint Ventures**
**Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

S.No.	Particulars	Name of Associates /Joint Ventures				
		Jindal Pipes (Singapore) Pte. Ltd.	Star Drilling Pte. Ltd.	Jindal Premium Connections Pvt. Ltd. (Formerly known as Hydril Jindal International Pvt. Ltd.)	Dev Drilling Pte. Ltd.	Gondkhari Coal Mining Ltd.**
1	Latest audited Balance Sheet Date	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2013
2	Shares of Associate / Joint Ventures held by the company on the year end:					
	No. of Shares	4,500,000	1,250,000	4,389,095	1,250,000	15,150
	Amount of Investment in Associates / Joint Ventures (₹)	222,581,250	67,986,625	43,890,950	67,428,125	151,500
	Extend of Holding (%)	30.00%	25.00%	49.89%	25.00%	30.30%
3	Description of how there is significant influence	Associate by Share Holding	Associate by Share Holding through wholly owned subsidiary	Associate by Share Holding	Joint Venture by Agreement	Joint Venture by Agreement
4	Reason why the Associate / Joint Venture is not consolidated	NA	NA	NA	NA	NA
5	Net worth attributable to Shareholding as per latest audited Balance Sheet (₹)	276,405,628	74,715,381	37,738,295	67,195,895 *	(2,135,953)
6	Profit / (Loss) for the year :					
	Considered in Consolidation (₹)	266,379,451	(5,756,214)	41,453	92,464	17,421
	Not Considered in Consolidation (₹)	621,552,052	(17,268,641)	41,642	277,387	40,075

\* In the year 2013-14, it was an Associate Company.

\*\* The Company has not yet commenced business operations.

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

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

Place : Gurgaon  
Dated : 26th May, 2015

**ASHOK SONI**  
CFO

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

**For and on Behalf of the Board**

**D.P. JINDAL**  
Executive Chairman

**SAKET JINDAL**  
Managing Director

**U.C. AGARWAL**  
**P.N.VIJAY**

**N.C. JAIN**  
**ROMA KUMAR**

Directors

**S.P. RAJ**  
Wholetime Director



## MAHARASHTRA SEAMLESS LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,  
Taluka-Roha, Distt. Raigad - 402 126, Maharashtra  
Tel: 02194-238511-12, Fax: 02194-238513  
E-mail: secretarial@mahaseam.com, website: www.jindal.com  
CIN: L99999MH1988PLC080545

### NOTICE

Notice is hereby given that the 27th Annual General Meeting of Maharashtra Seamless Limited will be held on Monday, the 28th September, 2015 at 12:15 P.M. at the Registered Office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of Auditors thereon;
2. To declare dividend on equity shares.
3. To appoint a Director in place of, Shri D. P. Jindal who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Shri D. P. Jindal (DIN-00405579), who retires by rotation be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the continuity of his tenure as Whole time Director of the Company."
4. To appoint M/s. Kanodia Sanyal & Associates, Chartered Accountants (Firm Regn. No. 008396N) as Auditors of the Company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as may be amended from time to time, Dr. Roma Kumar (DIN - 02194012), be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 27th Annual General Meeting of the Company."
6. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri D. P. Jindal, as Whole Time Director, designated as Executive Chairman of the Company, for a period of 5 (five) years with effect from 1st April, 2015 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri D. P. Jindal.



#### SALARY

Rs. 11,00,000 (Eleven Lacs only) per month with such increase as may be decided by the Board of Directors from time to time in the grade of Rs. 11,00,000 - 25,00,000 per month.

#### PERQUISITES

- I The Whole Time Director shall be entitled to perquisites & benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business & personal use, facility of telephone installed at his residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules wherever applicable.
- II. The Whole Time Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

#### MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

#### OTHER TERMS

- I. The Whole Time Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.
  - II. The Whole Time Director shall be entitled to reimbursement of entertainment, traveling and all other expenses incurred in the course of the Company's business. While traveling on Company's business purposes, the Whole Time Director will be entitled to be accompanied by his wife and the traveling and other incidental expenses incurred by his wife will also be borne / reimbursed by the Company.
- 7 To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri Saket Jindal, as Managing Director of the Company, for a period of 5 (five) years with effect from 1st April, 2015 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri Saket Jindal.

#### SALARY

Rs. 9,00,000 (Nine Lacs only) per month with such increase as may be decided by the Board of Directors from time to time in the grade of Rs. 9,00,000 - 25,00,000 per month.

