



# MAHARASHTRA SEAMLESS LIMITED

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

1<sup>st</sup> September, 2018

Ref: MSL/G/SEC/SE/2018-19/

## **BSE LIMITED**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
Mumbai - 400 001  
Fax No. 022-22723719/2037/39

## **NATIONAL STOCK EXCHANGE OF INDIA LTD.**

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

Stock Code : 500265

Scrip ID : MAHSEAMLES

**Sub.: Annual Report 2017-18**

**Dear Sir,**

We would like to inform you that the 30th Annual General Meeting of Maharashtra Seamless Limited will be held on Tuesday, the 25th September, 2018 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.

Copy of Notice for Annual General Meeting along with Annual Report of the Company for 2017-18 is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,

For **MAHARASHTRA SEAMLESS LIMITED**

**D.C. GUPTA**

V.P. & Company Secretary

**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 : [jpldelhi@bol.net.in](mailto:jpldelhi@bol.net.in)

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

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



MAHARASHTRA SEAMLESS LIMITED

DA  
D.P. JINDAL GROUP

ANNUAL REPORT - 2017-18

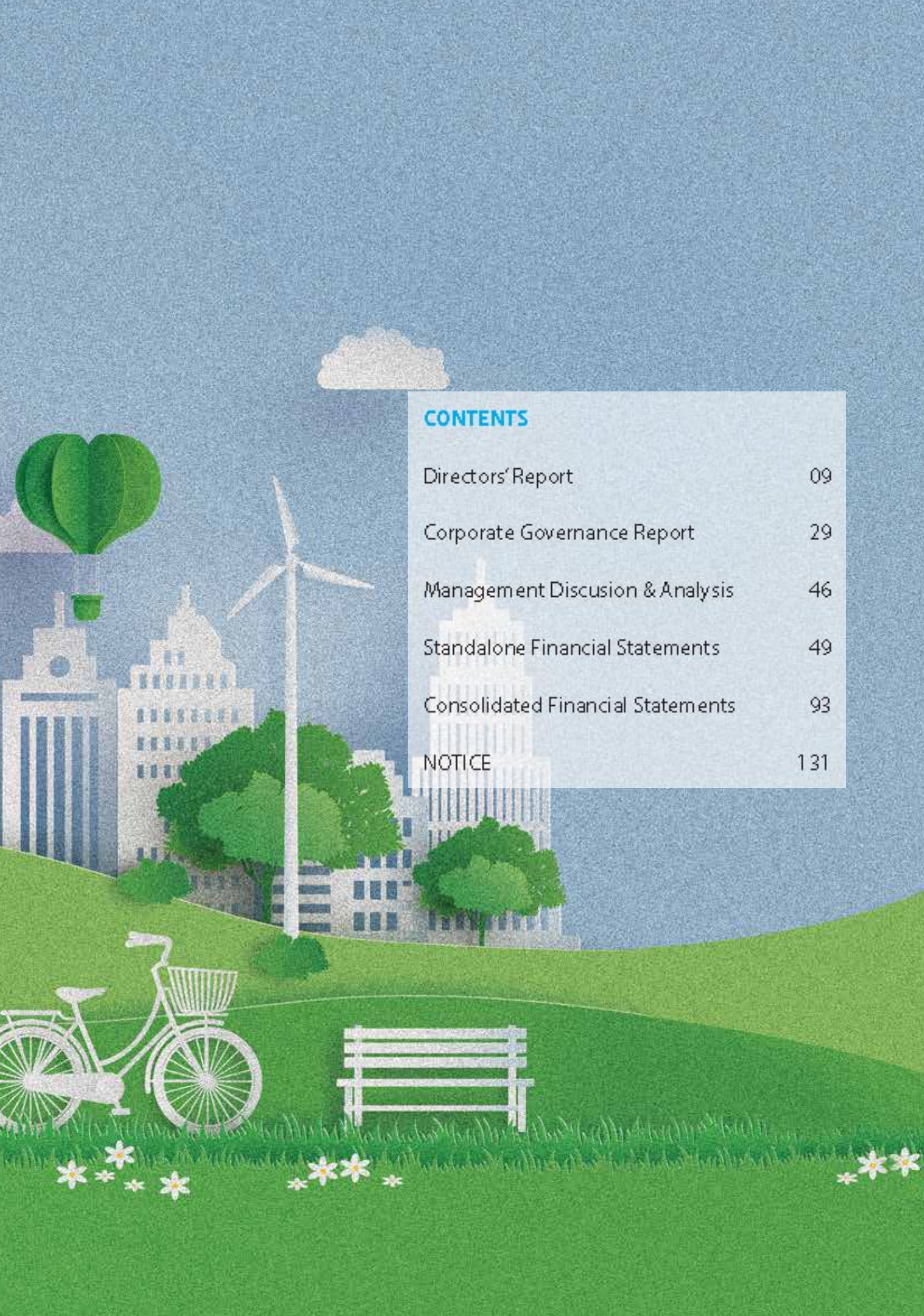
# QUALITY LIFE COMES FROM QUALITY PRODUCTS











## CONTENTS

Directors' Report	09
Corporate Governance Report	29
Management Discussion & Analysis	46
Standalone Financial Statements	49
Consolidated Financial Statements	93
NOTICE	131



**OUR QUALITY PIPES  
MAKES RESOURCES  
MOVE SAFELY  
AND ENVIRONMENT  
FRIENDLY WAY**



Every year and year after years, we have been manufacturing Pipes that runs all along the length and breadth of several nations carrying its precious resources such as Oil and Gas and Water.

To ensure make products of highest quality standards, in various sizes and grades to accomodate the industry's need, we adopt most advance manufacturing process and technical know-how that guarantees safety and economy and in the hind side helping make life worth living easy and convenient for millions of people.



# Executive Chairman Statement



Dear Shareholders,

It's an absolute pleasure to present to you MSL's performance during FY 2017-18. Building on the success of last year, in 2017-18 we continued to improve our profitability and deliver value to our stakeholders. A favourable industry scenario, coupled with the seamless execution of our strategic plans led to visible growth in terms of volumes, revenues and profits. MSL continued to move up the value chain by honing its capabilities.

The Company intends to sweat its facilities more effectively, generating higher output at controlled costs, enhancing margins and profitability. Your Company continuously endeavoured to improve its cost competitiveness, and report sustainable gains which enabled us to achieve efficiency parameters that are the best in the industry. The Company strengthened its performance through three key initiatives. The Company significantly reduced specific energy consumption, increased the proportion of renewable energy and optimised its yield in the industry.



The Company comprises some of the most respected brands in the Indian market. Over the years, this respect has translated into a positive recall among trade partners and consumers: for dependability, superior value and responsiveness to customer needs. Our customer-first approach has helped us understand changing needs better and propose the right kind of product for them.

At MSL, we try to make sure that each one of our employees grows in their career along with the organisation, thus helping us build an organisation for tomorrow through collective effort. In line with this tenet, MSL aims to offer its employees the right mix of opportunities and challenges in a global and diverse working environment. In our endeavour to be an inspiring company, we create a result-oriented and collaborative culture which empowers our employees to solve the challenges of tomorrow.

Well before Corporate Social Responsibility (CSR) became mandatory for companies, MSL assigned the highest priority to the welfare of workers, families and communities living proximate to its manufacturing facilities. For decades, projects were implemented around people's aspirations. The impact is visible in many vital areas such as healthcare & education and animal welfare activities.

We also firmly believe that strong and stable industrial relations are key to the success of your organization. Over the years, the management has made sincere and continued efforts for the development of an atmosphere of mutual co-operation, confidence and respect, duly recognizing the rights of the workers. A rigorous Labour Law compliance mechanism is in place to help the organization run its businesses in the most ethical and efficient manner.

The Company continued to address the needs of neighbouring communities through interventions related to sustainable livelihoods. The Company continued to focus on education and illiteracy eradication among children youth and adults. The Company conducted medical camps with the objective to enhance health in neighbouring villages. I am confident that MSL will continue to be the leader in the Seamless Pipe Industry in India, upholding the trust of our customers, shareholders and partners.

Finally, on behalf of the Board, I would like thank each of our stakeholders for their continued support and would look forward to revitalising our existing relationships and building new ones during the years that lie ahead.

Thank you,

**D P JINDAL**



## Message from Managing Director



Dear Shareholders,

It is indeed a privilege that Maharashtra Seamless is poised very well within its industry space. The Company has continued on its growth path during fiscal year 2017-18. Favorable market conditions and overall commitment from our loyal customers and committed employees have helped us deliver a well-deserved performance during 2017-18.

Our Company achieved Revenue from operations of Rs.2160 Crs., growth of 38% and EBIDTA of Rs. 306 Crs. up by 39% over previous year. The PAT was Rs. 199 Crs. as against Rs 146 Crs. last year representing an increase of 36%.

More than 50% of MSL products are supplied mainly to Oil and Gas Segment both in upstream and downstream sectors. MSL exports about 25% of its production. We foresee good demand, since Crude Oil prices have firmed-up, resulting into viability of production by most of the oil producing countries. This has resulted into big demand for OCTG Seamless Pipe and Tubes demand world over. MSL has established good brand image in terms of quality globally. We have developed export market after meeting the domestic requirement.

We understand that growth and sustainable development can only be achieved through strong market penetration and a 360 degree approach. In order to achieve the strong brand recall and trust on us, the company has started working at a micro level. It includes meeting and engaging with the clients and engineering consultants on a frequent basis via various communication media. Our Digital Marketing strategies are the most effective tool to reach upon the new as well as existing clients at the fastest. Besides this our marketing initiative included searching for the new application areas and users like automotive, cylinders and bearings etc. where imported Seamless Pipes or other material has been in use so far.

It is our corporate philosophy, to continuously steer ahead and to be market leaders. Monitoring the market dynamism and industry forces, MSL has been leading the changes, taking proactive measures for development and progress.

Maintaining high quality and relentlessly meeting our commitments are the hallmark of our group. We as a professional organization, strongly value Relationships. We believe in building and maintaining long lasting relationship with our associates and customers by providing 100% commitment, ensuring common focus with extraordinary drive

Pipes are the 'arteries' of a nation's economic health - feeding every part of the economy with oil, gas, water, etc. By adding to the Country's pipeline infrastructure and servicing its core sectors, MSL is contributing to India's infrastructure growth and overall development.

The company is positioned well to take the leap forward. We are extremely enthusiastic about the future as the Company is fully equipped in terms of capacity, experience and reach to seize all the opportunities. Our Company has always been driven by strong corporate governance, which has enabled us to accomplish our goals and also create value among our stakeholders over the years. We believe in sharing prosperity with all stakeholders, associates; whose support only can make our growth possible.

I foresee the exciting and challenging days ahead and I am confident that we, at MSL, will meet all challenges and continue to be a global players and Market Leaders. I am extremely optimistic of 'MSL Fortune'.

Our continuing investment in Renewable Energy - has helped us to increase the proportion of renewable energy. Energy generation from our Solar plant now account for 46% of our total energy requirement.

With various growth opportunities in the pipeline, our performance in FY 2019 will be even stronger. Our focus on efficiency, cost control and operational excellence will yield results during the year. We will also continue to set the bar higher for ourselves.

Our success is built on the capabilities and efforts of the entire team, and I compliment all our team members for their dedication and hard work. Together we will continue to benefit from, and contribute to the growth of the company and add value for all our stakeholders.

**SAKET JINDAL**





#### **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	
SHIV KUMAR SINGHAL	Whole-Time 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**

L. B. Jha & Co.  
New Delhi

#### **BANKERS**

HDFC Bank  
IndusInd Bank  
Yes Bank  
Standard Chartered Bank  
ICICI Bank  
State Bank of India  
Kotak Mahindra Bank  
Axis 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,  
Gurugram - 122 002, Haryana

#### **MUMBAI OFFICE**

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

#### **KOLKATA OFFICE**

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

#### **CHENNAI OFFICE**

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

#### **WORKS:**

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

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

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

Village Nivkane, Taluka Patan,  
Distt. Satara, Maharashtra

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

Pokaran, Distt.- Jaisalmer,  
Rajasthan  
Durjani, Distt. Jodhpur,  
Rajasthan  
Naigaon, Distt. Beed,  
Maharashtra

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



## DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 30th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2018.

## FINANCIAL RESULTS

The highlights of the financial results are as under:

(₹ in Crore)		
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
<b>Revenue from Operations</b>	<b>2160.49</b>	1569.91
Other Income	<b>67.30</b>	85.01
<b>Total Revenue</b>	<b>2227.79</b>	1654.92
<b>Profit Before Tax</b>	<b>290.39</b>	225.71
Provision for Taxation		
- Current	<b>86.06</b>	84.60
- Deferred Tax	<b>21.21</b>	(5.83)
- Earlier years	<b>(15.30)</b>	1.42
<b>Profit after Tax</b>	<b>198.42</b>	145.52
Other Comprehensive Income	<b>0.41</b>	0.19
<b>Total Comprehensive Income for the year</b>	<b>198.83</b>	145.71

## RESULTS OF OPERATIONS

Revenue from Operation during the year was ₹ 2160.49 Crore against ₹ 1569.91 Crore in the previous year, Profit before tax for the year was ₹ 290.39 Crore as against ₹ 225.71 Crore in the previous year, Profit after tax for the year was ₹ 198.43 Crore as against ₹ 145.52 Crore in the previous year.

## DIVIDEND

The Board has recommended dividend of ₹ 6.00 (120%) per equity share of ₹ 5/- each for the year ended 31st March, 2018, subject to the approval of the members at the ensuing Annual General Meeting.

Dividend Distribution Policy as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at <http://jindal.com/msl/pdf/Dividend-Distribution-Policy.pdf>

## TRANSFER TO RESERVES

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

## CONSOLIDATED FINANCIAL STATEMENTS

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

## SUBSIDIARY COMPANIES

During the year, Jindal Premium Connections Pvt. Ltd. became a wholly owned subsidiary of the Company.

As on 31st March, 2018, your Company had six subsidiaries, two are wholly owned subsidiary Companies registered in India and remaining four are registered outside India. There has been no material change in the nature of business of subsidiary Companies.

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

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

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

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





Brief resume of the Director who is proposed to be re-appointed is furnished in the Notice of the Annual General Meeting.

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

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

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

### **BOARD MEETINGS**

During the year 2017-18, 4 (Four) meetings of the Board of Directors were held. The details of meetings are given in the Corporate Governance Report, which forms part of this report.

### **BOARD EVALUATION**

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

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

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

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

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

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

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

### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred unpaid/ unclaimed dividend for upto FY 2009-10 along with relevant shares to the Investor Education and Protection Fund (IEPF). The details are also available on the website of the Company [www.jindal.com](http://www.jindal.com)

### **RISK MANAGEMENT**

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

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

### **INTERNAL FINANCIAL CONTROLS**

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

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



## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2018, 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, 2018 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.

## **EXTRACT OF ANNUAL RETURN**

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

## **AUDIT COMMITTEE**

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

## **VIGIL MECHANISM**

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

## **BUSINESS RESPONSIBILITY REPORT**

In compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report, detailing various initiatives taken by the Company on environmental, social and governance front is forming part of this report. The Board of Directors has adopted the Business Responsibility Policy. The said policy is available on Company's website at <http://jindal.com/msl/pdf/Business-Responsibility-Policy.pdf>

## **CORPORATE SOCIAL RESPONSIBILITY**

The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities, which has been approved by the Board. The CSR Policy may be accessed on the website of the Company at <http://jindal.com/msl/pdf/CSR-Policy-MSL.pdf>

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

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

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

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

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

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

## **CORPORATE GOVERNANCE REPORT**

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

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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



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

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

**AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, M/s L.B. Jha & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of 29th Annual General Meeting of the Company, until the conclusion of 34th Annual General Meeting.

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

**COST AUDIT**

In compliance with the provisions of the Companies Act, 2013 and relevant rules the Company has been maintaining cost records. 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, 2019.

**SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively have been duly followed by the Company.

**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 ended 31st March, 2018. The Secretarial Audit Report for the year ended 31st March, 2018 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**FIXED DEPOSITS**

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

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

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

**PARTICULARS OF EMPLOYEES**

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

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

**MATERIAL CHANGES & COMMITMENTS**

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2018 and till the date of this report.

**ACKNOWLEDGEMENT**

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

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

For and on behalf of the Board

Place: Gurugram

Dated: 13th August, 2018

**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, 2016

### A. CONSERVATION OF ENERGY

#### a) Steps taken or impact on conservation of energy:

- New 150 HP VFD installed in RHF Hot Air Combustion Blower
- Additionl areas of Shed and Street covered for substitution of normal light with LED Lights.
- PMC Threading Transfer table DC motors replaced with AC motors and VFD
- Hydrotester M/C Low Pressure water pump of 90 KW VFD Installed at ERW Plant
- Main Mill Loop winch motor of 60 KW VFD Installed at ERW Plant
- Main Mill HF Welder 75 KVAR Capacitor Installed for Power Factor Improvement at ERW Plant
- HT capacitor bank of 2400 KVAR capacity installed in HT yard at 6 " Plant to improve power factor

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

- The conversion work oil fired furnaces of 6" Plant into Gas fired is completed and all the furnaces are utilizing natural gas as alternative source of energy.
- Rooftop solar project has been installed with a power generating capacity of 860 kw at the Company's manufacturing facilities at Nagothane.
- 10 MW Solar Power Project installed at Beed, Maharashtra
- 10 x 2 MW Solar Power Project installed at Village Durjani, Tehsil- Bap, Jodhpur, Rajasthan

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

- Nil

### B. TECHNOLOGY ABSORPTION

- Developed raw material through which the desired mechanical properties of ASTM A333 Gr 6 and API 5L grades up to X-52 can be achieved directly through rolling, instead of further heat treatment using the old raw material.
- Installed an impact testing machine according to Pressure Equipment Directive PED 2014/68/EU & AD 2000 Merkblatt W0 according to European Norms
- Installed a digital hardness testing of materials to test the hardness with higher accuracy on highly critical grades.
- Plug Mill tooling life has increased by introducing water cooling system and intermediate stress relieving technique, resulting in reduction in cost and improved in ID quality of seamless pipe.
- Chemistry of Piercer and Elongate plug / guide shoe revised result in improve on tool life and quality resulting in cost reduction.
- Introduced acrylic base varnish to improve the pipe surface coating quality.
- Chain conveyor system has been installed in varnishing machine outlet conveyor and skid resulting in improvement in surface coating quality of Pipe.
- Contanier Loading of Export Consignment started with "C" Hook to improve faster loading of pipe.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution: This will reduce energy consumption, down time of the equipment and improve the production yield and quality.
- iii) In case of imported technology (Imported during the last three years reckoned from the beginning of the financial year):

i) Details of Technology imported	Nil
ii) The year of Import	Not Applicable
iii) Whether the technology has been fully absorbed	Not Applicable
iv) If not fully absorbed, areas where absorption has not taken place and the reasons thereof	Not Applicable

#### iv) The expenditure incurred on Research & Development (₹ In lakhs)

- Capital Nil
- Revenue 189.26
- Total 189.26
- Total R & D expenditure is 0.09% of total turnover

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned

- Used - ₹ 298.45 Crore
- Earned\* - ₹ 586.28 Crore

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


**FORM NO.AOC-2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

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

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

For and on behalf of the Board

Place: Gurugram

Dated: 13th August, 2018

**D.P. Jindal**

Executive Chairman




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

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

- a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2017-18.

S.N.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2017-18 (₹ In Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2017-18
1	<b>Mr. D. P. Jindal</b> (Executive Chairman)	<b>200.61</b>	<b>76.17</b>	<b>4.15</b>
2	<b>Mr. Saket Jindal</b> (Managing Director)	<b>153.32</b>	<b>58.22</b>	<b>3.69</b>
3.	<b>Mr. S P Raj*</b> (Non-Executive Director)	<b>2.00</b>	<b>0.76</b>	<b>-90.57</b>
4	<b>Mr. U. C. Agarwal</b> (Non-Executive Director)	<b>3.08</b>	<b>1.17</b>	<b>0.16</b>
5	<b>Mr. P.N. Vijay</b> (Non-Executive Director)	<b>2.50</b>	<b>0.95</b>	<b>-19.35</b>
6	<b>Mr. Sanjeev Rungta</b> (Non-Executive Director)	<b>1.80</b>	<b>0.68</b>	<b>157.14</b>
7	<b>Dr. Roma Kumar</b> (Non-Executive Director)	<b>2.10</b>	<b>0.80</b>	<b>0.00</b>
8	<b>Mr. Shiv Kumar Singhal**</b> (Whole-Time Director)	<b>43.24</b>	<b>16.42</b>	<b>376.22</b>
9	<b>Mr. Ashok Soni</b> CFO	<b>38.42</b>	<b>NA</b>	<b>23.05</b>
10	<b>Mr. D. C. Gupta</b> V.P. & Company Secretary	<b>27.17</b>	<b>NA</b>	<b>11.66</b>

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

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

- b. Percentage increase in the median remuneration of employees in the financial year 2017-18 compared to 2016-17 was (-11.66%)
- c. As on 31st March, 2018, there were 1448 permanent employees on the rolls of the Company.
- d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 35.60% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2017-18 was 6.54%.