#### PERQUISITES

- I The Managing Director shall be entitled to perquisites and benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business and personal use, facility of telephone installed at his residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules, wherever applicable.





- II. The Managing Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

#### MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

#### OTHER TERMS

- I. The Managing Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.
  - II. The Managing Director shall be entitled to reimbursement of entertainment, traveling and all other expenses incurred in the course of the Company's business. While traveling on Company's business purposes, the Managing Director will be entitled to be accompanied by his wife and the traveling and other incidental expenses incurred by his wife will also be borne / reimbursed by the Company.
8. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri S. P. Raj, as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st October, 2015 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri S. P. Raj.

#### SALARY

Rs. 140,785/- (One lac forty thousand seven hundred eighty five only) per month, to be increased from time to time in the grade of Rs. 140,785 - 500,000 per month.

#### PERQUISITES

- I. The Whole Time Director shall be entitled to perquisites & benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business & personal use, facility of telephone installed at his residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules wherever applicable.
- II. The Whole Time Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

#### MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

#### OTHER TERMS

- I. The Whole Time Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.



- II. The Whole Time Director shall be entitled to reimbursement of entertainment, traveling and all other expenses incurred in the course of the Company's business.
9. To consider and if thought fit, to pass the following resolution as a special resolution:  
"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any Committee of the Board, constituted to exercise its powers including the powers conferred by this resolution) for related party transaction(s) with Star Drilling Pte. Ltd., Singapore an Associate of the Company for giving of Corporate Guarantees, as detailed in the explanatory statement to the Notice."
10. To consider and if thought fit, to pass the following resolution as an special resolution:  
"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any Committee of the Board, constituted to exercise its powers including the powers conferred by this resolution) for related party transaction(s) with Dev Drilling Pte. Ltd., Singapore a Joint Venture Company for giving of Corporate Guarantees and providing securities, as detailed in the explanatory statement to the Notice."
11. To consider and if thought fit, to pass the following resolution as a special resolution:  
"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any Committee of the Board, constituted to exercise its powers including the powers conferred by this resolution) for related party transaction(s) with Intermovia Natural Resources FZ LLC, UAE, a subsidiary of the Company for giving loans and Corporate Guarantees, as detailed in the explanatory statement to the Notice."
12. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, and Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time M/s R. J. Goel & Co., Cost Accountants (Firm Regn. no. 00026), 31, Community Centre, Ashok Vihar, Phase-I, Delhi - I 10052, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2015-16, be paid remuneration of Rs. 1,00,000/- (Rs. One lac only), apart from reimbursement of actual expenses to be incurred by them, in connection with conducting the audit of cost records of the Company."

Place : Gurgaon  
Dated : 5th August, 2015

By Order of the Board  
**D.C. GUPTA**  
V.P. & Company Secretary

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th August, 2015 to 20th August, 2015 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2015, if declared, at the ensuing Annual General Meeting. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 17th August, 2015 and to the Beneficial Holders as per the Beneficiary List as on 17th August, 2015, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 29th September, 2015.
5. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent cannot entertain any request received directly from members for deletion / change of bank details holding shares in electronic form. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 26th September, 2014 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Details of dividend declared for the financial years 2007-08 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (Rs.)
2007-08	27.09.2008	100	5.00
2008-09	29.09.2009	100	5.00
2009-10	30.09.2010	120	6.00
2010-11	30.09.2011	120	6.00
2011-12	28.09.2012	120	6.00
2012-13	30.09.2013	120	6.00
2013-14	26.09.2014	120	6.00

Shareholders who have not yet encashed their dividend warrants are requested in their own interest to claim the outstanding dividend before it falls due for transfer to the aforesaid Fund.


**7. National Electronic Clearing Service (NECS) Facility:**

- (a) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website [www.jindal.com](http://www.jindal.com) or can be obtained from the Corporate Office of the Company. Requests for payment of dividend through NECS should be lodged latest by 10th September, 2015 at the Corporate Office of the Company at Plot No. 30 Institutional Sector - 44, Gurgaon – 122002 (Haryana).
  - (b) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.
8. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
9. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement):