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



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

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

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

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

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

2. The Composition of the CSR Committee. The CSR Committee of Directors comprises of Shri D. P. Jindal, Chairman of the Committee, Shri U. C. Agarwal and Shri S.P. Raj as its other members.
3. Average net profit of the Company for last three financial years – ₹ 15033.66 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 301.00 Lakhs
5. Details of CSR spent during the financial year
  - (a) Total amount to be spent for the financial year - ₹ 301.00 Lakhs
  - (b) Amount unspent, if any - Nil
  - (c) Manner in which the amount spent during the financial year is detailed below : Attached
6. Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR. - Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

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

**Saket Jindal**  
Managing Director

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



5(c) Manner in which the amount spent during the financial year 2017-18

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	Medical Facilities including Preventive Health Care	Health care including preventive health care and sanitation	Delhi-NCR	11,500,000	11,500,000	11,500,000	Through B C Jindal Charitable Trust
2	Distribution of Blankets in Rural areas and construction of Gram Panchayat Building	Rural Development project	Pipe Nagar, Distt. Raigad, Maharashtra	4,500,000	4,161,683	4,161,683	Direct
5	Education Facilities and Infrastructures	Promoting education	Pipe Nagar, Distt. Raigad, Maharashtra	15,000,000	14,550,000	14,550,000	Through B C Jindal Medical Welfare and Education Society
	<b>Total CSR Spend</b>			<b>31,000,000</b>	<b>30,211,683</b>	<b>30,211,683</b>	




**FORM No. MGT-9**
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2018

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

**I. REGISTRATION AND OTHER DETAILS:**

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

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% of total turnover of the Company
I	Steel Pipes & Tubes	349.9	95.79%



### 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.	146, Robinson Road, #11-01, Singapore - 068909	NA	Subsidiary	100.00%	2(87)
3	Discovery Oil And Mines Pte Ltd.	146, Robinson Road, #11-01, Singapore - 068909	NA	Subsidiary	100.00%	2(87)
4	Internovia Natural Resources FZ LLC	Creative Tower, Fujairah, United Arab Emirates	NA	Subsidiary	56.00%*	2(87)
5	Zircon Drilling Supplies and Trading FZE.	Warehouse No. LV- 15/B Hamriyah Free Zone- Sharjah, United Arab Emirates	NA	Subsidiary	56.00%**	2(87)
6	Jindal Premium Connections Pvt. Ltd.	Pipe Nagar, Village Sukeli, N.H.-17 B.K.G. Road, Taluka-Roha, Raigad, Maharashtra- 402126	U27100MH2004PTC148789	Subsidiary	100.00%	2(87)
7	Jindal Pipes (Singapore) Pte. Ltd.	146, Robinson Road, #11-01, Singapore - 068909	NA	Associate	30.00%	2(6)
8	Star Drilling Pte Ltd.	146, Robinson Road, #11-01, Singapore - 068909	NA	Associate	25.00%***	2(6)
9	Gondkhari Coal Mining Ltd.	4th Floor, Uco Bank Building, 5, Parliament Street, New Delhi-110001	U10100DL2009PLC191466	Associate	30.30%	2(6)
10	Dev Drilling Pte Ltd.	146, Robinson Road, #11-01, Singapore - 068909	NA	Associate	25.00%	2(6)

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

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

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

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

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April, 2017]				No. of Shares held at the end of the year [As on 31st March, 2018]				% 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	2867294	-	2867294	4.28	2892394	-	2892394	4.32	0.04
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	37197510	-	37197510	55.52	37697510	-	37697510	56.26	0.74
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>40064804</b>	<b>-</b>	<b>40064804</b>	<b>59.80</b>	<b>40589904</b>	<b>-</b>	<b>40589904</b>	<b>60.58</b>	<b>0.78</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoters (A)=(A)(1)+(A)(2)</b>	<b>40064804</b>	<b>-</b>	<b>40064804</b>	<b>59.80</b>	<b>40589904</b>	<b>-</b>	<b>40589904</b>	<b>60.58</b>	<b>0.78</b>



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April, 2017]				No. of Shares held at the end of the year [As on 31st March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
I. Institutions									
a) Mutual Funds	3952467	6000	3958467	5.91	5302055	-	5302055	7.91	2.00
b) Banks / FI	202657	3400	206057	0.31	233321	1200	234521	0.35	0.04
c) Central Govt. (IEPF)	-	-	-	-	354467	-	354467	0.53	0.53
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	5076990	-	5076990	7.58	2180290	-	2180290	3.26	-4.32
<b>Sub-total (B)(1):-</b>	<b>9232114</b>	<b>9400</b>	<b>9241514</b>	<b>13.80</b>	<b>8070133</b>	<b>1200</b>	<b>8071333</b>	<b>12.05</b>	<b>-1.75</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	7857899	38800	7896699	11.78	8050697	31000	8081697	12.06	0.28
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3936021	1343928	5279949	7.88	5258346	-	5258346	7.85	-0.03
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4209020	-	4209020	6.28	4649789	-	4649789	6.94	0.66
c) Others (specify)									
Non Resident Indians	295447	-	295447	0.44	157360	-	157360	0.24	-0.20
Trusts	325	-	325	0.00	900	-	900	0.00	-
Clearing Members	11868	-	11868	0.02	190297	-	190297	0.28	0.26
<b>Sub-total (B)(2):-</b>	<b>16310580</b>	<b>1382728</b>	<b>17693308</b>	<b>26.40</b>	<b>18307389</b>	<b>31000</b>	<b>18338389</b>	<b>27.37</b>	<b>0.97</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>25542694</b>	<b>1392128</b>	<b>26934822</b>	<b>40.20</b>	<b>26377522</b>	<b>32200</b>	<b>26409722</b>	<b>39.42</b>	<b>-0.78</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>65607498</b>	<b>1392128</b>	<b>66999626</b>	<b>100</b>	<b>66967426</b>	<b>32200</b>	<b>66999626</b>	<b>100</b>	<b>0</b>




**ii) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2017]			Shareholding at the end of the year [As on 31st March, 2018]			% 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	157,222	0.23	0	169,722	0.25	0	0.02
2	D P Jindal (HUF)	66,006	0.10	0	66,006	0.10	0	-
3	Saket Jindal	2,117,618	3.16	0	2,117,618	3.16	0	-
4	Saket Jindal (HUF)	39,169	0.06	0	45,969	0.07	0	0.01
5	Savita Jindal	207,154	0.31	0	207,154	0.31	0	-
6	Raghav Jindal	75,778	0.11	0	75,778	0.11	0	-
7	Raghav Jindal (HUF)	20,072	0.03	0	25,872	0.04	0	0.01
8	Rachna Jindal	74,035	0.11	0	74,035	0.11	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	8.60	0	5,755,492	8.59	0	-0.01
14	Haryana Capfin Ltd.	2,852,540	4.26	0	2,852,540	4.25	0	-0.01
15	Jindal Global Finance & Investment Ltd.	200	0.0	0	200	0.00	0	-
16	Global Jindal Fin-Invest Ltd.	5,424,944	8.10	0	5,424,944	8.10	0	-
17	Odd & Even Trade & Finance Ltd.	11,690,000	17.45	0	11,688,500	17.45	0	-
18	Stable Trading Co. Ltd.	11,277,044	16.83	0	11,577,044	17.28	0	0.45
19	SWOT Trading & Services LLP	193,790	0.29	0	193,790	0.29	0	-
20	Sudha Apparels Limited	0	0	0	205,000	0.31	0	0.31
	<b>TOTAL</b>	<b>40,064,804</b>	<b>59.80</b>	<b>0</b>	<b>40,589,904</b>	<b>60.58</b>	<b>0</b>	<b>0.78</b>

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

S.N.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year/end of the year	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	D. P. Jindal	157,222	0.23	01-Apr-2017				
				22-Sep-2017	12,500	Purchase	169,722	0.25
		169,722	0.25	31-Mar-2018				
2	Saket Jindal (HUF)	39,169	0.06	01-Apr-2017				
				22-Sep-2017	6,800	Purchase	45,969	0.07
		45,969	0.07	31-Mar-2018				
3	Raghav Jindal (HUF)	20,072	0.03	01-Apr-2017				
				22-Sep-2017	5,800	Purchase	25,872	0.04
		25,872	0.04	31-Mar-2018				
4	Brahmadev Holding and Trading Ltd.	5,758,992	8.60	01-Apr-2017				
				26-Mar-2018	3,500	Sale	5,755,492	8.59
		5,755,492	8.59	31-Mar-2018				



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

22



S.N.	Name of shareholders	Shareholding		Date of transaction	Increase /Decrease in shareholding during the year	Reason	Cumulative	
		No of shares at the beginning of the year/at the end of the year	% of the Total Shares of the Company				No of shares	% of the Total Shares of the Company
	GVN FUELS LTD. (Contd..)			03-Nov-17	-2493	Transfer	1312368	1.96
				17-Nov-17	11578	Transfer	1323946	1.98
				05-Jan-18	-114748	Transfer	1209198	1.80
				19-Jan-18	742	Transfer	1209940	1.81
				09-Feb-18	8200	Transfer	1218140	1.82
				16-Feb-18	11918	Transfer	1230058	1.84
				09-Mar-18	34998	Transfer	1265056	1.89
				16-Mar-18	26958	Transfer	1292014	1.93
				23-Mar-18	5153	Transfer	1297167	1.94
				31-Mar-18	86529	Transfer	1383696	2.07
		1383696	2.07	31-Mar-18				
5	AKASH BHANSHALI	1239681	1.85	01-Apr-17	No change			
		1239681	1.85	31-Mar-18				
6	LATA BHANSALI	1088254	1.62	01-Apr-17	No change			
		1088254	1.62	31-Mar-18				
7	DSP BLACKROCK MICRO CAP FUND	881862	1.32	01-Apr-17				
				13-Sep-17	-68866	Transfer	812996	1.21
				19-Sep-17	-19446	Transfer	793550	1.18
				29-Sep-17	-2170	Transfer	791380	1.18
				20-Oct-17	-271639	Transfer	519741	0.78
		519741	0.78	31-Mar-18				
8	BLACKROCK INDIA EQUITIES FUND (MAURITIUS) LIMITED	604936	0.90	01-Apr-17				
				02-Jun-17	-3392	Transfer	601544	0.90
				23-Jun-17	-9531	Transfer	592013	0.88
				30-Jun-17	-20690	Transfer	571323	0.85
				21-Jul-17	-13240	Transfer	558083	0.83
				11-Aug-17	-3789	Transfer	554294	0.83
				18-Aug-17	-7464	Transfer	546830	0.82
				08-Sep-17	-7750	Transfer	539080	0.80
				29-Sep-17	-6375	Transfer	532705	0.08
				20-Oct-17	-185000	Transfer	347705	0.52
				17-Nov-17	-5465	Transfer	342240	0.51
				15-Dec-17	-3670	Transfer	338570	0.51
				29-Dec-17	-6404	Transfer	332166	0.50
		332166	0.50	31-Mar-18				
9	SEMINARY TIE UP PVT. LTD.	1154459	1.72	01-Apr-17				
				06-Oct-17	-300000	Transfer	854459	1.28
		854459	1.28	31-Mar-18				
10	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	595180	0.89	01-Apr-17				
				24-Nov-17	-17000	Transfer	578180	0.86
				01-Dec-17	-2000	Transfer	576180	0.86
				15-Dec-17	-16000	Transfer	560180	0.84
				22-Dec-17	-6700	Transfer	553480	0.83
				29-Dec-17	-45713	Transfer	507767	0.76
				05-Jan-18	-104000	Transfer	403767	0.60
				19-Jan-18	-36100	Transfer	367667	0.55
				02-Feb-18	-13000	Transfer	354667	0.53
		354667	0.53	31-Mar-18				




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

Name of the Directors/ KMPs	Shareholding at the beginning of the year 01-04-2017		Cumulative Shareholding at the end of the year 31-03-2018	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>Dharam Pal Jindal - Whole-Time Director</b>				
At the beginning of the year	157,222	0.23	157,222	0.23
Purchased on 22-Sep-2017	12,500	0.02	169,722	0.25
At the end of the year	-	-	169,722	0.25
<b>Saket Jindal – Managing Director</b>				
At the beginning of the year	2,117,618	3.16	2,117,618	3.16
At the end of the year	-	-	2,117,618	3.16
<b>U. C. Agarwal - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Sanjeev Rungta - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>P N Vijay - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>S P Raj - Director</b>				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
<b>Roma Kumar - Director</b>				
At the beginning of the year	-	-	-	-
Purchased on 14-Nov-2017	1,104	0.00	1,104	0.00
At the end of the year	-	-	1,104	0.00
<b>Shiv Kumar Singhal – Whole-Time Director</b>				
At the beginning of the year	1,200	0.00	1,200	0.00
Purchased on 27-Jun-2017	100	0.00	1,300	0.00
Purchased on 6-Jul-2017	100	0.00	1,400	0.00
At the end of the year	-	-	1,400	0.00
<b>Dinesh Chandra Gupta - KMP</b>				
At the beginning of the year	110	0.00	110	0.00
At the end of the year	-	-	110	0.00
<b>Ashok Soni – KMP</b>				
At the beginning of the year	-	-	-	-
Purchased on 03-Mar-2018	500	0.00	500	0.00
At the end of the year	-	-	500	0.00



## 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	-	175,122,822	-	175,122,822
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>175,122,822</b>	-	<b>175,122,822</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	21,739,021	-	21,739,021
<b>Net Change</b>	-	<b>21,739,021</b>	-	<b>21,739,021</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	153,383,801	-	153,383,801
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>153,383,801</b>	-	<b>153,383,801</b>

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

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

(₹)

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total
		Shri Dharam Pal Jindal (WTD)	Shri Saket Jindal (MD)	Shri Shiv Kumar Singhal (WTD)	
1	Gross salary	20,000,000	15,271,200	4,231,630	<b>39,502,830</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600	39,600	70,875	<b>150,075</b>
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission - as % of profit - others, specify...	-	-	-	
5	Others, please specify: Provident Fund:	21,600	21,600	21,600	<b>64,800</b>
	<b>Total (A)</b>	<b>20,061,200</b>	<b>15,332,400</b>	<b>4,324,105</b>	<b>39,717,705</b>


**B. Remuneration to other Directors**

(₹)

S.N.	Particulars of Remuneration	Name of Directors					Total
		U. C. Agarwal	Sanjeev Rungta	S. P. Raj	P. N. Vijay	Roma Kumar	
1	<b>Independent Directors</b>						
	Fee for attending Board/ Committee Meetings	307,500	180,000	200,000	250,000	210,000	1,147,500
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>307,500</b>	<b>180,000</b>	<b>200,000</b>	<b>250,000</b>	<b>210,000</b>	<b>1,147,500</b>
2	<b>Other Non-Executive Directors</b>						
	Fee for attending Board Committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>307,500</b>	<b>180,000</b>	<b>200,000</b>	<b>250,000</b>	<b>210,000</b>	<b>1,147,500</b>
	<b>Total Managerial Remuneration ***</b>						<b>40,865,205</b>

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

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

(₹)

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		Ashok Soni Chief Financial Officer	D. C. Gupta V.P. & Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	3,787,680	2,687,841	<b>6,475,521</b>
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	32,400	7,200	<b>39,600</b>
	(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	21,600	21,600	<b>43,200</b>
	<b>Total</b>	<b>3,841,680</b>	<b>2,716,641</b>	<b>6,558,321</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, 2018**

**[Pursuant to Section 204(I) 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.,  
(CIN:L99999MH1988PLC080545)  
Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka-Roha,  
District Raigad-402126 Maharashtra

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 (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, 2018 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period and;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.





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

I have also examined compliance with the applicable clauses of the Mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and the Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc.

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. (Not applicable to the Company during the audit period.)

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

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

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

I further report that, during the audit period, there were two major events, namely-

- one of the Associates Companies became wholly owned subsidiary and
- 354467 equity shares were transferred to Investor Education and Protection Fund.

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

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

Place : New Delhi

Dated : 13th August, 2018

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



## CORPORATE GOVERNANCE REPORT

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

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

### I. BOARD OF DIRECTORS

#### Composition

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

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

#### Board Functioning & Procedure

During the year 2017-18, 4 (four) Board meetings were held on 26th May, 2017, 14th August, 2017, 8th November, 2017, and 2nd February, 2018. Video/tele-conferencing facilities are provided to facilitate Directors present at other locations, to participate in the meetings. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting, and also the number of Directorships held by them in other Companies as on 31st March, 2018 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	Executive Chairman	169,722	4	No	7	1	-
Mr. Saket Jindal	MD	2,117,618	4	Yes	2	-	-
Mr. S. P. Raj	Non-Executive Director	-	4	Yes	-	-	-
Mr. U. C. Agarwal	Independent	-	4	No	1	2	2
Mr. Sanjeev Rungta	Independent	-	3	Yes	3	2	-
Mr. P. N. Vijay	Independent	-	4	No	5	4	4
Mrs. Roma Kumar	Independent	1104	4	No	2	-	-
Mr. Shiv Kumar Singhal	WTD	1,400	4	Yes	4	-	-

MD = Managing Director; WTD=Whole-Time Director

Note:

1. Only Audit and Stakeholders' Relationship Committees are considered.
2. Excludes Directorship in Foreign Companies.

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

During the year ended 31st March, 2018, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

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



### Separate meeting of Independent Directors

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

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

During the year under review, the Independent Directors met on 2nd February, 2018. All Independent Directors were present at the meeting except Mr. Sanjeev Rungta.

### Familiarization Programme

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

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

### CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management personnel. The Code has also been posted on the Company's website [www.jindal.com](http://www.jindal.com).

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

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

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2018.

**SAKET JINDAL**

Managing Director

Place: Gurugram

Dated: 13th August, 2018

## 2. AUDIT COMMITTEE

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

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



### COMPOSITION

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

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

During the year under review meetings of the Audit Committee were held on 26th May, 2017, 14th August, 2017, 8th November, 2017, and 2nd February, 2018. The composition, names of the members, chairperson, and attendance of the members, at its meetings are as follows:

Members	Designation	No. of meetings attended
Mr. U. C. Agarwal	Chairman	4
Mr. D. P. Jindal	Member	4
Mr. Sanjeev Rungta	Member	3
Mr. P. N. Vijay	Member	4

### INTERNAL AUDITORS

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

### 3. NOMINATION AND REMUNERATION COMMITTEE

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

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

The Nomination and Remuneration Committee of the Company is comprised of three Directors, all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Director. During the year under review meeting of the Nomination and Remuneration Committee was held on 2nd February, 2018.

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

Members	Designation	No. of meetings attended
Mr. U. C. Agarwal	Chairman	1
Mr. Sanjeev Rungta	Member	-
Mrs. Roma Kumar	Member	1

### Nomination and Remuneration Policy

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

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



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

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

The 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.

The Nomination and Remuneration policy of the Company has been uploaded and can be accessed on the Company's website at <http://jindal.com/msl/pdf/NRC-Policy-MSL.pdf>

Details of Directors' Remuneration

- a) The Details of remuneration paid to Managing Director and Whole-Time Directors during the year ended 31st March, 2018:-

(₹)

Name and Designation	Salary	Perquisites & other benefits	Total
<b>Mr. D. P. Jindal</b> Executive Chairman	13,200,000	6,861,200	<b>20,061,200</b>
<b>Mr. Saket Jindal</b> Managing Director	10,800,000	4,532,400	<b>15,332,400</b>
<b>Mr. Shiv Kumar Singhal</b> (Whole-Time Director)	2,126,808	2,197,297	<b>4,324,105</b>

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

- b) The Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors, Audit Committee, Stakeholder's Relationship Committee and Independent Directors, attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2018:

(₹)

Director	Sitting Fees
Mr. U. C. Agarwal	307,500
Mr. Sanjeev Rungta	180,000
Mr. S. P. Raj	200,000
Mr. P. N. Vijay	250,000
Mrs. Roma Kumar	210,000

Apart from receiving Directors' remuneration by way of sitting fee for attending meetings as above, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March 2018.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

During the year under review, the said Committee met on 26th May, 2017. All members were present in the meeting.

The constitution of the Committee is as follows:-

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





## STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

### COMPOSITION

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

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 01.04.2017 to 31.03.2018	:	6
Number of complaints not solved to the satisfaction of shareholders	:	Nil
Number of pending complaints as on 31.03.2018	:	Nil

### SUBSIDIARY COMPANIES

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

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

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

The Company has adopted a Policy for determining Material Subsidiaries in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link [http://jindal.com/msl/pdf/MSL%20Policy\\_Material%20Subsi.pdf](http://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
2014-15	28.09.2015	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.
2015-16	27.09.2016	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.
2016-17	26.09.2017	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.

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

Date of AGM	Special Resolutions Passed
28.09.2015	<ul style="list-style-type: none"> <li>- Approval for related party transactions with Star Drilling Pte. Ltd; Singapore an associate of the Company.</li> <li>- Approval for related party transactions with Dev Drilling Pte. Ltd; Singapore a joint venture of the Company.</li> <li>- Approval for related party transactions with Internovia Natural Resources FZ LLC, UAE, a subsidiary of the Company.</li> </ul>
27.09.2016	None
26.09.2017	None



(III) Special resolution passed through Postal Ballot

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

Special resolution proposed to be conducted through postal ballot:

The Company at its meeting held on 24th May, 2018 had approved notice of postal ballot proposing following special resolutions to be conducted through postal ballot:

1. Amendment to main Objects Clause of the Memorandum of Association
2. Amendment to Clause III (B) and Clause III (C) of Objects Clause of the Memorandum of Association
3. Amendment to Clause IV- Liability Clause of the Memorandum of Association
4. Adoption of new set of Articles of Association

Mr. Hemant Kumar Singh (FCS 6033), Practicing Company Secretary was appointed as Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot in a fair and transparent manner. The results of the Postal Ballot was declared on 7th July, 2018 and all resolutions were approved by the shareholders with requisite majority.

## **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 and all transactions entered into by the Company with related parties during the financial year were in the ordinary course of business of the Company and on arm's length basis.

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

### **ii) Accounting Standards**

The Company has followed Indian Accounting Standards (Ind AS) in the preparation of the Financial Statements for the financial year ended 31st March, 2018. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

### **iii) Details on Non Compliance**

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

### **iv) CEO/ CFO Certificate**

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

### **v) Whistle Blower Policy**

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

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

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

#### **Audit Qualifications**

The Financial Statements of the Company are unqualified.

#### **Separate posts of Chairman and CEO**

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

#### **Reporting of Internal Auditor**

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

**vii) Risk Management**

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

**TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years from the date of transfer to Unpaid Dividend Account of the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are also required to be transferred to the Demat Account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

During the year under review, the Company had sent individual notices and also advertised in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company has transferred to IEPF following shares thereto during the financial years 2017-18.:

Particulars	No. of Shareholders	No. of Shares
Dividend for the Financial Year 2008-09	1246	294572
Dividend for the Financial Year 2009-10	233	59895

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at [www.jindal.com](http://www.jindal.com)

The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

**CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

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

**DISCLOSURE ON NON-COMPLIANCE**

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

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

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

**MEANS OF COMMUNICATION**

The Company's financial results are communicated forthwith to all Stock Exchanges 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 : 25th September, 2018 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, 2017 to 31st March, 2018



- c) Book Closure : 13th September, 2018 to 18th September, 2018 (Both days inclusive)
- d) Dividend Dividend of ₹ 6.00 (120 %) per equity share for the year ended 31st March, 2018, if approved by the members, would be payable on or after 27th September, 2018.

**Financial Calendar (Tentative):**

- Financial reporting for the quarter ended 30th June, 2018 Aug, 2018
- Financial reporting for the quarter ending 30th September, 2018 Oct/ Nov, 2018
- Financial reporting for the quarter ending 31st December, 2018 Jan/ Feb, 2019
- Financial reporting for the quarter/year ending 31st March, 2019 April/ May, 2019

**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 2018-19 has been paid to both Stock Exchanges.

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

ISIN for equity shares: INE 271B01025

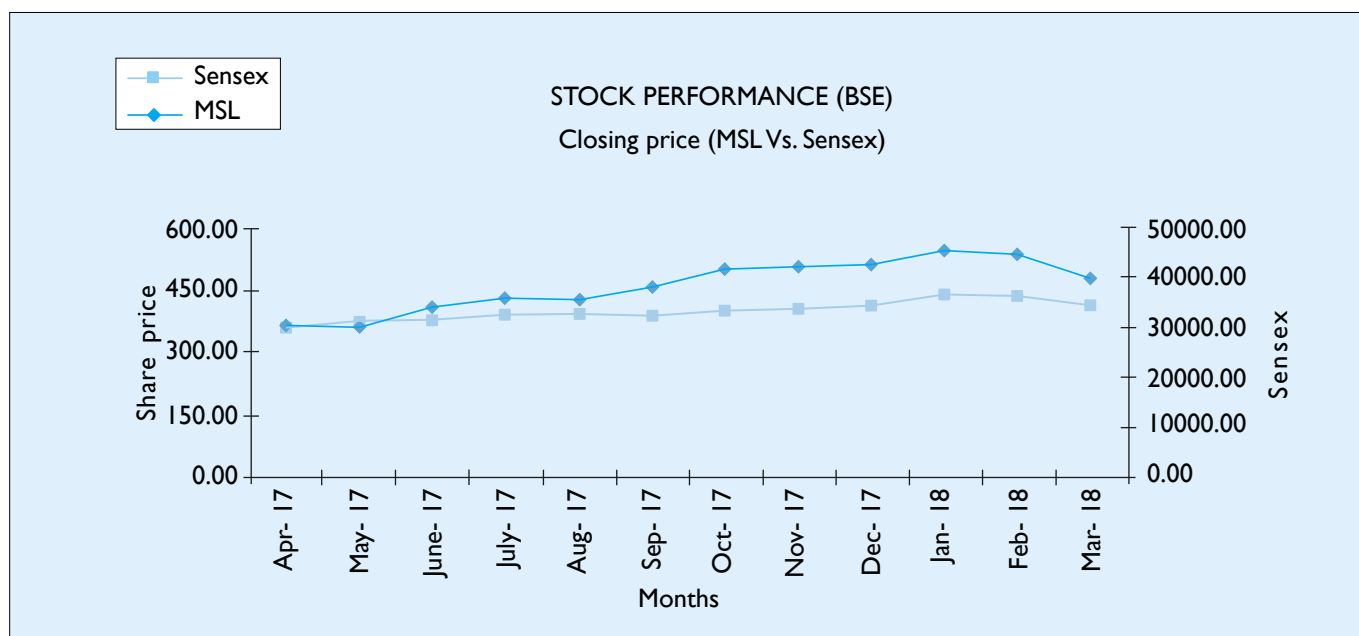
**Stock Market Data**

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, 2017	368.25	340.00	30184.22	29241.48
May, 2017	362.65	321.00	31255.28	29804.12
June, 2017	411.45	333.00	31522.87	30680.66
July, 2017	434.40	385.00	32672.66	31017.11
August, 2017	430.00	374.95	32686.48	31128.02
September, 2017	460.00	375.00	32524.11	31081.83
October, 2017	506.70	407.00	33340.17	31440.48
November, 2017	512.95	437.00	33865.95	32683.59
December, 2017	519.30	455.00	34137.97	32565.16
January, 2018	550.00	495.85	36443.98	33703.37
February, 2018	530.00	449.15	36256.83	33482.81
March, 2018	478.40	417.00	34278.63	32483.84



### Share performance chart



### Distribution of shareholding as on 31st March, 2018

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	20135	91.48	2775874	4.14
501 to 1000	977	4.44	779375	1.16
1001 to 10000	729	3.31	2077007	3.10
10001 to 100000	123	0.56	3950803	5.90
100001 to 500000	29	0.13	6918892	10.33
500001 & above	18	0.08	50497675	75.37
<b>Total</b>	<b>22011</b>	<b>100</b>	<b>66999626</b>	<b>100</b>

### Shareholding Pattern as on 31st March, 2018

Category	No. of shares held	% of holding
Promoter & Promoter Group	40589904	60.58
Mutual Funds/UTI	5302055	7.92
Financial Institutions/Banks	234521	0.35
Central Government (IEPF)	354467	0.53
Foreign Portfolio Investors	2180290	3.25
Bodies Corporate	8081697	12.06
Resident Individuals/ HUF	9908135	14.79
NRIs	157360	0.24
Trusts	900	0.00
Clearing Members	190297	0.28
<b>Total</b>	<b>66999626</b>	<b>100</b>

### Dematerialization of Shares

98.54 % of the Paid-up Equity Share Capital of the Company is in dematerialised form as on 31st March 2018.

### 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 2018.





**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. Solar Power:**

Pokaran, Distt- Jaisalmer, Rajasthan  
Durjani, Distt.- Jodhpur, Rajasthan  
Naigaon, Distt. Beed, Maharashtra

**3. Wind Power:**

Village Nivkane, Taluka Patan,  
District Satara, Maharashtra

**Registrar and Share Transfer Agents:**

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

**Share Transfer System:**

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

**Investor correspondence address**

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

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



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

### **Maharashtra Seamless Limited**

1. We, L. B. Jha & Co., Chartered Accountants, the Statutory Auditors of Maharashtra Seamless Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### **Managements' Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### **Auditor's Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

7. Based on our examination of the relevant records and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations, during the year ended 31st March, 2018. .
8. 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 L. B. JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 13th August, 2018


**BUSINESS RESPONSIBILITY REPORT**
**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

S.N.	PARTICULARS	
1	Corporate Identity Number (CIN) Of The Company	L99999MH1988PLC080545
2	Name of the Company	Maharashtra Seamless Limited
3	Registered Address	Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Dist.-Raigad, Maharashtra-402126
4	Website	www.jindal.com
5	Email Id	secretarial@mahaseam.com
6	Financial Year reported	2017-18
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Steel Pipes and Tubes Power Generation
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Seamless Pipes ERW Pipes Solar Power
9	Total number of locations where business activity is undertaken by the Company: i. Number of International Locations (Provide details of major 5) ii. Number of National Locations	None  Five Locations – Seamless & ERW pipes - At Pipe Nagar and Mangaon in Distt. Raigad, Maharashtra  Solar power – At Pokaran, Distt. – Jaisalmer, Durjani, Distt. Jodhpur, Rajasthan and Village-Naigaon, Taluka- Patoda, Distt. Beed, Maharashtra
10	Markets served by the Company Local/State/National/International	National as well as International

**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

S.N.	PARTICULARS	
1	Paid-up Capital (INR)	₹ 3349.98 Lakhs
2	Total Turnover (INR)	₹ 216049.43 lakhs
3	Total profit after taxes (INR)	₹ 19842.55 Lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2 % of average Net profits of the Company made during the three immediately preceding financial years.
5	List of activities in which expenditure in 4 above has been incurred:-	- Healthcare - Promoting education - Rural Development/ Sanitation

**SECTION C: OTHER DETAILS**

S.N.	PARTICULARS	
1	Does the Company have any Subsidiary Company/ Companies	YES
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	NO
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	NO


**SECTION D: BR INFORMATION**
**I. Details of Director/Directors responsible for BR**

<b>A)</b>	<b>DETAILS OF THE DIRECTOR/DIRECTORS RESPONSIBLE FOR IMPLEMENTATION OF THE BR POLICY/POLICIES</b>	
	DIN: Name: Designation	00940261 SHIV KUMAR SINGHAL Whole Time Director
<b>B)</b>	<b>DETAILS OF THE BR HEAD</b>	
	DIN Number (if applicable) Name Designation Telephone Number Email Id	NA ASHOK SONI CFO 0124-4624000 ashok@mahaseam.com

**2. Principle-wise (as per NVGs) BR Policy/policies: (Reply in Y/N)**

		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national /international standards? If yes, specify? (50 words)	Yes, the Policy is based on and it is in confirmation with National Voluntary Guidelines on Social, Environmental and Economic responsibilities of business issued by the Ministry of Corporate Affairs.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified Committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://jindal.com/msl/pdf/Business-Responsibility-Policy.pdf">http://jindal.com/msl/pdf/Business-Responsibility-Policy.pdf</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N



(b). If answer to S.No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S. N.	Particulars	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	<b>NOT APPLICABLE</b>								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. Governance related to BR

i) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year ?

Yes. Annually.

ii) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published ?

BR Report is being published as part of Company's Annual Report, available at [www.jindal.com](http://www.jindal.com)

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### PRINCIPLE 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company ? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company's Code of Conduct and Ethics addresses compliance with internal business conduct and ethics as well as regulatory requirements. The Company's Whistle Blower Policy encourages employees to bring instances of unethical behaviour to the knowledge of the management. The Code doesn't apply to joint ventures, suppliers and contractors of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Details of shareholders' complaints received and satisfactorily resolved during the year 2017-18 is disclosed in the Corporate Governance Report. In addition other minor complaints from customers were resolved to their satisfaction.

### PRINCIPLE 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

i. Seamless Pipes

ii. ERW Pipes

iii. Solar Power

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

Optimisation of sourcing raw materials is a continuous exercise at the Company by procurement of suitable size of raw material to minimise wastage.

Solar Power has no resources cost, except maintenance of equipments.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company procures its main raw material from trusted and organised sources, with long term business relationships. Continuous interaction with transporters is also maintained to ensure timely delivery of the products.





4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Given the nature of the business activities of the Company, it is required to source its main raw materials from organised sources. We acknowledge and promote local procurement, which is generally used for our supporting services.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company's production process is based on principles of optimising the material and energy resources. The Company has always strived to reduce waste associated with its products. Effluent treatment plant (ETP) treats the trade effluents viz., Coolant Sludge, Process waste residue/varnish sludge and used/spent oil etc. to achieve the prescribed standards. The metal bearing trade effluent steam are segregated and recycled to achieve zero liquid discharge and remaining treated effluent are used on land for gardening.

### **PRINCIPLE 3 -Businesses should promote the wellbeing of all employees**

1. Please indicate the Total number of employees – Total number of employees as on 31st March, 2018 was 1448.
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. Total number of contractual/temporary manpower employed as on 31st March, 2018 was 836
3. Please indicate the Number of permanent women employees -The total number of permanent female employees as on 31st March, 2018 was 23.
4. Please indicate the Number of permanent employees with disabilities - Nil
5. Do you have an employee association that is recognized by management.  
Yes.
6. What percentage of your permanent employees is members of this recognized employee association?  
All workers are members of the Association.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. NIL.
8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year ?

Permanent Employees	Permanent Women Employees	Casual/Temporary/ Contractual Employees	Employees with Disabilities
37%	15%	5%	Nil

### **PRINCIPLE 4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

1. Has the Company mapped its internal and external stakeholders ?  
Yes,
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders ?  
Yes.
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.  
No.

### **PRINCIPLE 5 Businesses should respect and promote human rights**

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others ?  
Respect and human dignity is one of the core values of the Company. The Company's commitment to human rights permeates all its policies fostering fairness and dignity and treating every one with respect, nurture understanding, empathy, care and trust in all relationships.
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management ?  
None, regarding human rights during the reporting period.



**PRINCIPLE 6 - Business should respect, protect, and make efforts to restore the environment**

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.  
It applies to Company only.
2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc ?  
Yes. Realising its social obligations, the Company has been expanding its Green energy portfolio by setting up Solar Power Plants, both for commercial as well as captive use.
3. Does the Company identify and assess potential environmental risks ?  
Yes.
4. Does the Company have any project related to Clean Development Mechanism ? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed ? No
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.  
Yes. Initiatives are continuously taken for clean technology and energy efficiency. In addition to those explained already, the following are some other examples  
- Conversion of oil fired furnace into gas fired for utilising natural gas as alternate source of energy.  
- Hydrotester M/C Low pressure water pump of 90 KW VFD installed as ERW plant.  
- Additional areas of shed and street covered, replacing normal lights with LED lights.
6. Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported ?  
Yes, All prescribed norms are complied with.
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.  
Nil

**PRINCIPLE 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:  
a. Seamless Tubes Manufacturers Association of India  
b. Federation of Industries of India (FII)
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)  
Yes. The Company engage with Government, regulatory and other relevant authorities for development of public policies in keeping with the Company's work in society, sustainability and compliance commitment.

**PRINCIPLE 8 - Businesses should support inclusive growth and equitable development**

1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8 ? If yes details thereof.  
Yes . The Company undertakes social projects, as mentioned in the CSR report forming part of this Annual Report.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization ?  
The programs/ projects are undertaken primarily through B C Jindal Charitable Trust and B C Jindal Medical Welfare and Education Society.
3. Have you done any impact assessment of your initiative ?  
Yes
4. What is your Company's direct contribution to community development projects Amount in INR and the details of the projects undertaken.  
During the year 2017-18, the Company spent ₹ 302.12 lacs as part of CSR activities. For details, please refer to CSR Report forming part of this Annual Report.



5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community ? Please explain in 50 words, or so.

The steps taken by the Company towards community development are well received by the target section of the society. Various projects/schemes undertaken by the Company include free medical assistance through mobile hospital, distribution of school uniforms to students in nearby Government schools, construction of community hall, boundary wall of the primary school and providing safe drinking water facilities etc.

**PRINCIPLE 9 – Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.  
Except some minor consumer complaints which were generally on account of mishandling of the product were dealt with, there was no major complaint.
2. Does the Company display product information on the product label, over and above what is mandated as per local laws ?  
Yes/ No/ N.A. /Remarks (additional information)  
Standard markings like IBR, BIS are stamped for domestic use and PED/CE in case of European Standard.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.  
No.
4. Did your company carry out any consumer survey/ consumer satisfaction trends?  
Yes. As part of QMS, customers are generally asked to fill Consumer Survey forms.



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### ECONOMIC REVIEW

#### GLOBAL

The major drivers of growth in global economy are growth in emerging markets and developing economies. Some of the regions driving the growth are emerging areas of Asia, Europe, and Russia. The global economy is estimated to grow at a rate of 3.1% in 2018. The growth will be much stronger than in 2017 mainly due to continuous recovery in investment, manufacturing and trade.

With BREXIT coming up in 2019, the central banks in UK and Europe are withdrawing their post-crisis accommodation. This furthered by investments stabilizing, the growth in advanced economies is expected to be around 2.2% in 2018. In USA, with the inflation reaching the Federal Reserve's target rate of 2%, the FED is planning to reduce its balance sheet to bring it to a level of \$ 2.5 trillion.

A steadfast in the commodity prices is expected to benefit the commodity-exporting developing economies. Crude oil prices increased in 2017, despite a further rebound in USA Rig count and growing efficiency gains in shale oil production. Since June 2017 oil prices have recovered and are currently hovering at around US\$67 per barrel. Metal prices rose sharply, on the back of China's strong demand and supply restrictions. Agricultural commodity prices, which stabilized in 2017, are anticipated to make only marginal gains in 2018 as global stocks remain at multi-year highs.

#### INDIAN ECONOMY

Indian economy which is mainly driven by the agriculture and manufacturing sector until a few years back, is today one of the fastest growing economies of the world. The economy is structured by various Government reforms such as 'Make in India', 'Digital India', 'Smart City project', 'Skill India and Start-up India'. Indian economy is reaching new heights with the improvement in both World Bank's ease of doing business ranking and in the World Economic Forum's Index of manufacturing.

India is likely to overtake the major emerging market economies and record higher growth rates in the years to come. The country is expected to grow at 6.7% in FY18 and then register a higher growth rate of 7% to 7.5% in FY19. The FDI inflow into the country increased to \$61 billion in 2017-18 from \$36 Billion in 2013-14. The fiscal deficit of the country was at 6.77 lac Crore between April 2017 and January 2018. This is mainly due to increase in expenditure of various reforms and simultaneous reduction in revenue due to Goods and Service Tax. Despite various challenges coming in its way of growth, India has shown a strong performance and has overtaken France to become the world's sixth largest economy and is very soon expected to surpass UK.