Name	Shri D. P. Jindal	Shri Saket Jindal	Shri S. P. Raj	Dr. Roma Kumar
Age	65 years	41 years	61 years	51 years
Qualifications	B. Com	BBA	B. E. (Mechanical)	Ph. D.
Expertise in specific functional area	Prominent industrialist having wide business experience	Dynamic industrialist having wide experience managing industrial enterprises	Having more than three decades of technical experience in seamless pipe industry and product development	Eminent Clinical Psychologist and Sr. Consultant
Date of appointment as Director of the Company	10.05.1988	01.09.2001	20.10.2005	06.08.2014
Directorship of other Companies	<ul style="list-style-type: none"> <li>- Jindal Pipes Ltd.</li> <li>- Jindal Drilling &amp; Industries Ltd.</li> <li>- Dhunseri Petrochem Ltd.</li> <li>- Jindal Aluminium Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Jindal Pipes Ltd.</li> <li>- Maharashtra Seamless Finance Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Dytop Commodore Ltd.</li> <li>- Maharashtra Seamless Finance Ltd.</li> <li>- Steel and Metal Tubes (India) Ltd.</li> <li>- Crishpark Vincom Ltd.</li> </ul>	Rocke Talk India Pvt. Ltd.
Chairman/Member of Committees of other Companies	Member-Audit Committee Jindal Drilling & Industries Ltd.	NIL	NIL	NIL
No. of shares held	73,355	1,807,376	NIL	NIL
Inter-se relationship with other Directors	Shri Saket Jindal (Son)	Shri D. P. Jindal (Father)	None	None



10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
11. Details under Clause 49 of the listing agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
12. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
13. **Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

**14. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). E-Voting is optional. Please read carefully the following instructions/procedures on E-Voting.
- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate the AGM but shall not be entitled to cast their vote again.
- IV. Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period commences on 25th September, 2015 (9.00 A.M.) and ends on 27th September, 2015 (5.00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut -off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**VI. The manner and process of remote e-Voting is as under:**

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not



to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of "Maharashtra Seamless Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@csmanishb.in](mailto:scrutinizer@csmanishb.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s)] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of 'A' above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2015.
- XI. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company.
- XII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at toll free no.: 1800-222-990.
- XIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two



witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jindal.com](http://www.jindal.com) and on the website of NSDL` immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to the BSE Limited, Mumbai & National Stock Exchange of India Ltd., Mumbai.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5 :**

Dr. Roma Kumar has been holding the office of directorship and as per the existing terms of appointment, she is liable to retire by rotation.

The Company has received notice, in writing, from a member, along with deposit of the requisite amount under Section 160 of the Act, proposing her candidature as Independent Director of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and Clause 49 of the listing agreement.

The Board of Directors, considers that her continued association would be of immense benefit to the Company and has proposed her appointment as Independent Director under Section 149 of the Act to hold office for a term of five consecutive years commencing from the date of 27th Annual General Meeting of the Company. In the opinion of the Board she fulfills conditions of appointment as Independent Director as specified in the Act and the listing agreement.

A copy of her draft letter of appointment as Independent Director, setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days between 10.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Dr. Roma Kumar and her relatives are concerned or interested, financially or otherwise in the resolution.

The Board commends the resolution for your approval.

### **Item No. 6 :**

The Board of Directors of the Company has appointed Shri D. P. Jindal as Whole time Director, designated as Executive Chairman of the Company for a period of 5 years w.e.f. 1st April, 2015 on the terms and conditions, set out in the resolution.

As per provisions of the Companies Act, 2013, it is necessary to obtain approval of the members for reappointment and payment of remuneration to Shri D. P. Jindal as above. Accordingly the Board commends the resolution for approval of members.

Except Shri Saket Jindal, Director of the Company, none of the other Directors, Key Managerial Personnel and their relatives thereof other than, Shri D. P. Jindal and his relatives are concerned or interested, financially or otherwise in the resolution.

### **Item No. 7 :**

The Board of Directors of the Company has reappointed Shri Saket Jindal as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015 on the terms and conditions, set out in the resolution.

As per provisions of the Companies Act, 2013, it is necessary to obtain approval of the members for reappointment and payment of remuneration to Shri Saket Jindal as Managing Director of the Company. Accordingly the Board commends the resolution for approval of members.



Except Shri D. P. Jindal, Director of the Company, none of the other Directors, Key Managerial Personnel and their relatives thereof other than, Shri Saket Jindal and his relatives are concerned or interested, financially or otherwise in the resolution.

**Item No. 8 :**

The present term of Shri S. P. Raj as Whole time Director of the Company would expire on 30th September, 2015. The Board of Directors of the Company has reappointed Shri S. P. Raj as Whole time Director of the Company for a period of 5 years w.e.f. 1st October, 2015 on the terms and conditions, set out in the resolution.