India still provides comfort with expected growth close to 8% across the next two years, as private consumption and services are expected to continue to support economic activity. The robust growth is catalysed by a continued thrust on infrastructure spending and on 'Ease of Doing Business'.

The Country had seen a good rainfall in 2016 and 2017 which resulted in high production of food grains - 275.11 million tonnes in 2016-17 and estimated at 277.49 MT (all time record) in 2017-18.

Bringing good news for farm sector, the India Meteorological Department (IMD) predicted 'normal' monsoon for the year 2018-19 which suggests maximum probability (42%) for normal rainfall and low probability (14%) for deficient rainfall. This further augurs well for the rural economy leaving higher disposable income at their end.

#### Industry Overview

International outlook for Indian manufactured pipes is looking up as North America, South America, and EU have imposed Anti-Dumping Duty on Chinese pipes.

Domestic outlook is also strong led by replacement of the old oil & gas pipelines in Mumbai High & Gujarat, government focus on pan-India pipeline connectivity for gas, revival of city gas projects in various cities and increased emphasis on North Eastern India for oil drilling and cross-country pipeline connection. PNGRB (Petroleum and Natural Gas Regulatory Board) is planning for cross-country pipeline connections, restarting of city-gas projects in number of cities in India. This, coupled with a rise in drilling and exploration activities, has resulted in a buoyant demand scenario.

MSL is well positioned to benefit from recovery in increasing capex in domestic hydrocarbon industry. New Exploration Licensing policy (NELP) and Hydrocarbon Exploration Policy (HELP), has emphasized on maximizing the domestic exploration of oil and gas to attain self-sufficiency and save on precious foreign exchange. This augurs well for company's business as it would entail huge capital expenditure of over Rs. 2.3 trillion through FY17-20 by major Hydrocarbon companies. This is expected to generate meaningful demand for company's products. Seamless pipes constitutes nearly 8-11% of overall capex incurred by upstream/downstream companies.

Further, the penetration level of pipelines in oil and gas transportation and other sectors is very low in India as compared to the global benchmark. This provides a huge scope for growth of the pipe industry.

Steel tubes have relevance for diverse functions and industries such as infrastructure, energy sectors, automotive, construction, high voltage electrical and other industrial applications. The steel tubes are strong and hence they are used underground for transporting water and gas. They can also be used in construction to protect electrical wires etc.



ERW (Electric Resistance Welded) steel pipes and tubes are used for various engineering purposes in several different sectors such as Agriculture, Infrastructure, Power & Energy, Construction and Automation etc.

## Review of Operations and Business Outlook

Summary of Performance

(₹ In Crores)

Particulars	2017-18	2016-17	Growth (%)
Revenue from Operations	2160	1570	38%
Other Income	67	85	-21%
EBIDTA	306	220	39%
Depreciation & amortisation Expenses	74	69	7%
Interest Expenses	9	10	-16%
Profit before tax	290	226	29%
Profit after tax and adjustment	199	146	36%
EPS - Rupees(Basic/Diluted) (₹)	30	22	36%

During the year, Company has achieved several mile stones. The Seamless Pipes sales volume has been robust as it rose to record high level i.e. 2.94 lac MT (Previous year 2.10 lac MT). Levies of anti-dumping duty on Seamless Pipes and Steel Policy -2017 of Government of India have been favourable which helped to achieve this mile stone.

Mangaon facility has now become operational and will help MSL to meet increased demand.

Company successfully commissioned and has started generation from 20 MW Solar Power Plant at Khetusar, District Jodhpur, Rajasthan. Company also commissioned 1 MW rooftop solar power plant at Nagothane and 10 MW captive power plant at Beed Maharashtra. With this Company has achieved a total capacity of 43 MW of Renewable Energy.

**Exports:** MSL has successfully defended antidumping case and Department of Commerce of United States of America has removed the antidumping duty order on company which means there is no antidumping duty on OCTG exported to USA.

We plan to increase our footprint further in the global markets. We are currently exporting to more than 30 countries and also exploring new markets for our product and services.

There was an uptick in exports which grew to 0.66 lac MT (Previous year 0.38 lac MT).

With a revenue and EBIDTA growth rate of 38% and 39% respectively, your Company, through its efficiency and experience, has bounced back to growth path. Your Company will continue to make a focused investment in coming years. With a move to streamline the company's operations and make it more efficient, MSL is aggressively focussing on improving operational efficiency and cost cutting. We are confident of continuing our focus towards cost optimization, working capital management and efficiency improvement in all parameters, to maintain our leading position in Seamless Pipe industry.

## Human Resources

MSL believes that its greatest assets are its human capital and hence it places a very high importance to Employee development, retention and engagement. MSL management is progressively working to build a culture which encourages open, fearless and transparent communication. One of our main reasons for successfully executing our business strategies over the years is our people, especially in a competitive business landscape like ours. It is our people and their strength to adapt to changing business environment with ease that has enabled MSL to deliver consistently over the years.

At MSL, we constantly strive to attract, develop and retain the right mix of talented people for the continued success and growth of the Company. We always try to ensure that our diverse workforce enjoys a safe and engaging working environment, thus helping MSL emerge as a preferred employer.

To implement our strategy, at MSL, we ensure that we have the right mix of committed people, a strong leadership and the indispensable competencies in place to implement our strategy. This is achieved by focusing on our culture and commitment to people. At MSL, we believe one of our main reasons for successfully executing our business strategies over the years is our people. It is our people and their strength to adapt to changing business environment with ease that has enabled the Company to deliver consistently over the years.

Company is also committed for Woman empowerment and safety by providing them conducive environment. Company has a committee for the prevention of Sexual Harassment of women at work place and redressal for such kind of grievances.

As on 31st March, 2018, the Company had a total count of 1448 employees.





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

Your Company believes that a clean environment in and around the work place fosters health and prosperity for individuals, groups and the community they belong to. Regular medical examination of employees and health care schemes are an integral part of the Company's policy. We ensure that best environment engineering controls are adopted in the factories. These controls aim in preventing accidents, environment pollution and health hazards. Round the clock emergency services are provided to Employees and their family members through strategic tie up with the multi- speciality hospital.

The Company's policies give highest priority to safety, both occupational and general health of employees, and on environment protection.

Company's focus on Renewable Energy is one step forward in providing clean energy to our country.

### **Risk and Mitigations**

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

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

Company continuously monitor foreign exchange rates movement. Our foreign exchange policies safeguard price escalation risk. Company hedges foreign currency exposure as and when required.

### **Internal financial control systems**

The Company has a comprehensive internal financial control system for all major processes to ensure reliability of reporting. The system also helps management to have timely data/ feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial control system of the Company is commensurate with the size, scale and complexity of its operations.

This system is supplemented by internal audit, reviews by the management and documented policies, guidelines and procedures. The Company has a well-defined organisation structure, authority levels, internal rules and guidelines for conducting the business transactions. A third party audit firm carries out the internal audit of the Company operations and reports its finding to the Audit Committee. The Company strives to undertake sustainable measures as necessary in line with its intent to adhere to procedures, guidelines and regulations in a transparent manner. Internal Audit is carried out as per risk based internal audit plan which is reviewed by the Audit Committee of the Company. The Committee periodically reviews the findings and suggestions for the improvement and is apprised on the implementation status in respect to the actionable items.

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

In line with Company's focus on green energy, the company commissioned 20 MW Solar PV plant in Rajasthan, 10 MW Solar PV plant at Beed, Maharashtra, and one MW Roof Top Solar at its factory in Naghothane for captive use. With this the Company's green energy portfolio has increased to 43 MW. The captive powers generated have helped to cut down power costs besides reducing its carbon foot print by using this alternative energy.

Company has generated 425.41 Lacs electrical units during the year under review as compared to 181.98 Lacs electrical units in the previous year. This works out to 46.18 % of the Company's Power consumption

### **Business Outlook**

Since inception it has been the Company's endeavour to achieve operational efficiency through continuous improvement. We have experienced an upward shift in the Company's profitability through the strategic decisions such as capacity expansion, product portfolio mix, emphasis on technology and research along with excellent customer service. Our Company's focus shall remain on investing in up gradation of our standards and raising the bar for itself by building newer capacities and strengthening our roots i.e. our people. With a strong order book & positive economic outlook, we at Maharashtra Seamless, look forward to consolidating our industry leading position in the years to come.

# STANDALONE FINANCIAL STATEMENTS

## INDEPENDENT AUDITORS' REPORT

To the Members of Maharashtra Seamless Limited

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

We have audited the accompanying standalone Ind AS financial statements of **Maharashtra Seamless Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, signed by us under reference to this report and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

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

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

This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3) Auditor's Responsibility

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

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

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

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

### 4) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### 5) Emphasis of Matter

- (a) We draw attention to note no. 2.37 (a) to the financial statements regarding of the factors considered in the Company's assessment that the carrying amounts of the investments and the loans and advances to certain subsidiaries, associates and a joint venture are recoverable and that no loss allowance is required against the financial guarantees of ₹150,297.25 Lakhs.

- (b) We draw attention to note no.2.37 (b) to the financial statements regarding due to non-availability of financial statements of Gondkhari Coal Mining Ltd. ( J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment.
- (c) We draw attention to note no. 2.33 to the financial statements regarding dividend income on perpetual preference shares have not been considered as dividend is not declared.

## 6) Other Matters

The comparative financial information of the Company for the year ended 31st March, 2017 prepared in accordance with Indian Accounting Standards, included in these Standalone Financial Statements, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 26th May, 2017 expressed an unmodified opinion.

## 7) Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer notes no. 2.28 of the standalone Ind AS financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **L B Jha & Co,**

Chartered Accountants  
Registration No. 301088E

**Satyabrata Pati**

Partner

Membership No. 095080

Place: Gurugram

Date: 24th May, 2018

## “ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

### To the Members of Maharashtra Seamless Limited

- 1) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- 2) The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3) In respect of loans, secured or unsecured, granted by the Company to the other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').  
(a) The Company has granted loans to five companies. The maximum amount involved during the year was ₹ 26,449.86 Lakhs. The year-end balance of loan granted to such companies was ₹ 25,156.55 Lakhs.  
(b) In respect of loans granted by the company the interest payment are regular except refer note no. 2.42 to the financial statement and the principal amounts are being received/renewed on due dates.  
(c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under Section 189 of the Act.
- 4) According to the information and explanations given to us and the records of the Company examined by us, in respect of loans, investments, guarantees and security provisions of section 185 and 186 of the companies Act 2013, have been complied with.
- 5) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- 6) We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out any detailed examination of such records and accounts.
- 7) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Goods and Services Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory dues applicable to it.  
(b) According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales-Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.  
(c) According to the records of the Company, the dues of Income-Tax, Sales-Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess which have not been deposited on March 31st, 2018 on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where Dispute is pending
Income Tax Act, 1961	Demand for Income Tax	4.92	AY 2011-12	Income Tax Appellate Tribunal
		155.64	Assessment years from AY 2012-13 to 2015-16	Commissioner of Income-Tax (Appeals)
Central Excise Act, 1944	Excise Duty and Service Tax	7.71	FY 2005-06 & 2006-07	High Court
		278.87	Various Years from FY 2004-05 to 2013-14	Central Excise and Service Tax Appellate Tribunal
		23.35	Various years from FY 1998-99 to 2014-15	Commissioner of Central Excise (Appeals)
Sales Tax Act	Sales Tax	4.65	FY 2001-02	Maharashtra Sales Tax Authority (Appellate Tribunal)

- 8) According to the information and explanation given to us and the records of the Company examined by us, the Company has not defaulted in repayment of dues of any of loans or borrowings to any banks.  
The Company has neither taken any loan from financial institutions or Government nor issued any debentures.
- 9) In our opinion, and according to the information and explanation given to us, on an overall basis, the money raised by Company during the year by way of term loan have been applied for the purpose for which they were obtained.  
The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
- 10) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- 11) According to the information and explanation given to us and based on our examination of the records of the company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197, read with Schedule V to the Act.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us and the records of the Company examined by us, the Company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Notes of the financial statements for the year under audit.
- 14) According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has neither made any preferential allotment of shares nor fully or partly convertible debentures during the year under audit.
- 15) According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions, with any director of the Company and the holding company or persons connected with them, involving acquisition of assets by or from them for consideration other than cash.
- 16) In our opinion, and according to the information and explanations given to us, not being a non-banking financial company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For L B Jha & Co,**  
Chartered Accountants  
Registration No. 301088E

**Satyabrata Pati**  
Partner  
Membership No. 095080

Place: Gurugram  
Date: 24th May, 2018



## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**

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

#### **1) Report on the Internal Financial Control under Clause (i) of Sub – Sections 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Maharashtra Seamless Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **2) Management’s Responsibility for Internal Financial Control**

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

#### **3) Auditors’ Responsibility**

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

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

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

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

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that

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

#### **5) Inherent Limitations of Internal Financial Control over Financial Reporting**

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

## 6) Opinion

In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

Place: Gurugram  
Date: 24th May, 2018

For **L B Jha & Co.**  
Chartered Accountants  
Registration No: 301088E

**Satyabrata Pati**  
Partner  
Membership No: 095080


**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018**

	Note No.	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>A ASSETS</b>			
<b>I Non - Current Assets</b>			
(a) Property, Plant and Equipment	2.1 (i)	122,194.94	108,579.50
(b) Capital Work - in - Progress	2.1 (iii)	1,740.37	11,838.11
(c) Intangible Assets	2.1 (ii)	13.58	14.86
(d) Investments in associates and joint ventures at cost	2.2 (a)	2,900.09	6,013.26
(e) Financial Assets:			
(i) Investments	2.2 (b)	51,583.09	41,657.91
(ii) Loans	2.3	635.57	701.68
(iii) Other Financial Assets	2.4	400.11	328.28
(f) Other Non-Current Assets	2.5	1,768.05	2,279.73
		<u>181,235.80</u>	<u>171,413.33</u>
<b>2 Current Assets</b>			
(a) Inventories	2.6	50,873.17	48,421.00
(b) Financial Assets:			
(i) Investments	2.2 (b)	17,431.52	35,887.10
(ii) Trade Receivables	2.7	40,027.16	30,862.49
(iii) Cash and Cash Equivalents	2.8	709.41	308.03
(iv) Bank Balances other than (iii) above	2.9	264.82	267.64
(v) Loans	2.3	43,440.91	34,944.43
(vi) Other Financial Assets	2.4	2,963.80	3,167.86
(c) Current Tax Assets (Net)	2.10	-	7.95
(d) Other Current Assets	2.5	8,522.45	3,189.26
		<u>164,233.24</u>	<u>157,055.76</u>
<b>TOTAL</b>		<u>345,469.04</u>	<u>328,469.09</u>
<b>B EQUITY AND LIABILITIES</b>			
<b>I Equity</b>			
(a) Share Capital	2.11	3,349.98	3,349.98
(b) Other Equity	2.12	293,785.19	277,933.84
		<u>297,135.17</u>	<u>281,283.82</u>
<b>2 Non - Current Liabilities</b>			
(a) Financial Liabilities:			
(i) Borrowings	2.13	559.82	1,120.00
(ii) Other Financial Liabilities	2.15	1,035.46	1,671.70
(b) Deferred Revenue	2.16	428.73	107.10
(c) Deferred Tax Liabilities (Net)	2.17	25,676.50	23,555.50
		<u>27,700.51</u>	<u>26,454.30</u>
<b>3 Current Liabilities</b>			
(a) Financial Liabilities:			
(i) Borrowings	2.13	974.02	631.23
(ii) Trade Payables	2.14	13,024.18	13,852.08
(iii) Other Financial Liabilities	2.15	1,218.17	1,226.91
(b) Other Current Liabilities	2.18	1,992.93	3,883.23
(c) Current Tax Liabilities (Net)	2.19	2,276.35	-
(d) Provisions	2.20	1,147.71	1,137.52
		<u>20,633.36</u>	<u>20,730.97</u>
<b>TOTAL</b>		<u>345,469.04</u>	<u>328,469.09</u>

**Significant Accounting Policies and Notes on Financial Statements**
**2.1-2.54**

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468


**STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

	<b>Note No.</b>	<b>Year Ended 31.03.2018 (₹ in lakhs)</b>	<b>Year Ended 31.03.2017 (₹ in lakhs)</b>
<b>I Revenue From Operations</b>	<b>2.21</b>	<b>216,049.44</b>	156,991.49
<b>II Other Income</b>	<b>2.22</b>	<b>6,729.71</b>	8,500.65
<b>III Total Revenue (I + II)</b>		<b>222,779.15</b>	165,492.14
<b>IV Expenses:</b>			
Cost of Materials Consumed	<b>2.23</b>	<b>143,166.01</b>	91,283.70
Purchases of Stock-in-Trade	<b>2.23</b>	<b>1,377.82</b>	-
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	<b>2.24</b>	<b>(4,678.24)</b>	803.13
Excise Duty Paid		<b>3,122.64</b>	14,167.56
Employee Benefit Expenses	<b>2.25</b>	<b>6,202.80</b>	5,249.44
Finance Costs	<b>2.26</b>	<b>869.26</b>	1,031.67
Depreciation and Amortisation Expense	<b>2.1 (i + ii)</b>	<b>7,445.42</b>	6,937.67
Other Expenses	<b>2.27</b>	<b>36,234.34</b>	23,448.47
<b>Total Expenses (IV)</b>		<b>193,740.05</b>	142,921.64
<b>V Profit Before Exceptional items and Tax (III - IV)</b>		<b>29,039.10</b>	22,570.50
<b>VI Exceptional Items</b>		<b>-</b>	-
<b>VII Profit before tax (V - VI)</b>		<b>29,039.10</b>	22,570.50
<b>VIII Taxes:</b>			
(1) Current Tax		<b>8,606.00</b>	8,460.00
(2) Deferred Tax		<b>2,121.00</b>	(583.47)
(3) Earlier Years		<b>(1,530.47)</b>	142.03
<b>IX Profit for the year (VII - VIII)</b>		<b>19,842.57</b>	14,551.94
<b>X Other Comprehensive Income</b>			
OCI not to be reclassified to profit or loss in subsequent periods:			
Effect of Actuarial Valuation		<b>62.30</b>	28.75
Income tax effect		<b>(21.56)</b>	(9.81)
Other Comprehensive income for the year, net of income tax		<b>40.74</b>	18.94
<b>XI Total Comprehensive Income for the period (IX + X)</b>		<b>19,883.31</b>	14,570.88
<b>XII Earnings Per Equity Share (Par value ₹ 5/-)</b>	<b>2.43</b>		
(1) Basic		<b>29.62</b>	21.72
(2) Diluted		<b>29.62</b>	21.72

**Significant Accounting Policies and Notes on Financial Statements 2.1-2.54**

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram

Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468


**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018**
**A. Equity Capital**

Particulars	Equity Shares	
	Nos	(₹ in lakhs)
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2017	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2018</b>	<b>66,999,626</b>	<b>3,349.98</b>

**B. Other Equity**

(₹ in lakhs)

Particulars	Reserves and Surplus						Total
	Capital Redemption Reserve	Securities Premium Reserve	Capital Investment Subsidy	Capital Reserve	Retained Earnings	Other comprehensive income	
As At 31-03-2016	1,617.82	25,827.24	25.00	166.53	237,742.35	36.12	265,415.06
Changes during the period	-	-	-	-	14,551.94	(17.18)	14,534.76
Dividend	-	-	-	-	(1,674.99)	-	(1,674.99)
Dividend Distribution Tax	-	-	-	-	(340.99)	-	(340.99)
As At 31-03-2017	1,617.82	25,827.24	25.00	166.53	250,278.31	18.94	277,933.84
Changes during the period	-	-	-	-	<b>19,842.57</b>	<b>40.74</b>	<b>19,883.31</b>
Dividend	-	-	-	-	<b>(3,349.98)</b>	-	<b>(3,349.98)</b>
Dividend Distribution Tax	-	-	-	-	<b>(681.98)</b>	-	<b>(681.98)</b>
<b>Balance As At 31-03-2018</b>	<b>1,617.82</b>	<b>25,827.24</b>	<b>25.00</b>	<b>166.53</b>	<b>266,088.92</b>	<b>59.68</b>	<b>293,785.19</b>