As per provisions of the Companies Act, 2013, it is necessary to obtain approval of the members for reappointment and payment of remuneration to Shri S. P. Raj as Whole time Director of the Company. Accordingly the Board commends the resolution for approval of members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Shri S. P. Raj and his relatives are concerned or interested, financially or otherwise in the resolution.

**Item No. 9 :**

The Company has issued corporate guarantees as per details provided hereinbelow to support Star Drilling Pte. Ltd., Singapore. Since the value of such corporate guarantees is material, as defined under revised Clause 49 of the Listing agreement, shareholders' approval is being sought under the same. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transactions are as under-

- a. Name of the Related Party- Star Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.
- c. Nature of relationship- Star Drilling Pte. Ltd., Singapore is an Associate Company.
- d. Nature of transactions- Corporate Guarantees.
- e. Material terms and Particulars of the transactions:
  - During the year ended 31st March, 2015, the Company had given Corporate guarantees aggregating to USD 226 million in favour of Deutsche Bank and Axis Bank in support of Star Drilling Pte. Ltd. enabling the said Company to raise loans
  - Commission is chargeable by the Company for giving of the above said Corporate guarantees.
- f. Monetary value-estimated value of transaction - Maximum value of corporate guarantees given at any point was USD 150 million.
- g. Any other information relevant for the members to make a decision on the transaction - The above said Corporate Guarantees are expected to be released on the above said Company obtaining a firm contract for deployment of its Offshore Rig.

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, in the said resolution except to the extent that they are Directors of the said Company.

**Item No. 10 :**

The Company has given Corporate guarantees and arranged Stand by letters of credit as per details provided hereinbelow to support Dev Drilling Pte. Ltd., Singapore. Since the aggregate value of such corporate guarantees and Stand by letters of credit is material, as defined under revised Clause 49 of the Listing agreement, shareholders' approval is being sought under the same. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transactions are as under-

- a. Name of the Related Party- Dev Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.





- c. Nature of relationship- Dev Drilling Pte. Ltd., Singapore is a Joint Venture Company.
- d. Nature of transactions- Corporate Guarantees and arranging Standby Letters of Credit.
- e. Material terms and Particulars of the transactions:
  - During the year ended 31st March, 2015, the Company had given Corporate guarantees aggregating to USD 161 million in favour of Axis Bank and ICICI Bank, and arranged Standby Letters of Credit amounting to 30 million from IndusInd Bank and USD 50 million from Deutsche Bank (secured by way of pledge on mutual fund investments of Rs. 367 crores, since released) in support of Dev Drilling Pte. Ltd. enabling the said Company to raise loans.
  - Commission is chargeable by the Company for issuance the above said Corporate guarantees.
- f. Monetary value-estimated value of transaction - Maximum aggregate value of Corporate guarantees given and Standby letters of credit arranged by the Company at any point of time did not exceed USD 182.25 million
- g. Any other information relevant for the members to make a decision on the transaction- The above said Corporate Guarantees are expected to be released on said Company obtaining a firm contract for deployment of its Offshore Rig.

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except to the extent that they are Directors of the said Company.

**Item No. 11 :**

The Company has given loans and Corporate guarantees as per details provided hereinbelow to support Internovia Natural Resources, FZ LLC, UAE. Since the aggregate value of such loans and corporate guarantees is material, as defined under revised Clause 49 of the Listing agreement, shareholders' approval is being sought under the same. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Internovia Natural Resources, FZ LLC, UAE.
- b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.
- c. Nature of relationship- Internovia Natural Resources, FZ LLC, UAE is a Step Down Subsidiary.
- d. Nature of transactions- Loans and Corporate Guarantees.
- e. Material terms and Particulars of the transactions:

During the year ended 31st March, 2015

  - The Company had given loans of USD 30.430 million to Internovia Natural Resources, FZ LLC, UAE., to make investment in Amapa, Brazil, wherein iron-ore assets are located.
  - The Company had given Corporate guarantees amounting to USD 53.550 million in favour of ICICI Bank, UK Plc. in support of Internovia Natural Resources, FZ LLC, UAE., to enable the said Company to raise loans.
  - Interest on loan and guarantee commission is chargeable by the Company for issuance of corporate guarantees, as above.
- f. Monetary value-estimated value of transactions- Total value of loan and guarantee issued amounted to USD 83.980 million.
- g. Any other information relevant for the members to make a decision on the transaction- None

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except to the extent that they are Directors of the said Company.