As per our report of even date attached

**For L B JHA & CO**

 Chartered Accountants  
 Registration No. 301088E

**SATYABRATA PATI**

 Partner  
 Membership No. 095080

 Place : Gurugram  
 Date : 24th May 2018

**ASHOK SONI**

 CFO  
 PAN: ABPPS5079K

**D.C. GUPTA**

 VP & Company Secretary  
 FCS 2424

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

 Executive Chairman  
 DIN: 00405579

**SAKET JINDAL**

 Managing Director  
 DIN: 00405736

**U.C. AGARWAL**

 Director  
 DIN: 00012468


**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit Before Tax including other comprehensive income (not to be reclassified) as per Statement of Profit and Loss</b>	<b>29,079.84</b>	22,589.44
Adjustments for:		
Depreciation and Amortisation	7,445.42	6,937.67
(Profit)/Loss on Sale / Write off of Assets (Net)	3.68	(2.81)
Finance Costs	869.26	1,031.67
Net Gain on Sale of Investments	(1,343.58)	(3,342.01)
Interest Income	(2,984.73)	(3,271.79)
Dividend Income	(3.91)	(71.43)
Rental Income	(62.69)	(61.38)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>33,003.29</b>	23,809.36
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(2,452.17)	1,470.45
Trade Receivables and Other Receivables	(10,229.63)	(1,568.34)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	(3,028.54)	786.22
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>17,292.95</b>	24,497.69
Net Income Tax (Paid) / Refunds	(8,332.44)	(7,082.67)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>8,960.51</b>	17,415.02
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	(10,970.80)	(13,241.43)
Proceeds from Sale of Fixed Assets	5.28	6.15
Short - Term Loans and Advances	(8,496.48)	7,494.17
Long - Term Loans and Advances	(14.33)	1,217.87
Current Investments		
- Purchased	(7,771.71)	(22,633.84)
- Proceeds from Sale	27,651.60	29,663.48
Purchase of Non Current Investments		
- Subsidiaries	(10,523.30)	(37,549.79)
- Associates	-	(2,674.26)
- Others	(116.19)	(364.66)
Proceeds from Sale of Non Current Investments		
- Joint ventures	2,674.26	1.52
- Others	1,152.93	19,530.82
Interest Received	2,904.44	3,271.79
Dividend Received	3.91	71.43
Rental Income	62.69	61.38
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(3,437.70)</b>	(15,145.37)




**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	<b>Year Ended 31.03.2018 (₹ in lakhs)</b>	<b>Year Ended 31.03.2017 (₹ in lakhs)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long - Term Borrowings	<b>(560.18)</b>	1,120.00
Proceeds / (Repayment) of other Short - Term Borrowings	<b>342.79</b>	(62.25)
Finance Costs	<b>(869.26)</b>	(1,031.67)
Dividend Paid	<b>(3,352.80)</b>	(1,674.99)
Tax on Dividend	<b>(681.98)</b>	(340.99)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>(5,121.43)</b>	(1,989.90)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>401.38</b>	279.75
Cash and Cash Equivalents at the Beginning of the Year	<b>308.03</b>	28.28
Cash and Cash Equivalents at the End of the Year	<b>709.41</b>	308.03

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 1. Company Information

Maharashtra Seamless Limited ("the Company") is a public limited Company incorporated on May 10, 1988 in India with its registered office at Pipe Nagar, Village Sukeli, Taluka Roha, B.K.G. Road, Distt. Raigad, Maharashtra, India. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

### 2. SIGNIFICANT ACCOUNTING POLICIES

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

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Effective April 1, 2016, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in INR and all values are rounded to the nearest INR Lakhs, except when otherwise indicated.

#### b) Use of Estimates & Judgment

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note no. r.

Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable and consequently accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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

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

#### d) Revenue Recognition

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### **i) Sale of goods**

Revenue from the sale of goods is recognised, when all the significant risks and rewards of ownership of the goods have passed to the buyer, the company no longer has effective control over the goods sold, the amount of revenue and costs associated with the transaction can be measured reliably and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of Goods. Revenue from the sale of goods is measured at price at which material is sold, net of sale return, trade discounts and volume rebates taking into accounts contractually defined terms and excluding taxes or duties collected on behalf of the government.

### **ii) Interest income**

Interest income from financial asset is recognized using the effective interest rate method.

### **iii) Dividend Income**

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

### **iv) Rental Income**

Rental Income from investment of properties and subletting of properties is recognised on a straight line basis over the term of relevant lease.

### **v) Government Grants**

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

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

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

## **e) Fixed Assets & Depreciation**

### **i) Property, Plant and Equipment**

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

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

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

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

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### ii) Depreciation

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

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

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

### iii) Intangible Assets

Intangible assets are stated at cost net of tax/duty credit availed, less accumulated amortization and impairment losses, if any. The cost includes its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates and also other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

This includes computer software packages.

### iv) Impairment of Non Financial Assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis if the asset generate cash flows independently otherwise the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying values of the assets exceed the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

## f) Financial Instruments

### A. Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### B. Subsequent measurement

#### I. Non - Derivative financial instruments

##### (i) Financial assets carried at amortized cost

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

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

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

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

A financial asset, which is not classified in any of the above categories, is subsequently fair valued through profit or loss.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### **(iv) Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **II. Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities measured at fair value through profit or loss.

This category includes derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

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

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

### **D. De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

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

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

### **F. Impairment of financial assets**

Loss allowance for expected credit losses is recognized for financial assets measured at amortised cost.

The Company recognizes life time expected credit losses for all trade receivables that do not constitute a financing transaction.

The financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognized. Loss allowance equal to the lifetime expected credit losses is recognized if the credit risk on the financial instruments has significantly increased since initial recognition.

### **g) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing cost. Contingent rentals are recognised as expenses in the periods in which they are incurred.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term

### **h) Inventory Valuation**

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

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

Finished goods are valued at lower of cost or net realisable value. Cost for this purpose includes direct material cost plus conversion cost and other direct overheads incurred to bring the goods to their present location & conditions.

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

Scrap is valued at net realisable value.

### **i) Cash and Cash Equivalent**

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

### **j) 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 Other Comprehensive Income.
- iii) Payment to defined contribution retirement benefit scheme, if any, is charged as expenses during the year in which related services are rendered.
- iv) Termination benefits are recognized as an expense in the period in which they are incurred.

### **k) Earning Per Equity Shares**

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

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

### **l) Foreign Currency Transactions**

The financial statements of the Company are presented in Indian rupees, which is the functional currency of the Company.

In presenting the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rate of exchange prevailing on the date of the transactions.

At the end of the each reporting period monetary assets and liabilities denominated in foreign currency are re-translated at the rates prevailing at the end of the reporting period. Non -monetary items that are measured in terms of historical cost in a foreign currency are not translated.

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





## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### m) Borrowing Costs

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

### n) Income Tax

#### i) Current income tax

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

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

#### ii) Deferred tax

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

#### iii) Minimum Alternate Tax

Minimum Alternate Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement under Other Assets. The group reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that group will pay normal Income Tax during the specified period.

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

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

### p) Provisions and Contingent Liabilities/Assets

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

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

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### q) Cash Flow Statement

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

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.

### r) Key sources of estimation uncertainty and critical accounting judgments

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

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

#### Key sources of estimation uncertainty

##### i) Useful lives of property, plant and equipment

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

##### ii) Provisions and liabilities

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

##### iii) Contingencies

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

##### iv) Fair value measurements

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

##### v) Taxes

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note: 2.1 (i) Property, plant & equipment

(₹ in lakhs)

Particulars	Freehold - Land	Leasehold - Land	Land Site & Development	Shed & Building	Plant & Machinery	Office Equipment	Computer	Furniture & Fixtures	Vehicles	Total
<b>Cost / deemed cost</b>										
As At 01-04-2016	4,742.68	1,023.64	1,605.50	38,122.81	122,736.74	562.01	491.73	669.81	840.71	170,795.63
Additions	901.95	-	-	1,571.11	1,785.45	38.34	17.33	67.92	118.58	4,500.68
Sales / Adjustments	-	-	-	-	-	-	-	-	28.25	28.25
As At 31-03-2017	5,644.63	1,023.64	1,605.50	39,693.92	124,522.19	600.35	509.06	737.73	931.04	175,268.06
Additions	953.66	-	-	1,063.13	18,475.64	72.09	24.00	131.65	348.37	21,068.54
Sales / Adjustments	-	-	-	-	-	0.31	-	-	29.10	29.41
<b>As At 31-03-2018</b>	<b>6,598.29</b>	<b>1,023.64</b>	<b>1,605.50</b>	<b>40,757.05</b>	<b>142,997.83</b>	<b>672.13</b>	<b>533.06</b>	<b>869.38</b>	<b>1,250.31</b>	<b>196,307.19</b>
<b>Depreciation</b>										
As At 01-04-2016	-	-	-	7,204.49	50,727.78	438.34	437.55	389.36	584.64	59,782.16
For The Year	-	-	-	939.25	5,798.30	36.54	15.34	71.67	70.21	6,931.31
Sales / Adjustments	-	-	-	-	-	-	-	-	24.91	24.91
As At 31-03-2017	-	-	-	8,143.74	56,526.08	474.88	452.89	461.03	629.94	66,688.56
For The Year	-	-	-	974.84	6,272.64	34.66	21.24	58.68	82.08	7,444.14
Sales / Adjustments	-	-	-	-	-	0.29	-	-	20.16	20.45
<b>As At 31-03-2018</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,118.58</b>	<b>62,798.72</b>	<b>509.25</b>	<b>474.13</b>	<b>519.71</b>	<b>691.86</b>	<b>74,112.25</b>
<b>Net Block</b>										
<b>As At 31-03-2018</b>	<b>6,598.29</b>	<b>1,023.64</b>	<b>1,605.50</b>	<b>31,638.47</b>	<b>80,199.11</b>	<b>162.88</b>	<b>58.93</b>	<b>349.67</b>	<b>558.45</b>	<b>122,194.94</b>
As At 31-03-2017	5,644.63	1,023.64	1,605.50	31,550.18	67,996.11	125.47	56.17	276.70	301.10	108,579.50



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note: 2.1 (ii) Intangible Assets

(₹ in lakhs)

Particulars	Software	Total
<b>Cost</b>		
As At 01-04-2016	251.06	251.06
Additions	-	-
As At 31-03-2017	251.06	251.06
Additions	-	-
<b>As At 31-03-2018</b>	<b>251.06</b>	<b>251.06</b>
<b>Amortisation</b>		
As At 01-04-2016	229.84	229.84
For The Year	6.36	6.36
As At 31-03-2017	236.20	236.20
For The Year	1.28	1.28
<b>As At 31-03-2018</b>	<b>237.48</b>	<b>237.48</b>
<b>Net Block</b>		
<b>As At 31-03-2018</b>	<b>13.58</b>	<b>13.58</b>
As At 31-03-2017	14.86	14.86

### Note: 2.1 (iii) Capital work in progress

(₹ in lakhs)

Particulars	Land	Shed & Building	Plant & Machinery	Preoperative Expenses	Others	Total
<b>Cost</b>						
As At 01-04-2016	35.00	1,515.42	1,493.69	8.00	45.25	3,097.36
Additions	252.80	1,285.50	10,431.58	53.51	6.31	12,029.70
Sales / Adjustments	35.00	1,525.18	1,677.21	-	51.56	3,288.95
As At 31-03-2017	252.80	1,275.74	10,248.06	61.51	-	11,838.11
Additions	31.29	936.27	1,476.90	-	-	2,444.46
Sales / Adjustments	284.09	1,063.12	11,133.48	61.51	-	12,542.20
<b>As At 31-03-2018</b>	<b>-</b>	<b>1,148.89</b>	<b>591.48</b>	<b>-</b>	<b>-</b>	<b>1,740.37</b>
As At 31-03-2017	252.80	1,275.74	10,248.06	61.51	-	11,838.11


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2018</b>		<b>As At 31.03.2017</b>	
	<b>Number of Shares / Units</b>	<b>(₹ in lakhs)</b>	<b>Number of Shares / Units</b>	<b>(₹ in lakhs)</b>
<b>Note : 2.2 (a)</b>				
<b>Investments in associates and joint ventures at cost</b>				
(Fully paid up unless otherwise specified)				
<b>Non - Current</b>				
<b>Un-Quoted</b>				
<b>Equity Shares of Associate Companies</b>				
₹ 10/- each of Jindal Premium Connections Pvt. Ltd.	-	-	4,389,095	438.91
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd.	4,500,000	2,225.81	4,500,000	2,225.81
<b>Equity Shares of Joint Venture Companies</b>				
USD 1/- each of Dev Drilling Pte. Ltd.	1,250,000	674.28	1,250,000	674.28
₹ 10/- each of Gondkhari Coal Mining Ltd.	15,150	1.52	15,150	1.52
Less : Diminutions in Investments		(1.52)		(1.52)
<b>4% Perpetual Preference Shares of Joint Venture Company</b>		-		-
USD 1/- each of Dev Drilling Pte. Ltd.	-	-	4,000,000	2,674.26
		<b>2,900.09</b>		<b>6,013.26</b>
<b>Note : 2.2 (b)</b>				
<b>Investments</b>				
(Fully paid up unless otherwise specified)				
<b>I. Non - Current</b>				
<b>Un-Quoted</b>				
<b>Investments measured at Cost</b>				
<b>Equity Shares of Subsidiary Company</b>				
USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	3,150,000	1,661.05	3,150,000	1,661.05
₹ 5/- (PY ₹ 10/-) each of Maharashtra Seamless Finance Ltd.	5,000,000	250.00	2,500,000	250.00
₹ 5/- (PY ₹ 10/-) each of Jindal Premium Connections Pvt. Ltd. *	17,596,380	449.49	-	-
USD 1/- each of Discovery Oil And Mines Pte. Ltd.	200,000	118.55	200,000	118.55
AED 1,000/- each Internovia Natural Resource FZ LLC.	5	0.80	5	0.80
<b>4% Perpetual Cumulative Preference Shares of Subsidiary Companies</b>				
USD 1/- each of Discovery Oil And Mines Pte. Ltd.	5,900,000	3,938.96	5,900,000	3,938.96
USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	66,630,000	44,123.55	50,230,000	33,610.83
<b>Investments at Amortised Cost</b>				
<b>Debentures</b>				
₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.		-		122.89
<b>Bonds</b>				
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	10	100.00	10	100.00
<b>Others</b>				
Religare Credit Opportunities Fund Scheme I (RCOF)		220.70		837.29
<b>Other Investments at Fair Value through P&amp;L (FVTPL)</b>		<b>142.48</b>		<b>62.04</b>
<b>Investments measured at Fair Value Through Profit &amp; Loss</b>				
<b>Quoted</b>				
<b>Equity Shares</b>				
₹ 10/- each of Coal India Ltd.	15,016	42.54	15,016	43.94
₹ 5/- each of ISMT Ltd.	1,445,000	130.77	1,445,000	180.63



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

	As At 31.03.2018		As At 31.03.2017	
	Number of Shares / Units	(₹ in lakhs)	Number of Shares / Units	(₹ in lakhs)
₹ 10/- each of Jindal South West Holding Ltd.	-	-	14,923	228.20
₹ 10/- each of JSW Energy Ltd.	360,000	262.08	194,875	122.19
₹ 10/- each of Videocon Industries Ltd.	46,018	6.01	46,018	47.65
₹ 10/- each of Monnet Ispat & Energy Ltd.	-	-	499,977	170.49
₹ 5/- each of Welspun Corp Ltd.	-	-	11,662	9.63
₹ 5/- each of Jindal Drilling & Industries Ltd.	92,000	136.11	92,000	152.77
		<b>51,583.09</b>		<b>41,657.91</b>

### II. Current

#### Quoted

#### Investments measured at Fair Value Through Profit & Loss

#### Mutual Funds

Aditya Sun Life Floating Rate Fund - Short Term Plan - Growth	267,755	618.71	1,099,396	2,377.31
Aditya Birla Sun Life Cash Plus - Growth	720,789	2,005.48	-	-
Baroda Pioneer Liquid Fund - Plan A - Growth	95,823	1,906.25	26,936	501.73
Franklin India Low Duration Fund - Growth	6,526,222	1,303.65	6,526,222	1,204.93
Franklin India Treasury Management Account - Super Institutional - Growth	161,405	4,179.39	213,609	5,182.26
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	9,120,176	1,183.84
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	4,543.35
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	39,134,312	5,062.69
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	4,550,708	590.99
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	1,823,021	236.50
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	39,174,243	5,097.94
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	-	-	15,000,000	1,939.31
HSBC Low Duration Fund - Growth	3,250,843	496.04	3,250,843	466.72
ICICI Prudential Savings Fund - Growth	-	-	208,797	510.60
IDBI Liquid Fund - Regular - Bonus Plan - Growth	-	-	49,766	647.22
Kotak FMP Series 136 - Growth	-	-	20,000,000	2,594.22
Kotak Low Duration Fund - Direct - Growth	-	-	24,723	502.02
L&T Floating Rate Fund - Growth	-	-	2,307,867	368.94
L&T Triple Ace Bond Fund - Bonus - Original - Growth	-	-	1,607,459	252.13
Religare Invesco India Ultra Short Term Fund - Bonus	89,800	1,196.67	89,800	1,123.46
SBI Magnum Insta Cash Fund - Regular Plan - Growth	-	-	20,927	750.46
UTI Liquid Cash Plan - Institutional - Growth	-	-	28,249	750.48
HDFC Liquid Fund - Regular Plan - Growth	167,871	5,725.33	-	-
		<b>17,431.52</b>		<b>35,887.10</b>
Aggregate amount of Quoted Investment		<b>18,009.03</b>		<b>36,842.60</b>
Market Value of Quoted Investment		<b>18,009.03</b>		<b>36,842.60</b>
Aggregate amount of Unquoted Investment		<b>51,005.58</b>		<b>40,702.41</b>

\* During the year the company had acquired shares of Jindal Premium Connections Pvt. Ltd. and now it has become 100% subsidiary. (previously it was an associate company).




**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.3</b>		
<b>Loans</b>		
<b>(Unsecured, Considered good)</b>		
<b>Non-Current</b>		
Loan to Related Parties (Refer Note No. 2.42)	582.59	653.07
Others	52.98	48.61
	<u>635.57</u>	<u>701.68</u>
<b>Current</b>		
Loan to Related Parties (Refer Note No. 2.42)	24,573.96	21,663.19
Others	18,866.95	13,281.24
	<u>43,440.91</u>	<u>34,944.43</u>
<b>Note : 2.4</b>		
<b>Other Financial Assets</b>		
<b>Non-Current</b>		
Fixed Deposit	110.02	38.19
Security Deposits	290.09	290.09
	<u>400.11</u>	<u>328.28</u>
<b>Current</b>		
Fixed Deposit	368.10	424.47
Security Deposits	316.41	319.50
Other Assets	2,120.02	2,344.91
Interest Accrued but not Due	159.27	78.98
	<u>2,963.80</u>	<u>3,167.86</u>
(Fixed Deposits includes ₹ 359.70 Lakhs (Previous Year ₹ 359.70 Lakhs) as margin money with appropriate authority).		
<b>Note : 2.5</b>		
<b>Other Assets</b>		
<b>Non - Current</b>		
i Capital Advances	1,766.12	2,277.91
ii Other Assets (excluding above)	1.93	1.82
	<u>1,768.05</u>	<u>2,279.73</u>
<b>Current</b>		
i Advance to Suppliers	695.63	322.62
ii Advances other than Supplier Advances:		
- Mega Project Incentive Recoverable	323.02	122.55
iii Other Assets (excluding above)	7,503.80	2,744.09
	<u>8,522.45</u>	<u>3,189.26</u>


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	<b>As At 31.03.2018 (₹ in lakhs)</b>	<b>As At 31.03.2017 (₹ in lakhs)</b>
<b>Note : 2.6</b>		
<b>Inventories</b>		
(As Verified Valued and Certified by the Management)		
Raw Material including Material in Transit	<b>24,888.76</b>	25,290.62
Finished Goods	<b>12,534.53</b>	11,423.58
Work - in - Process	<b>8,991.66</b>	6,774.56
Scrap	<b>368.93</b>	277.72
Stores & Spares	<b>4,089.29</b>	4,654.52
	<b>50,873.17</b>	48,421.00
<b>Note : 2.7</b>		
<b>Trade Receivables</b>		
(Unsecured, Considered good)		
<b>Current</b>		
Related Parties	<b>556.33</b>	633.75
Others	<b>39,743.49</b>	30,325.58
Less: Doubtful Debts	<b>272.66</b>	96.84
	<b>40,027.16</b>	30,862.49
<b>Note : 2.8</b>		
<b>Cash and Cash Equivalents</b>		
Cash in hand	<b>12.62</b>	14.11
Balances with Scheduled Banks:		
Current Accounts	<b>696.79</b>	293.92
	<b>709.41</b>	308.03
<b>Note : 2.9</b>		
<b>Bank balances other than Cash and Cash Equivalents</b>		
Unclaimed Dividend Accounts	<b>264.82</b>	267.64
	<b>264.82</b>	267.64
<b>Note : 2.10</b>		
<b>Current Tax Assets (Net)</b>		
Income Tax ( Net of Provisions)	-	7.95
	-	7.95



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note: 2.11

#### a) Authorised Share Capital

Particulars	Equity Shares		Preference Shares	
	Nos	(₹ in lakhs)	Nos	(₹ in lakhs)
As At 31-03-2016	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
As At 31-03-2017	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
<b>As At 31-03-2018</b>	<b>80,000,000</b>	<b>4,000.00</b>	<b>20,000,000</b>	<b>2,000.00</b>

#### Terms / Rights attached to Equity Share

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

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

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

#### b) Issued Equity Capital

Particulars	Equity Shares	
	Nos	(₹ in lakhs)
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2017	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2018</b>	<b>66,999,626</b>	<b>3,349.98</b>

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

Name of the Shareholder	As At 31-03-2018		As At 31-03-2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Global Jindal Fin-Invest Ltd.	5,424,944	8.10%	5,424,944	8.10%
Brahmadev Holding & Trading Ltd.	5,755,492	8.59%	5,758,992	8.60%
Stable Trading Company Ltd.	11,577,044	17.28%	11,277,044	16.83%
Odd & Even Trades & Finance Ltd.	11,688,500	17.45%	11,690,000	17.45%

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

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


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.12</b>		
<b>Other Equity</b>		
Capital Redemption Reserve	1,617.82	1,617.82
Securities Premium	25,827.24	25,827.24
Capital Investment Subsidy	25.00	25.00
Capital Reserve	166.53	166.53
<b>Retained Earning:</b>		
At the Beginning of the Year	250,278.31	237,742.35
Add : Profit for the Year	19,842.57	14,551.94
Less : Dividend paid on Equity Shares	3,349.98	1,674.99
Less : Tax paid on Dividend	681.98	340.99
	<u>266,088.92</u>	<u>250,278.31</u>
<b>Other Comprehensive Income (OCI):</b>		
At the Beginning of the Year	18.94	36.12
Add : During the Year Actuarial Gain Net of Tax	40.74	(17.18)
	<u>59.68</u>	<u>18.94</u>
	<u>293,785.19</u>	<u>277,933.84</u>
<b>Note : 2.13</b>		
<b>Borrowings</b>		
<b>Non-Current</b>		
<b>Unsecured</b>		
Term Loan from Banks	559.82	1,120.00
	<u>559.82</u>	<u>1,120.00</u>
<b>Current</b>		
<b>Unsecured</b>		
Loans repayable on demand from banks	291.35	151.23
Current Maturity of Borrowings from Banks	682.67	480.00
	<u>974.02</u>	<u>631.23</u>
<b>Note : 2.14</b>		
<b>Trade Payables</b>		
<b>Current</b>		
Micro , Small & Medium Enterprises	10.03	25.67
Related Parties	274.00	407.84
Others	12,740.15	13,418.57
	<u>13,024.18</u>	<u>13,852.08</u>


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.15</b>		
<b>Other Financial Liabilities</b>		
<b>Non-Current</b>		
Deferred Sales Tax	882.70	1,562.94
Security Deposit	152.76	108.76
	<u>1,035.46</u>	<u>1,671.70</u>
<b>Current</b>		
Deferred Sales Tax	943.96	947.72
Interest accrued on Term Loan	9.39	11.55
Unpaid Dividend	264.82	267.64
	<u>1,218.17</u>	<u>1,226.91</u>

Deferred Sales Tax is discounted at 8.70% p.a. to arrive at fair value.

**Note : 2.16**  
**Deferred Revenue**

<b>Non-Current</b>		
At the Beginning of the Year	107.10	99.04
Add : Additions during the year	344.20	13.42
Less : Reduction during the year	22.57	5.36
	<u>428.73</u>	<u>107.10</u>

**Note : 2.17**  
**Deferred Tax Liabilities (Net)**

**The movement on the deferred tax account is as follows:**

At the beginning of the year	23,555.50	24,138.97
Charge/(credit) to Statement of Profit and Loss (Refer Note No. 2.51)	2,121.00	(583.47)
At the end of year	<u>25,676.50</u>	<u>23,555.50</u>

Component of Deferred tax liabilities / (asset)	As At 31.03.2017 (₹ in lakhs)	Charged/(credit) to Profit or Loss (₹ in lakhs)	As At 31.03.2018 (₹ in lakhs)
<b>Deferred tax liabilities / (asset) in relation to:</b>			
Property, Plant and Equipment	24,836.00	1,846.99	26,682.99
Financial Assets	(1,423.12)	399.35	(1,023.77)
Provisions	142.62	(125.34)	17.28
	<u>23,555.50</u>	<u>2,121.00</u>	<u>25,676.50</u>


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.18</b>		
<b>Other Current Liabilities</b>		
Statutory Dues	212.53	1,625.88
Payable to Employees	942.69	883.32
Advance from Customers	837.71	1,374.03
	<u>1,992.93</u>	<u>3,883.23</u>
<b>Note : 2.19</b>		
<b>Current Tax Liabilities (Net)</b>	2,276.35	-
	<u>2,276.35</u>	<u>-</u>
<b>Note : 2.20</b>		
<b>Provisions</b>		
Provision for Expenses	1,147.71	1,137.52
	<u>1,147.71</u>	<u>1,137.52</u>
	<b>Year Ended 31.03.2018 (₹ in lakhs)</b>	<b>Year Ended 31.03.2017 (₹ in lakhs)</b>
<b>Note : 2.21</b>		
<b>Revenue From Operations</b>		
<b>Sale of Products:</b>		
Manufacturing	209,115.81	153,148.67
Scrap	6,178.47	3,211.02
Export Incentives	577.48	518.61
Income from Services	177.68	113.19
	<u>216,049.44</u>	<u>156,991.49</u>
<b>Note ; 2.22</b>		
<b>Other Income</b>		
<b>Fair Value through P&amp;L:</b>		
Equity Share	(85.85)	190.89
Mutual Fund	840.98	2,336.86
<b>EIR Amortization FVTPL:</b>		
Interest Income	46.33	293.35
Deferred Income	22.57	5.36
Dividend Received	3.91	71.43
Interest Income	2,984.73	3,271.78
Profit on Sale of Investments designated thru FVTPL	588.45	814.27
Foreign Exchange Fluctuation (Net)	777.44	42.78
Rent Income	62.69	61.38
Non Operating Income	1,492.14	1,409.74
Profit / (Loss) on Sale of Tangible Fixed Assets (Net)	(3.68)	2.81
	<u>6,729.71</u>	<u>8,500.65</u>




**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>Note : 2.23</b>		
<b>Cost of Materials Consumed</b>		
Opening Stock	17,082.67	20,058.97
Add: Purchase (Including Direct Expenses)	145,385.25	88,307.40
	<u>162,467.92</u>	<u>108,366.37</u>
Less : Closing Stock	19,301.91	17,082.67
	<u>143,166.01</u>	<u>91,283.70</u>
Trading Purchases	1,377.82	-
<b>Note : 2.24</b>		
<b>Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade</b>		
<b>Closing Stock:</b>		
Finished Goods	12,534.53	11,423.58
Work - in - Process	8,991.66	6,774.56
Scrap	368.93	277.72
	<u>21,895.12</u>	<u>18,475.86</u>
<b>Opening Stock:</b>		
Finished Goods	11,423.58	13,332.55
Work - in - Process	6,774.56	5,865.91
Scrap	277.72	252.50
	<u>18,475.86</u>	<u>19,450.96</u>
Excise Duty on Differential Stock of Finished Goods	(1,258.98)	(171.97)
	<u>(4,678.24)</u>	<u>803.13</u>
<b>Note : 2.25</b>		
<b>Employee Benefit Expenses</b>		
Salary, Wages & Other Allowances	5,867.47	4,996.96
Contribution to PF & Other Funds	243.09	183.43
Staff Welfare Expenses	92.24	69.05
	<u>6,202.80</u>	<u>5,249.44</u>
<b>Note : 2.26</b>		
<b>Finance Costs</b>		
Interest on Term Loan	114.83	54.39
Interest Charges	305.55	209.08
Foreign Exchange Fluctuation Loss	31.46	376.89
Bank Charges & Commission	107.38	54.38
<b>EIR Amortization FVTPL:</b>		
Interest Expense	46.33	38.89
Financial liabilities measured at amortised Cost	263.71	298.04
	<u>869.26</u>	<u>1,031.67</u>


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>Note : 2.27</b>		
<b>Other Expenses</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	11,269.91	6,525.57
Power & Fuel	16,819.14	10,811.39
Water Charges	63.62	51.92
Repair & Maintenance (Plant & Machinery)	1,422.00	576.91
Repair & Maintenance (Building)	37.91	41.07
Job Work Charges	1,088.84	1,155.13
	<b>30,701.42</b>	<b>19,161.99</b>
<b>Administrative Expenses:</b>		
Rent	315.18	262.31
Rates & Taxes	105.01	85.42
Telephone & Communication Expenses	88.62	85.17
Printing & Stationery	54.65	34.96
<b>Travelling &amp; Conveyance:</b>		
- Directors	72.15	71.55
- Others	438.57	279.61
Vehicle Upkeep & Maintenance	219.08	169.12
Directors' Fee	11.48	9.98
Insurance	80.12	48.17
Staff Recruitment & Training Expenses	27.13	11.91
Repair & Maintenance (Others)	832.64	373.93
Legal & Professional Charges	254.79	354.13
Corporate Social Responsibilities	302.12	226.37
Fees & Subscription	130.43	86.90
Electricity Charges	76.47	72.35
<b>Auditors' Remuneration :</b>		
- Audit Fee	10.00	10.00
- Tax Audit Fee	2.00	2.00
- Company Law Matter / Others	0.59	3.21
Internal Audit Fees	12.01	11.57
Cost Audit Fees	1.30	1.00
General Expenses	194.42	188.80
	<b>3,228.76</b>	<b>2,388.46</b>
<b>Selling &amp; Distribution Expenses:</b>		
Tender Fee	19.34	15.61
Advertisement & Business Promotion	133.59	168.20
Freight Outward & Claims (Net)	2,073.87	1,659.56
Testing & Inspection charges	77.36	54.65
	<b>2,304.16</b>	<b>1,898.02</b>
	<b>36,234.34</b>	<b>23,448.47</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 2.28 Contingent Liabilities

Particulars	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
a) Letter of Credit	6,826.57	6,355.55
b) Guarantees & SBLC: Bank & Others	176,842.80	210,119.47
c) Sales Tax Demand under Appeal	4.65	4.65
d) Income Tax Demand under Appeal	160.56	438.38
e) Excise Duty Demand under Appeal	309.93	312.70
f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 Lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 Lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.		

**2.29** The Company had pledged 4,500,000 equity shares of USD 1/- each held in Jindal Pipes (Singapore) Pte. Ltd. in favour of Standard Chartered Bank (Hong Kong) Limited acting as security agent towards loan availed by associate company, Jindal Pipes (Singapore) Pte. Ltd. Further, the Company has also pledged amount invested in mutual fund amounting to ₹ 13,519.78 Lakhs in favour of Axis Bank Ltd, Singapore acting as security agent towards loan availed by associate company, Star Drilling Pte. Ltd.

**2.30** 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 ₹ 201.21 Lakhs (Previous Year ₹ 289.23 Lakhs) and for this the company is under an obligation to export goods amounting to ₹ 1,207.26 Lakhs (Previous Year ₹ 2,313.88 Lakhs), within a period of eight years, commencing from the date of issue of licenses. The company has, however, fulfilled, the export obligation till date to the extent of ₹ Nil (Previous Year ₹ 2,313.88 Lakhs), for which the LUTs are to be discharged.

Pending fulfillment of such future export obligations entails Custom Department a right to enforce the LUT executed by us to the extent of ₹ 1,207.26 Lakhs (Previous Year ₹ 2,313.88 Lakhs).

**2.31** Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ 480.46 Lakhs (Previous Year ₹ 4,823.65 Lakhs).

**2.32** 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.

Now In accordance with Ind AS 20 (Government Grants), Subsidy has been classified as Deferred Liability and would be recognised in statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

During the year company recognised ₹ 344.20 Lakhs ( Previous Year ₹ 13.42 Lakhs) as deferred revenue & ₹ 22.57 Lakhs ( Previous Year ₹ 5.36 Lakhs) had been transferred to Profit & Loss account.

**2.33** Dividend income on perpetual preference shares have not been considered as dividend is not declared.

**2.34** The company owes ₹ 6.70 Lakhs (Previous Year ₹ 9.62 Lakhs) to Micro and Small Enterprises which are outstanding for more than 45 days as at 31st March, 2018. 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.

**2.35** The Company has incurred an expenditure of ₹ 302.12 Lakhs (Previous Year ₹ 226.37 Lakhs ) towards promoting education, health care, eradication of hunger and malnutrition. These expenditures are covered under various schemes of Corporate Social Responsibility as prescribed under section 135 of Companies Act, 2013.

Gross amount required to be spent during the year  
Amount Spent during the year

₹ 301 Lakhs  
₹ 302 Lakhs

**2.36** 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.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

- 2.37** a) The factors considered in the Company's assessment that the carrying amounts of the investments and the loans and advances to certain subsidiaries, Associates and a joint venture are recoverable and that no loss allowance is required against the financial guarantees of ₹ 150,297.25 Lakhs.
- b) Due to non availability of financial statements of Gondkhari Coal Mining Ltd.(J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgement, we had made provision for diminishing in Investment.

### **2.38 Pre-operative expenses forming part of Capital - Work - in Progress consists of :**

(₹ in lakhs)

Particulars	As At 31.03.2018	As At 31.03.2017
Amount Brought Forward from Last Year	61.51	8.00
Addition During the Year	-	53.51
Amount Capitalised/ Adjusted During the Year	61.51	-
Closing Balance	-	61.51
Represented By:		
Miscellaneous Expenses	-	48.00
Registration Fees	-	11.50
Bank Charges	-	2.01
Total	-	61.51

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

### **Disclosure as per Ind AS 19 "Employee Benefits":**

#### **i) Expenses recognised during the year (Under the head "Employee Benefit Expenses")**

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Current Service Cost	99.11	110.97	21.04	113.62
Interest Cost	74.70	60.71	15.33	10.60
Expected return on plan assets	(55.75)	(48.02)	-	-
Actuarial (gain) / loss recognised in the period	-	-	(42.77)	(62.36)
Net Cost	118.06	123.66	(6.40)	61.86

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Fair value of plan assets as at 31st March	826.90	723.36	-	-
Present value of obligation as at 31st March	1,094.83	1,002.67	199.38	205.78



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Defined Benefit obligation as at 1st April	1,002.67	886.29	205.78	154.81
Current Service Cost	99.11	110.97	21.04	113.62
Interest Cost	74.70	60.71	15.33	10.60
Actuarial (gain)/loss on obligation	(64.52)	39.84	(42.77)	(62.36)
Benefit paid	(17.13)	(95.14)	-	(10.89)
Defined Benefit obligation as at 31st March	1,094.83	1,002.67	199.38	205.78

### iv) Other Comprehensive Income (OCI)

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Actuarial (gain) / loss for the year	(64.52)	39.84
Return on Plan Assets Excluding amount Included in net interest on net Defined Liability/(Assets) above	2.22	(11.09)
Total	(62.30)	28.75

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

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Fair value of plan assets at beginning of the year	723.35	737.73
Expected return on plan assets	55.75	48.02
Actuarial gain / (loss)	(2.22)	11.09
Employer contribution	67.15	21.66
Benefit paid	(17.13)	(95.14)
Fair value of plan assets at year end	826.90	723.36
Actual Return on plan assets	53.53	59.11

### vi) Investment details

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Insurer Managed Funds	826.90	723.36

### vii) Actuarial assumptions

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Discount rate (per annum)	7.45%	6.85%	7.45%	6.85%
Expected rate of return on plan assets (per annum)	8.00%	6.85%	NA	NA
Rate of escalation in salary (per annum)	5.00%	5.00%	5.00%	5.00%



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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

### Defined Contribution Plan

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

(₹ in lakhs)		
Particulars	2017-18	2016-17
Employer's Contribution to Provident & Other Fund	115.80	68.74
Employer's Contribution to Pension Scheme	127.29	114.69

### 2.40 Segment Information

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

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

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

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

### Identification of Segments

#### Primary Segment

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

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

### Segment Information

Segment Revenues, Results and Other Information:

(₹ in lakhs)				
Particulars	Steel Pipes & Tubes	Power - Electricity	Others	Total
Revenue from Operations	213,393 (155,183)	2,656 (1,808)	6,730 (8,501)	222,779 (165,492)
Inter-Segment Sales	- (-)	392 (685)	- (-)	392 (685)
Segment Results	21,952 (13,897)	1,226 (1,204)	6,730 (8,501)	29,908 (23,602)
Finance Costs	869 (1,031)	- (-)	- (-)	869 (1,031)
Profit / (Loss) Before Tax	21,083 (12,866)	1,226 (1,204)	6,730 (8,501)	29,039 (22,571)
Segment Assets	205,126 (189,319)	23,873 (17,049)	116,470 (122,103)	345,469 (328,471)
Segment Liabilities	19,737 (21,116)	645 (2,515)	- (-)	20,382 (23,631)
Un-allocable Liabilities				27,952 (23,556)
Capital Employed				297,135 (281,284)

Previous year figures are in brackets.





## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note : 2.41

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

##### List of Related Parties:

##### a) Joint Venture Companies

Gondkhari Coal Mining Ltd.

Dev Drilling Pte. Ltd.

##### b) Subsidiary Companies

Maharashtra Seamless (Singapore) Pte. Ltd.

Maharashtra Seamless Finance Ltd.

Jindal Premium Connections Pvt. Ltd.\* (w.e.f. 02.06.2017)

Discovery Oil And Mines Pte. Ltd.

##### c) Step Subsidiary Companies\*\*

Internovia Natural Resources FZ LLC

Zircon Drilling Supplies & Trading FZE

##### d) Associate Companies

Jindal Pipes (Singapore) Pte. Ltd.

Star Drilling Pte. Ltd.

##### e) Common Controlled Entity

Jindal Pipes Ltd.

##### f) Key Management Personnel

Shri D.P. Jindal

Shri Saket Jindal

Shri S. K. Singhal

Shri Ashok Soni

Shri D.C. Gupta

##### g) Relatives of Key Management Personnel

Smt. Savita Jindal

Shri Raghav Jindal

Smt. Rachna Jindal

Smt. Shruti Raghav Jindal

Ms. Shreeja Jindal

Ms. Shreepriya Jindal

Ms. Devanshi Jindal

\* During the year the company had acquired shares of Jindal Premium Connections Pvt. Ltd. and now it has become 100% subsidiary (previously it was an associate company).