**Item No. 12**

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company. The Board of Directors at its meeting held on 5th August, 2015, on the recommendation of the Audit Committee, had appointed M/s R. J. Goel & Co. Cost Accountants (Firm Regn. no. 00026), 31, Community Centre, Ashok Vihar, Phase-I, Delhi -110052, as Cost Auditors to conduct audit of cost records of the Company for the financial 2015-16 and subject to ratification of shareholders, fixed their remuneration at Rs. 1,00,000/- (Rs. One lac only) in addition to reimbursement of actual expenses to be incurred by them in connection with conducting the said audit.

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

The Board recommends the resolution as set out in Item no. 12 of this Notice for approval of members.

Place : Gurgaon  
Dated : 5th August, 2015

By Order of the Board  
**D.C. GUPTA**  
V.P. & Company Secretary

# MAHARASHTRA SEAMLESS LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,  
Taluka-Roha, Distt. Raigad - 402 126, Maharashtra  
Tel: 02194-238511-12, Fax: 02194-238513,  
E-mail: secretarial@mahaseam.com, website: www.jindal.com  
CIN: L99999MH1988PLC080545

## PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s): .....

Registered address .....

E-mail ID: .....

Folio No. / DP ID and Client ID: .....

I/We, being the member(s) of..... shares of Maharashtra Seamless Limited, hereby appoint :

1) Name : .....E-mail id .....

Address: .....

Signature : ....., or failing him/her

2) Name : .....E-mail id .....

Address: .....

Signature : ....., or failing him/her

3) Name : .....E-mail id .....

Address: .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General meeting of the Company, to be held on Monday, 28th September, 2015 at 12.15 P.M. at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

\* I/ we wish my/ our above Proxy (ies) to vote in the manner as indicated in the box below :-

Resolutions		For	Against
1.	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of Auditors thereon;		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri D. P. Jindal who retires by rotation.		
4.	Appointment of Auditors and fixing their remuneration.		
5.	Appointment of Dr. Roma Kumar as an Independent Director of the Company.		

Resolutions		For	Against
6.	Appointment of Shri D.P. Jindal as Whole Time Director designated as Executive Chairman of the Company.		
7.	Re-appointment of Shri Saket Jindal as Managing Director of the Company.		
8.	Re-appointment of Shri S.P. Raj as Whole Time Director of the Company.		
9.	Approval of related party transaction(s) with Star Drilling Pte. Ltd. Singapore.		
10.	Approval of related party transaction(s) with Dev Drilling Pte. Ltd. Singapore.		
11.	Approval of related party transaction(s) with Internovia Natural Resources FZ LLC, UAE.		
12.	Approval of the Remuneration of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants.		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2015

Affix a  
Revenue  
Stamp

Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

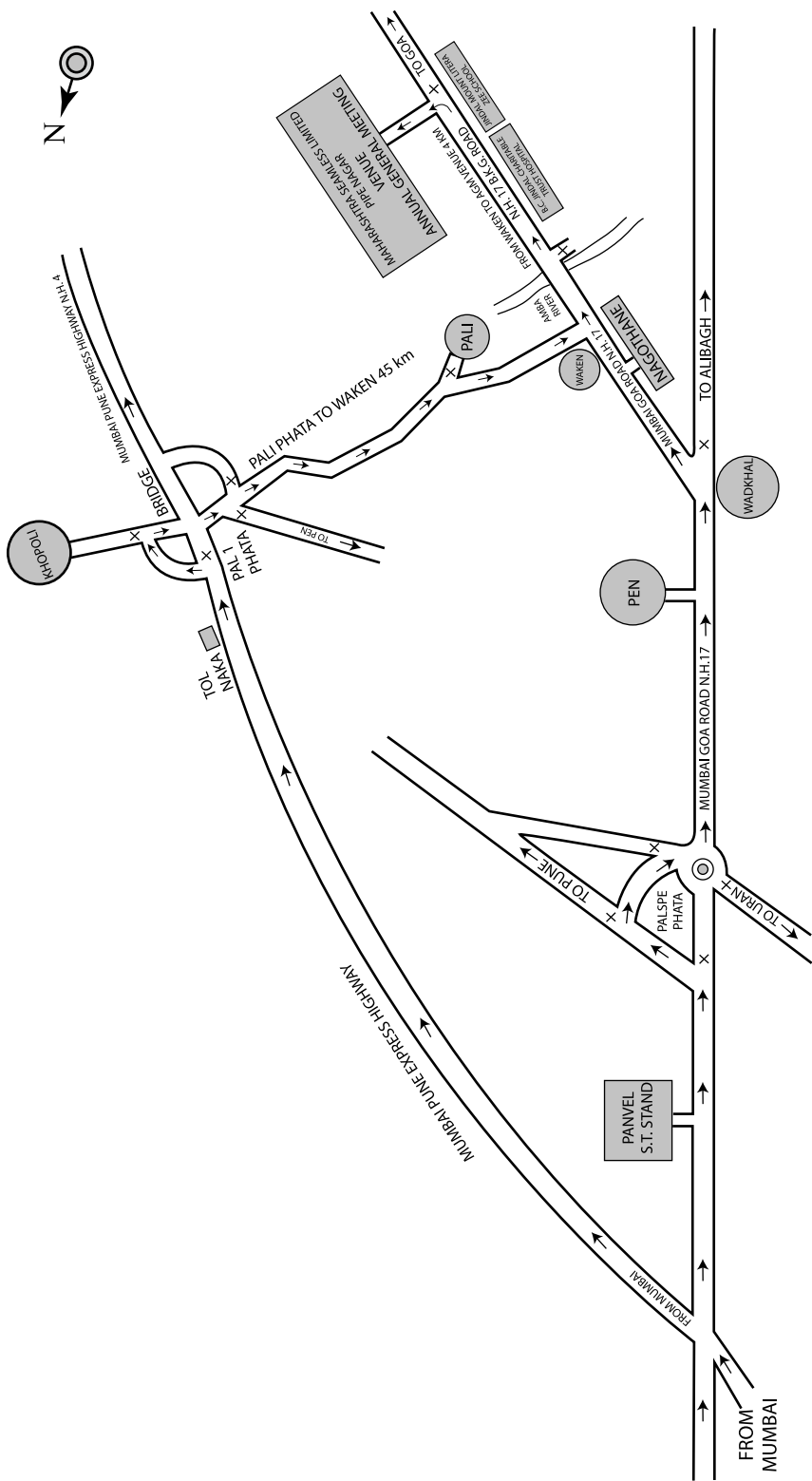
.....  
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

#### Notes :

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In Case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route Map for Annual General Meeting Venue



ERW Pipes manufactured by  
Maharashtra Seamless Limited  
are branded as



**Trust The Leader**



## MAHARASHTRA SEAMLESS LIMITED

Corporate Office

**JINDAL CORPORATE CENTRE**

Plot No. 30, Institutional Sector - 44, Gurgaon-122 002, Haryana (India)

Tel.: +91 124 2574325 / 26, 4624000 Fax: +91 124 2574327

e-mail: [contact@mahaseam.com](mailto:contact@mahaseam.com)

Regd. Office & Works

Pipe Nagar, Village Sukeli, N.H.-17, B.K.G. Road, Distt. Raigad - 402 126, Maharashtra (India)

Tel.: +91 2194 238511 / 12 / 16, Fax: +91 2194 238513

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



# MAHARASHTRA SEAMLESS LIMITED

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

26<sup>th</sup> May, 2015

The Secretary  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P J Tower, Dalal Street,  
Mumbai – 400001

The Manager  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, C -1, Block G  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Stock Code : 500265**

**Scrip ID : MAHSEAMLES**

## FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1	Name of the Company	MAHARASHTRA SEAMLESS LIMITED Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad, Maharashtra - 402126
2	Annual Financial Statement For the year ended	31 <sup>st</sup> March, 2015
3	Type of Audit observations	Matter of Emphasis We draw attention to note no 2.42 (iii) to the Financial Statements, relating to the Company having given interest free loan to the Jindal Premium Connections Pvt. Ltd. (formerly known as Hydril Jindal International Pvt. Ltd.), Gondkhari Coal Mining Ltd. and Maharashtra Seamless Ltd. Employees Welfare Trust respectively. Our opinion is not qualified in respect of this matter.
4	Frequency of Observations	Appeared for the First Time

For Maharashtra Seamless Ltd.

**SAKET JINDAL**  
Managing Director

For Maharashtra Seamless Ltd

**U.C. AGARWAL**  
Chairman, Audit Committee

For Maharashtra Seamless Ltd.

**ASHOK SONI**  
Chief Financial Officer

For Kanodia Sanyal & Associates  
Chartered Accountants  
FRN 008396N

**R. K. KANODIA**  
Partner

Membership No. 016121

**JINDAL**  
D.P. JINDAL GROUP

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

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

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

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

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