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

##### Details of transactions during the year are as follows:

		(₹ in lakhs)	
	Particulars	2017-18	2016-17
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	-	302.19
	Subsidiary Companies	142.09	-
	Relatives of Key Management Personnel	0.07	1.14
	Common Controlled Entity	2,466.58	2,034.85
ii)	<b>Sales &amp; Other Services</b>		
	Associate Companies	-	25.43
	Subsidiary Companies	4.27	-
	Common Controlled Entity	609.75	2,037.79


**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

		(₹ in lakhs)	
	Particulars	2017-18	2016-17
iii)	<b>Investment</b>		
	Joint Venture Companies	(2,674.26)	2,674.26
	Subsidiary Companies	10,523.30	37,549.79
iv)	<b>Net Loans/Inter Corporate Deposits given or repaid</b>		
	Joint Venture Companies	-	(2,674.26)
	Subsidiary Companies	2,400.37	(3,913.64)
	Common Controlled Entity	(1,150.00)	325.00
v)	<b>Interest &amp; Guarantee Commission received / receivable</b>		
	Joint Venture Companies	206.61	202.89
	Associate Companies	308.54	342.55
	Subsidiary Companies	768.89	1,063.26
	Common Controlled Entity	443.53	388.08
vi)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	3.00	3.00
vii)	<b>Remuneration &amp; Others</b>		
	Key Management Personnel	462.76	425.32
viii)	<b>Dividend Paid</b>		
	Key Management Personnel	119.00	58.19
	Relatives of Key Management Personnel	24.36	11.46
ix)	<b>Loans / Inter Corporate Deposits (Maximum Outstanding) *</b>		
	Joint Venture Companies	458.48	3,101.85
	Associate Companies	2,634.29	2,953.07
	Subsidiary Companies	16,563.39	37,956.73
	Common Controlled Entity	6,793.70	7,169.43
x)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Joint Venture Companies	40,701.35	68,080.53
	Associate Companies	65,206.55	82,047.44
	Subsidiary Companies	44,389.35	46,845.89
xi)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	-	0.61
xii)	<b>Balance Receivable (including loans if any) at the year end *</b>		
	Joint Venture Companies	513.57	620.55
	Associate Companies	2,738.47	3,715.66
	Subsidiary Companies	19,015.70	14,525.25
	Common Controlled Entity	5,429.11	6,038.17

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

\* Includes effect of change in foreign exchange translation.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note : 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. 2.2 (a) & (b)

#### ii) Loan and Advances given to Related Parties

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2018	31.03.2017	2017-18	2016-17
Jindal Premium Connections Pvt. Ltd. *	225.62	243.46	266.59	266.59
Jindal Pipes (Singapore) Pte. Ltd.	2,634.29	2,625.96	2,634.29	2,686.48
Gondkhari Coal Mining Ltd. **	356.97	409.61	458.48	448.53
Jindal Pipes Ltd.	5,642.87	6,393.70	6,793.70	7,169.43
Internovia Natural Resources FZ LLC	16,296.80	12,643.53	16,296.80	12,935.21
<b>TOTAL</b>	<b>25,156.55</b>	<b>22,316.26</b>	<b>26,449.86</b>	<b>23,506.24</b>

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

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

The Loans on which interest is not charged is discounted at 8.7% p.a.

#### iii) Loan and Advances given to Other Body Corporates

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2018	31.03.2017	2017-18	2016-17
Sudha Apparels Ltd.	12,022.23	6,590.43	12,022.23	6,974.07
Jhanjhari Holdings Pvt. Ltd.	1,623.54	-	1,623.54	1,929.06
Jindal Drilling & Industries Ltd.	3,310.05	1,015.70	3,310.05	9,761.27
Neptune Buildtech Pvt. Ltd.	15.99	53.11	53.11	125.44
Sigma Infrastructure Pvt. Ltd.	-	1,284.00	1,284.00	1,284.00
Leekha Chemicals Pvt Ltd.	52.98	48.61	52.98	48.61
Jindal Global Finance & Investment Ltd.	1,895.14	3,337.76	3,337.76	3,337.76
Swastik Pipe Ltd	-	1,000.24	1,000.24	1,000.24
<b>TOTAL</b>	<b>18,919.93</b>	<b>13,329.85</b>	<b>22,683.91</b>	<b>24,460.45</b>

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

(₹ in lakhs)

Name of Companies	As At 31.03.2018	As At 31.03.2017
Jindal Pipes (Singapore) Pte. Ltd.	10,738.62	15,004.33
Maharashtra Seamless (Singapore) Pte. Ltd.	19,513.23	18,932.87
Internovia Natural Resources FZ LLC	24,876.12	27,913.02
Dev Drilling Pte. Ltd.	40,701.35	68,080.53
Star Drilling Pte. Ltd.	54,467.93	67,043.11

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note : 2.43

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

Particulars	31.03.2018	31.03.2017
Net Profit available for Equity Shareholders (₹ In Lakhs) (a)	19,842.57	14,551.94
Weighted average number of Equity Shares of ₹ 5/- each (b)	66,999,626	66,999,626
Basic / Diluted Earning per Equity Share (₹) (a/b)	29.62	21.72

### Note : 2.44

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

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2018	31.03.2017	2017-18	2016-17
<b>A) Loan and advances in the nature of loan given to Subsidiary/Step Subsidiary, Associate Companies</b>				
Jindal Pipes (Singapore) Pte. Ltd.	2,634.29	2,625.96	2,634.29	2,686.48
Jindal Premium Connections Pvt. Ltd.	225.62	243.46	266.59	266.59
Internovia Natural Resources FZ LLC	16,296.80	12,643.53	16,296.80	12,935.21
Gondkhari Coal Mining Ltd.	356.97	409.61	458.48	448.53
<b>B) Loans and advances in the nature of loans to company in which directors are interested</b>				
Jindal Pipes Ltd.	5,642.87	6,393.70	6,793.70	7,169.43

### Note : 2.45

#### RAW MATERIALS CONSUMED

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Round Billets	117,599.31	68,085.50
HR Coils	22,766.67	21,687.50
Others	2,800.03	1,510.70
<b>Total</b>	<b>143,166.01</b>	<b>91,283.70</b>

### Note : 2.46

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

##### a) RAW MATERIALS CONSUMED

Particulars	Year Ended 31.03.2018		Year Ended 31.03.2017	
	(%)	(₹ in lakhs)	(%)	(₹ in lakhs)
Imported	19.09	27,325.78	10.55	9,626.36
Indigenous	80.91	115,840.23	89.45	81,657.34
<b>Total</b>	<b>100.00</b>	<b>143,166.01</b>	<b>100.00</b>	<b>91,283.70</b>

##### b) STORES & SPARES PARTS CONSUMED

Particulars	Year Ended 31.03.2018		Year Ended 31.03.2017	
	(%)	(₹ in lakhs)	(%)	(₹ in lakhs)
Imported	8.50	957.65	8.61	561.60
Indigenous	91.50	10,312.26	91.39	5,963.97
<b>Total</b>	<b>100.00</b>	<b>11,269.91</b>	<b>100.00</b>	<b>6,525.57</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Note : 2.47

#### CIF VALUE OF IMPORTS

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Raw Materials	27,453.40	6,419.96
Stores & Spares	959.54	587.27
Capital Goods	1,120.26	145.93

### Note : 2.48

#### EXPENDITURE IN FOREIGN CURRENCY

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Travelling	133.08	34.06
Interest	125.96	63.52
Others	52.55	36.13

### Note : 2.49

#### EARNINGS IN FOREIGN CURRENCY

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
FOB Value of Physical / Deemed Exports	57,344.43	8,514.23
Interest	854.82	1,148.37
Others	429.22	485.85

### Note : 2.50

#### Capital Management

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

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2018 and 31.03.2017. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

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

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

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Total Equity as per Balance Sheet (₹ In lakhs) (a)	297,135.17	2,81,283.82
Long Term Debt (₹ In Lakhs) (b)	1,242.49	1,600.00
Debt to Equity Ratio (b/a)	0.004	0.006

### Note : 2.51

#### Taxation

Income Tax expenses recognised in Statement of Profit & Loss Account

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Current Tax	8,606.00	8,460.00
Deferred Tax	2,121.00	(583.47)
Earlier Years	(1,530.47)	142.03
<b>Total income tax expenses recognised</b>	<b>9,196.53</b>	<b>8,018.56</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Profit Before Tax	29,039.10	22,570.50
Applicable Tax Rate	34.608%	34.608%
Computed Tax Expenses	10,050.00	7,811.00
<b>Tax effect of:</b>		
Expenses Disallowed net off Exempted Income	(1,444.00)	1,928.12
Additional allowance net of MAT Credit	-	(1,279.12)
<b>Current Tax Provisions (A)</b>	<b>8,606.00</b>	<b>8,460.00</b>
Incremental Deferred Tax Assets on account of Tangible & Intangible Assets	1,846.99	(915.37)
Incremental Deferred Tax Liability on account of Financial Assets and Other Items	274.01	331.90
<b>Deferred Tax Provision (B)</b>	<b>2,121.00</b>	<b>(583.47)</b>
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>10,727.00</b>	<b>7,876.53</b>
<b>Effective Tax Rate</b>	<b>36.940%</b>	<b>34.897%</b>

### 2.52 Fair value measurement

(₹ in lakhs)

Particulars	31.03.2018				31.03.2017			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets Measured at Amortised Cost</b>								
Loans	43,493.89				34,993.03			
Other financial assets	2,885.79				3,033.49			
Trade receivables	40,027.16				30,862.49			
Cash and cash equivalents	709.41				308.03			
Bank balances other than cash and cash equivalents	264.82				267.64			
Fixed Deposit	478.12				462.66			
Non-current Investments	50,863.10				40,640.37			
<b>Total financial assets at Amortised Cost (A)</b>	<b>138,722.29</b>				<b>110,567.71</b>			
<b>Financial assets Measured at fair value through Profit and Loss</b>								
Loans	582.59		582.59		653.07		653.07	
Non-current Investments	719.99	577.51	142.48		1,017.54	955.50	62.04	
Current Investments	17,431.50	17,431.50			35,887.10	35,887.10		
<b>Total financial assets at fair value through Profit and Loss (B)</b>	<b>18,734.08</b>				<b>37,557.71</b>			
<b>Total financial assets (A+B)</b>	<b>157,456.37</b>				<b>148,125.42</b>			
<b>Measured at Amortised Cost</b>								
Long term Borrowings	559.82				1,120.00			
Short term Borrowings	974.02				631.23			
Trade payables	13,024.18				13,852.08			
Other financial liabilities	2,253.63		1,826.66		2,898.61		2,510.66	
<b>Total financial liabilities carried at Amortised Cost</b>	<b>16,811.65</b>				<b>18,501.92</b>			



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Fair Value Techniques:

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

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

- Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or NAV.
- Interest free loan given/ deferred sales tax is discounted at 8.70% p.a. to arrive at fair.
- All foreign currency loans and liabilities are translated using exchange rate at reporting date

### Fair Value Hierarchy

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

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

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

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

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

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2018 and 31.03.2017.

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
Loan to Jindal Premium Connection Pvt. Ltd.	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Gondkhari Coal Mining Limited	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Deferred Sales Tax	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-

### 2.53 Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to various risk such as market risk, credit risk and liquidity risk etc.

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

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





## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Market risk and sensitivity

#### 1. Foreign Currency Risk and Sensitivity

Foreign Currency Risk is the risk that the present exposure or Future Cash Flows will fluctuate because of changes in foreign currency rates. The company follow natural hedging to the extend of inward and outward of forex exposure and takes forward contracts to minimise the risk of fluctuation in foreign exchange rates for remaining amount. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The following table shows foreign currency exposures in US Dollar & other foreign currencies.

(₹ in lakhs)

Particulars	31st March,2018		31st March,2017	
	USD	Others	USD	Others
Other financial assets	29,669.88	-	23,555.81	-
Less: Trade payables and other financial liabilities	(7,245.69)	(1.45)	(915.31)	(101.11)
Gross Exposure	22,424.19	(1.45)	22,640.50	(101.11)
Less: Forward contracts	(9,383.83)	-	-	-
Net Exposure (In INR)	13,040.36	(1.45)	22,640.50	(101.11)

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign exchange forward contracts.

(₹ in lakhs)

Particulars	Impact on profit before tax			
	31st March,2018		31st March,2017	
	Strengthening	Weakening	Strengthening	Weakening
Effect on account of 1% movement in exchange rates				
USD	130.40	(130.40)	226.41	(226.41)
Others	(0.01)	0.01	(1.01)	1.01

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment

#### 2. Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

The following table demonstrates the impact of borrowing cost on floating rate portion of loans and borrowings are taken

(₹ in lakhs)

Particulars	Effect on Profit Before Tax	
	Interest rate decreased by 50 basis points	Interest rate increased by 50 basis points
For the year ended March 31, 2018	12.31	(12.31)
For the year ended March 31, 2017	4.90	(4.90)

#### 3. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the Company. Credit risk arises from Company's activities in investments, dealing in derivatives and receivables from customers.

The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk across the Company, is actively managed through Letters of Credit, Bank Guarantees, advance payments and security deposits.

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



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

The ageing of trade receivable is as below:

(₹ in lakhs)				
Particular	Neither Due nor impaired	Due up to 6 months	More than 6 months	Total
<b>As At 31st March 2018</b>				
Unsecured	19,780.60	18,886.18	1,633.04	40,299.82
Provision for doubtful receivable				(272.66)
<b>As At 31st March 2017</b>				
Unsecured	17,005.74	12,219.01	1,734.58	30,959.33
Provision for doubtful receivable				(96.84)

### 4. Liquidity risk

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

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

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lakhs)				
Particulars	On demand	Less than 6 month	More than 6 Months	Total
<b>As At 31st March 2018</b>				
Borrowings	291.35	340.92	901.57	1,533.84
Trade payables (Including Buyers Credit)	-	12,283.11	741.07	13,024.18
Other financial liabilities	298.70	960.49	994.44	2,253.63
Total	590.05	13,584.52	2,637.08	16,811.65
<b>As At 31st March 2017</b>				
Borrowings	151.23	160.00	1,440.00	1,751.23
Trade payables (Including Buyers Credit)	-	13,330.47	521.61	13,852.08
Other financial liabilities	291.97	980.43	1,626.21	2,898.61
Total	443.20	14,470.90	3,587.82	18,501.92

**2.54** 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 L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

**For and on Behalf of the Board**

**D.P. JINDAL**

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468

# CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

To the Members of Maharashtra Seamless Limited

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

We have audited the accompanying consolidated Ind AS financial statements of **Maharashtra Seamless Limited** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, signed by us under reference to this report and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

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

### 3) Auditor's Responsibility

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

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

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

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

### 4) Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the un-audited separate financial statements of the subsidiaries, associates and joint ventures referred to in the Other Matters paragraph, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31st March, 2018, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### 5) Emphasis of Matter

- (a) We draw to attention note no.2.37(a) regarding due to non availability of financial statements of Gondkhari Coal Mining Ltd. (J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgment, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Ltd. for the purpose of consolidation, and no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block.
- (b) We draw attention note no. 2.36 to the financial statement regarding Dev Drilling Pte. Ltd and Star Drilling Pte. Ltd have not declared the dividend.

## 6) Other Matters

- a) We did not audit the financial statements of 6 subsidiaries whose financial statements reflect total assets of ₹135,467.70 Lakhs and, total revenue of ₹ 2,645.78 Lakhs, total comprehensive income of ₹ (3,265.52) Lakhs and net cash inflows amounting to ₹ 620.06 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. Further, we did not audit the financial statements of 2 Associates and 1 Joint venture whose financial statements includes Group's share of profit after tax of ₹ 3,394.26 Lakhs for the year ended 31st March 2018, as considered in the consolidated financial statement. These financial statements are unaudited and have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, associates & joint venture and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates and joint venture is based solely on such unaudited financial statements.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on financial statements and other financial information certified by the Management.

- (b) The comparative financial information of the Group including its associates and joint ventures for the year ended 31st March, 2017 prepared in accordance with Indian Accounting Standard (Ind AS), included in these Consolidated Financial Statements, have been audited by the predecessor auditors. The report of the predecessor auditor on the comparative financial information dated 26th May, 2017 expressed an unmodified opinion.

## 7) Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the other auditors on separate financial statements of the subsidiaries and joint venture company, referred in the Other Matters paragraph above, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and joint venture companies, none of the other directors of the Group's companies and its joint venture companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditor's report of the parent, subsidiary companies and joint ventures, which are companies incorporated in India.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint ventures – Refer Note No. 2.35 to the consolidated financial statements.
  - The Group and its joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies and joint venture companies incorporated in India.

For **L B Jha & Co,**  
Chartered Accountants  
Registration No. 301088E

**Satyabrata Pati**  
Partner  
Membership No. 095080

Place: Gurugram  
Date: 24th May, 2018

## **“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT**

To the members of Maharashtra Seamless Limited

### **1) Report on the Internal Financial Control under Clause (i) of Sub – Sections 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated Ind AS financial statement of the Company as of and for the year ended 31st March, 2018, we have audited the internal financial control over financial reporting of Maharashtra Seamless Limited (“The Holding Company”) which is incorporated in India as of that date.

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

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

### **3) Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries and joint ventures which are companies incorporated in India based on our audit. We conducted our audit in accordance with the “Guidance Note” and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and and its joint ventures, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

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

### **5) Inherent Limitations of Internal Financial Control over Financial Reporting**

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

## 6) Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding company (except Subsidiaries incorporated in India whose un-audited financial statements is provided by management for consolidation) has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

Place: Gurugram  
Date: 24th May, 2018

For **L B Jha & Co,**  
Chartered Accountants  
Registration No. 301088E

**Satyabrata Pati**  
Partner  
Membership No. 095080




**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018**

	Note No.	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>A Assets</b>			
<b>I Non - Current Assets</b>			
a Property, Plant and Equipment	2.10 (i)	123,371.84	109,487.21
b Capital Work in Progress	2.10 (iii)	1,740.38	11,902.63
c Other Intangible Assets	2.10 (ii)	13.58	14.86
d Goodwill		124.54	-
e Equity accounted investments (Investments in associates and joint ventures)	2.11 (a)	14,960.86	27,215.40
f Financial Assets:			
i Investments	2.11 (b)	113,743.83	89,840.46
ii Loans	2.12	409.95	578.51
iii Other Financial Assets	2.13	906.29	581.03
g Other Non - Current Assets	2.14	2,101.81	2,279.72
		<u>257,373.08</u>	<u>241,899.82</u>
<b>2 Current Assets</b>			
a Inventories	2.15	50,955.52	48,421.00
b Financial Assets:			
i Investments	2.11 (b)	17,431.52	35,887.10
ii Trade Receivables	2.16	39,769.11	30,862.49
iii Cash and Cash Equivalents	2.17 (i)	1,482.67	444.45
iv Bank balances other than Cash and Cash Equivalents	2.17 (ii)	264.82	267.64
v Loans	2.12	27,144.11	22,300.90
vi Other Financial Assets	2.13	1,154.10	1,977.71
c Other Current Assets	2.14	8,986.10	3,557.30
		<u>147,187.95</u>	<u>143,718.59</u>
<b>TOTAL</b>		<u>404,561.03</u>	<u>385,618.41</u>
<b>B Equity and Liabilities</b>			
<b>I Equity</b>			
a Share Capital	2.26	3,349.98	9,609.06
b Statutory Reserve	2.27	13.34	-
c Other Equity	2.27	289,634.13	265,027.04
		<u>292,997.45</u>	<u>274,636.10</u>
<b>2 Non - Current Liabilities</b>			
a Financial Liabilities:			
i Borrowings	2.18	47,228.96	17,978.04
ii Trade Payables	2.19	529.00	-
iii Other Financial Liabilities (excluding Provisions)	2.20	2,515.09	2,561.44
b Deferred Revenue	2.21	428.73	107.10
c Deferred Tax Liabilities (Net)	2.25	25,676.50	23,555.50
		<u>76,378.28</u>	<u>44,202.08</u>
<b>3 Current Liabilities</b>			
a Financial Liabilities:			
i Borrowings	2.18	15,413.81	46,018.25
ii Trade Payables	2.19	13,008.08	13,917.36
iii Other Financial Liabilities (excluding Provisions)	2.20	1,324.02	1,789.45
b Provisions	2.23	1,160.36	1,141.07
c Current Tax Liabilities (Net)	2.24	2,240.44	8.27
d Other Current Liabilities	2.22	2,038.59	3,905.83
		<u>35,185.30</u>	<u>66,780.23</u>
<b>TOTAL</b>		<u>404,561.03</u>	<u>385,618.41</u>

**Significant Accounting Policies and Notes on Financial Statements**
**2.10-2.49**

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468


**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

	<b>Note No.</b>	<b>Year Ended 31.03.2018 (₹ in lakhs)</b>	<b>Year Ended 31.03.2017 (₹ in lakhs)</b>
<b>I Revenue from Operations</b>	<b>2.28</b>	<b>218,088.85</b>	<b>157,589.96</b>
<b>II Other Income</b>	<b>2.29</b>	<b>6,503.39</b>	<b>7,630.20</b>
<b>III Total Revenue (I + II)</b>		<b>224,592.24</b>	<b>165,220.16</b>
<b>IV Expenses:</b>			
Cost of Material consumed	<b>2.30</b>	<b>144,441.03</b>	91,283.70
Purchases of Stock-in-Trade	<b>2.30</b>	<b>1,377.82</b>	-
Changes in inventories of finished goods, Stock - in - Trade and work - in - progress	<b>2.31</b>	<b>(4,678.24)</b>	803.13
Excise duty on sale of goods		<b>3,122.64</b>	14,167.56
Employee benefits expense	<b>2.32</b>	<b>6,315.61</b>	5,273.12
Depreciation and amortization expense	<b>2.10 (i+ii)</b>	<b>7,622.71</b>	7,095.69
Finance Cost	<b>2.33</b>	<b>4,171.28</b>	3,391.39
Other Expenses	<b>2.34</b>	<b>36,406.29</b>	23,571.77
<b>Total Expenses (IV)</b>		<b>198,779.14</b>	<b>145,586.36</b>
<b>V Profit / (Loss) before share of (Profit) / Loss from investment in associate and Joint venture, exceptional items and tax from continuing operations (III - IV)</b>		<b>25,813.10</b>	19,633.80
<b>VI Share of Profit / ( Loss )of an associate and Joint venture</b>		<b>3,394.26</b>	(1.56)
<b>VII Profit / (Loss) before exceptional items and tax from continuing operations (V + VI)</b>		<b>29,207.36</b>	19,632.24
<b>VIII Exceptional Items</b>		<b>-</b>	-
<b>IX Profit / (Loss) before tax from continuing operations ( VII - VIII)</b>		<b>29,207.36</b>	19,632.24
<b>X Taxes:</b>			
1. Current Tax		<b>8,606.79</b>	8,460.67
2. Adjustment of tax relating to earlier periods		<b>(1,532.92)</b>	173.12
3. Deferred tax		<b>2,121.00</b>	(583.47)
4. MAT Credit		<b>(0.15)</b>	-
Income tax expenses (1 + 2 + 3 + 4)		<b>9,194.72</b>	8,050.32
<b>XI Profit for the year from continuing operations (IX - X)</b>		<b>20,012.64</b>	11,581.92
<b>XII Minority Interest</b>		<b>-</b>	-
<b>XIII Profit / (Loss) from continuing operations (XI - XII)</b>		<b>20,012.64</b>	11,581.92
<b>XIV Other Comprehensive income:</b>			
<b>(a) Other Comprehensive income to be reclassified to profit or loss in subsequent periods:</b>			
Foreign Exchange Translation		<b>(231.76)</b>	535.67
Net Other Comprehensive income to be reclassified to profit or loss in subsequent periods		<b>(231.76)</b>	535.67


**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

	<b>Note No.</b>	<b>Year Ended 31.03.2018 (₹ in lakhs)</b>	<b>Year Ended 31.03.2017 (₹ in lakhs)</b>
<b>(b) Other Comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>			
Actuarial Gain		<b>63.07</b>	28.75
Income tax effect		<b>(21.83)</b>	(9.81)
Net Other Comprehensive income not to be reclassified to profit or loss in subsequent periods		<b>41.24</b>	18.94
<b>Other Comprehensive Income for the year, net of tax (a+b)</b>		<b>(190.52)</b>	554.61
<b>XV Total Comprehensive Income for the Year, Net of Tax (XIII + XIV)</b>		<b>19,822.12</b>	<b>12,136.53</b>
<b>Net Profit Attributable to :</b>			
a) Owners of the Company		<b>21,073.14</b>	12,335.54
b) Non-Controlling Interest		<b>(1,060.50)</b>	(753.62)
<b>Other Comprehensive Income Attributable to:</b>			
a) Owners of the Company		<b>(93.56)</b>	(121.68)
b) Non-Controlling Interest		<b>(96.96)</b>	676.29
<b>Total Comprehensive Income Attributable to</b>			
a) Owners of the Company		<b>20,979.58</b>	12,213.86
b) Non-Controlling Interest		<b>(1,157.46)</b>	(77.33)
<b>XVI Earning Per Share (Basic / Diluted) :</b>			
Earnings Per Equity Share (for Continuing operations)	<b>2.41</b>	<b>31.45</b>	18.41
<b>Significant Accounting Policies and Notes on Financial Statements</b>	<b>2.10-2.49</b>		

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

## A. Equity Capital

Particulars	Equity Shares	
	Nos	(₹ in lakhs)
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2017	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2018</b>	<b>66,999,626</b>	<b>3,349.98</b>

## B. Other Equity

Other Equity

Particulars	Reserves and Surplus										Total Attributable to owners of the Company	Total Attributable to NCI	Grand Total	
	Capital Redemption Reserve	Securities Premium Reserve	Capital Investment Subsidy	Capital Reserve	Statutory Reserve	Retained Earnings			Other Comprehensive Income					
						Attributable to owners of the Company	Attributable to NCI	Total	Attributable to owners of the Company	Attributable to NCI				Total
Balance as at 31 March 2016	1,617.82	25,827.24	25.00	166.53	-	233,857.38	(2,305.22)	231,552.16	(3,599.89)	(641.57)	(4,241.46)	(2,946.79)	254,947.29	
Prior Year Adjustments	-	-	-	-	-	(4.68)	-	(4.68)	-	-	-	-	(4.68)	
Changes during the period	-	-	-	-	-	12,335.54	(753.62)	11,581.92	-	-	-	(753.62)	11,581.92	
Dividend	-	-	-	-	-	(1,674.99)	-	(1,674.99)	-	-	-	-	(1,674.99)	
Dividend Distribution Tax	-	-	-	-	-	(340.99)	-	(340.99)	-	-	-	-	(340.99)	
Other Comprehensive Income (Net of tax)*	-	-	-	-	-	-	-	-	(157.80)	676.29	518.49	676.29	518.49	
Balance as at 31 March 2017	1,617.82	25,827.24	25.00	166.53	-	244,172.26	(3,058.84)	241,113.42	(3,757.69)	34.72	(3,722.97)	(3,024.12)	265,027.04	
Prior Year Adjustments	-	-	-	-	-	8,917.12	-	8,917.12	(86.85)	-	(86.85)	-	8,830.27	
Changes during the period	-	-	-	-	13.34	21,059.80	(1,060.50)	19,999.30	(93.56)	(96.96)	(190.52)	(1,157.46)	19,822.12	
Dividend	-	-	-	-	-	(3,349.98)	-	(3,349.98)	-	-	-	-	(3,349.98)	
Dividend Distribution Tax	-	-	-	-	-	(681.98)	-	(681.98)	-	-	-	-	(681.98)	
Balance as at 31 March 2018	1,617.82	25,827.24	25.00	166.53	13.34	270,117.22	(4,119.34)	265,997.88	(3,938.10)	(62.24)	(4,000.34)	(4,181.58)	289,647.47	

\* Include net movement in Foreign Currency Translation Reserve

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram

Date : 24th May 2018

**For and on Behalf of the Board**

**D.P. JINDAL**

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468

**ASHOK SONI**

CFO

PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424


**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit before Tax including Other Comprehensive Income (not to be reclassified) as per Statement of Profit &amp; Loss</b>	<b>29,248.60</b>	19,651.18
Adjustments for:		
Depreciation and Amortisation	7,622.71	7,095.69
(Profit)/Loss on Sale / Write off of Assets (Net)	(186.33)	(2.81)
Share of (Profit) / Loss of JV & Associates	(3,394.26)	1.56
Finance Costs	4,171.28	3,391.39
Interest Income	(2344.28)	(2,206.42)
Dividend Income	(3.91)	(71.43)
Net Gain on Sale of Investments	(1,343.58)	(3,342.02)
Rental Income	(62.69)	(61.38)
<b>Cash Flow from Operating Activities before Working Capital Changes</b>	<b>33707.54</b>	24,455.76
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(2,508.09)	1,470.44
Trade Receivables and Other Receivables	(10,496.94)	(986.08)
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables and Other Liabilities	(3,063.98)	6,281.28
<b>Cash Flow from Operating Activities after Working Capital Changes</b>	<b>17,638.53</b>	31,221.40
Cash Flow from Extraordinary Items	-	-
<b>Cash Generated from Operations</b>	<b>17,638.53</b>	31,221.40
Net Income Tax (Paid) / Refunds	(8,368.62)	(7,084.71)
<b>Net Cash Flow from / (used in) Operating Activities (A)</b>	<b>9,269.91</b>	24,136.69
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure on Fixed Assets	(10,975.71)	(13,305.95)
Short - Term Loans and Advances	(4,871.20)	7,494.17
Long - Term Loans and Advances	(13.88)	1,217.87
Proceeds from Sale of Fixed Assets	753.18	6.15
Other Investments	(9,626.53)	(31,382.53)
Current Investments		
- Purchased	(7,771.68)	(22,633.84)
- Proceeds from Sale	27,651.59	29,663.48
Purchase of Non Current Investments		
- Associates	-	(2,674.26)
- Others	(116.19)	(364.66)
Proceeds from Sale of Non Current Investments		
- Joint ventures	2,674.26	1.52
- Others	1,152.93	19,530.82
Interest Received	2,299.42	2,206.42
Dividend Received	3.91	71.43
Rental Income	62.69	61.38
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>1,222.79</b>	(10,108.00)


**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long - Term Borrowings	(2,452.93)	2,312.17
Proceeds / (Repayment) of other Short - Term Borrowings	363.04	(10,198.44)
Interest Paid	(3,417.79)	(3,391.39)
Dividend Paid	(3,352.80)	(1,674.99)
Tax on Dividend	(681.98)	(340.99)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>(9,542.46)</b>	<b>(13,293.64)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>950.24</b>	<b>735.05</b>
Foreign Exchange Fluctuation	80.61	(566.61)
Effect of Change in Group Interest	7.37	-
Cash and Cash Equivalents at the Beginning of the Year	444.45	276.01
Cash and Cash Equivalents at the End of the Year	<b>1,482.67</b>	444.45

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram  
Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

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

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### I SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

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

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

The Consolidated Financial Statements comprises of Maharashtra Seamless Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

The Consolidated financial statements are presented in INR and all values are rounded to the nearest INR Lakhs, except when otherwise indicated.

#### B Principles of Consolidation

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

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

#### C Other Significant Accounting Policies

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





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note 2.10 (i) Property, plant & equipment

(₹ in lakhs)

Particulars	Freehold - Land	Leasehold - Land	Land Site & Development	Shed & Building	Plant & Machinery	Office Equipment	Computer	Furniture & Fixtures	Vehicles	Total
<b>Cost / deemed cost</b>										
As At 01-04-2016	4,742.67	1,023.64	1,605.50	38,122.81	124,138.32	562.02	491.73	669.97	840.71	172,197.37
Additions	901.95	-	-	1,571.11	1,785.45	38.34	17.33	67.92	118.58	4,500.68
Sales / Adjustments	-	-	-	-	-	-	-	-	(28.25)	(28.25)
As At 31-03-2017	5,644.62	1,023.64	1,605.50	39,693.92	125,923.77	600.36	509.06	737.89	931.04	176,669.80
Additions	953.67	-	-	1,063.12	18,545.07	72.08	24.00	131.64	348.37	21,137.95
Sales / Adjustments	13.81	-	-	497.82	998.15	4.15	6.27	8.75	(12.97)	1,515.98
Translation Reserve	-	-	-	-	67.93	-	-	-	-	67.93
<b>As At 31-03-2018</b>	<b>6,612.10</b>	<b>1,023.64</b>	<b>1,605.50</b>	<b>41,254.86</b>	<b>145,534.92</b>	<b>676.59</b>	<b>539.33</b>	<b>878.28</b>	<b>1,266.44</b>	<b>199,391.66</b>
<b>Depreciation</b>										
As At 01-04-2016	-	-	-	7,204.49	51,063.75	438.34	437.55	389.40	584.64	60,118.17
For the year	-	-	-	939.25	5,956.29	36.54	15.34	71.70	70.21	7,089.33
Sales / Adjustments	-	-	-	-	-	-	-	-	(24.91)	(24.91)
As At 31-03-2017	-	-	-	8,143.74	57,020.04	474.88	452.89	461.10	629.94	67,182.59
For the year	-	-	-	987.41	6,436.03	34.66	21.35	59.05	82.93	7,621.43
Sales / Adjustments	-	-	-	246.57	943.55	3.95	5.79	7.00	(6.44)	1,200.42
Translation Reserve	-	-	-	-	15.38	-	-	-	-	15.38
<b>As At 31-03-2018</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,377.72</b>	<b>64,415.00</b>	<b>513.49</b>	<b>480.03</b>	<b>527.15</b>	<b>706.43</b>	<b>76,019.82</b>
<b>Net Block</b>										
<b>As At 31-03-2018</b>	<b>6,612.10</b>	<b>1,023.64</b>	<b>1,605.50</b>	<b>31,877.14</b>	<b>81,119.92</b>	<b>163.10</b>	<b>59.30</b>	<b>351.13</b>	<b>560.01</b>	<b>123,371.84</b>
As At 31-03-2017	5,644.62	1,023.64	1,605.50	31,550.18	68,903.73	125.48	56.17	276.79	301.10	109,487.21



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.10 (ii) Intangible Assets

(₹ in lakhs)

Particulars	Software	Total
<b>Cost</b>		
As At 01-04-2016	251.06	251.06
Additions	-	-
As At 31-03-2017	251.06	251.06
Additions	-	-
<b>As At 31-03-2018</b>	<b>251.06</b>	<b>251.06</b>
<b>Amortisation</b>		
As At 01-04-2016	229.84	229.84
For the year	6.36	6.36
As At 31-03-2017	236.20	236.20
For the year	1.28	1.28
<b>As At 31-03-2018</b>	<b>237.48</b>	<b>237.48</b>
<b>Net Block</b>		
<b>As At 31-03-2018</b>	<b>13.58</b>	<b>13.58</b>
As At 31-03-2017	14.86	14.86

### Note : 2.10 (iii) Capital work in progress

(₹ in lakhs)

Particulars	Land	Shed & Building	Plant & Machinery	Preoperative Expenses	Others	Total
<b>Cost</b>						
As At 01-04-2016	35.00	1,515.42	1,493.69	8.00	45.26	3,097.37
Additions	252.80	1,285.50	10,496.10	53.51	6.31	12,094.22
Sales / Adjustments	(35.00)	(1,525.18)	(1,677.21)	-	(51.57)	(3,288.96)
As At 31-03-2017	252.80	1,275.74	10,312.58	61.51	-	11,902.63
Additions	31.29	936.27	1,476.90	-	-	2,444.46
Sales / Adjustments	(284.09)	(1,063.12)	(11,197.99)	(61.51)	-	(12,606.71)
<b>As At 31-03-2018</b>	<b>-</b>	<b>1,148.89</b>	<b>591.49</b>	<b>-</b>	<b>-</b>	<b>1,740.38</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.11 (a)

#### Equity Accounted Investment

Below are the associates and joint ventures of the group as at 31st March 2018. The entities listed below have share capital consisting solely of equity shares & Perpetual Preference Shares, which are held directly by the Company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same of proportion of voting rights held.

(₹ in lakhs)

Name of Companies	Date of Incorporation	Place of Business	Relationship	Accounting Method	Carrying Amount	
					31-Mar-18	31-Mar-17
Jindal Pipes (Singapore) Pte. Ltd	8-Jun-11	Singapore	Associate	Equity Method	14,960.86	11,531.74
Star Drilling Pte. Ltd.	31-Jan-13	Singapore	Associate	Equity Method	-	15,683.66
Dev Drilling Pte. Ltd.	31-Jan-13	Singapore	Joint Venture	Equity Method	-	-
Gondkhari Coal Mining Ltd.	26-Feb-10	India	Joint Venture	Equity Method	-	-
<b>Grand Total</b>					<b>14,960.86</b>	<b>27,215.40</b>

#### A) Joint Venture

##### Summarised financial information for Joint ventures

(₹ in lakhs)

Particulars	Dev Drilling Pte. Ltd.*		Gondkhari Coal Mining Ltd.#	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
	25%	25%	30.30%	30.30%
Non Current Asset	103,329.20	110,925.97	-	-
Current Assets	1,005.45	867.55	-	-
Non Current Liabilities	35,075.03	40,572.75	-	-
Current Liabilities	6,366.29	24,978.40	-	-
Pref. Share Capital / Equity Share Capital	98,558.07	69,756.61	-	-
<b>Net Assets</b>	<b>(35,664.74)</b>	<b>(23,514.24)</b>	<b>-</b>	<b>-</b>
Group's Share of Net Assets	<b>(8,916.19)</b>	<b>(5,878.56)</b>	<b>-</b>	<b>-</b>
Add: Group's Share of Investment at Cost	674.28	3,348.55	-	-
<b>Carrying Amount of Interest in Joint Venture</b>	<b>(8,241.91)</b>	<b>(2,530.01)</b>	<b>-</b>	<b>-</b>
Absorbed with Loans from Holding Company	-	-	-	-
Unabsorbed Losses	8,241.91	2,530.01	-	-
<b>Carrying Amount of Interest in Joint Venture (Net)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### B) Associates

#### Summarised financial information for Associates

(₹ in lakhs)

Particulars	Jindal Pipes Singapore Pte. Ltd.		Star Drilling Pte. Ltd.**		Jindal Premium Connections Pvt. Ltd.*	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
	30%	30%	25.00%	25.00%		49.89%
Non Current Asset	94,583.92	102,198.39	116,376.66	124,764.16	N.A.	390.40
Current Assets	5,790.75	6,169.33	2,091.63	1,763.93		857.05
Non Current Liabilities	2,634.29	29,568.84	42,155.08	52,036.70		1,151.69
Current Liabilities	22,768.18	15,359.84	9,822.57	12,264.83		342.58
Pref. Share Capital / Equity Share Capital	32,522.05	32,419.30	106,916.24	89,850.09		879.82
<b>Net Assets</b>	<b>42,450.15</b>	<b>31,019.74</b>	<b>(40,425.60)</b>	<b>(27,623.53)</b>		<b>(1,126.64)</b>
Group's Share of Net Assets	12,735.05	9,305.93	(10,106.40)	(6,905.89)		(562.08)
Add: Group's Share of Investment at Cost	2,225.81	2,225.81	751.25	22,589.55		438.91
<b>Carrying Amount of Interest in Associates</b>	<b>14,960.86</b>	<b>11,531.74</b>	<b>(9,355.15)</b>	<b>15,683.66</b>		<b>(123.17)</b>
Absorbed with Loans from Holding Company	-	-	-	-		123.17
Unabsorbed Losses	-	-	9,355.15	-		-
<b>Carrying Amount of Interest in Associates (Net)</b>	<b>14,960.86</b>	<b>11,531.74</b>	<b>-</b>	<b>15,683.66</b>		<b>-</b>

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

\* During the year the company had acquired shares of Jindal Premium Connections Pvt. Ltd. and now it has become 100% subsidiary (previously it was an associate company).

\*\* Star Drilling Pte. Ltd. share of losses exceeds its interest in the Associate, the company discontinues recognising its share of further losses as per Ind AS - 28.

As At 31.03.2018		As At 31.03.2017	
Number of Shares / Units	(₹ in lakhs)	Number of Shares / Units	(₹ in lakhs)

#### Note : 2.11 (b)

##### Investments

(Fully paid up unless otherwise specified)

##### 1. Non - Current

##### Un-Quoted

##### Investments at Cost

##### Equity Share of Other Companies

Discovery Drilling Pte. Ltd.	3,812,610	6,362.39	3,812,610	6,362.39
Virtue Drilling Pte. Ltd.	4,661,125	8,016.88	4,661,125	8,016.88
Zamin Amapa Ltd.	32	59,461.26	32	59,461.26
Venus Drilling Pte. Ltd.	201,000	130.74	201,000	130.33

##### Perpetual Preference Shares of Other Company

USD 1/- each of Discovery Oil & Mines Pte. Ltd.	-	-	10,000,000	6,483.86
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##### Perpetual Preference Shares of Associate Company

USD 1/- each of Star Drilling Pte. Ltd.	35,075,000	22,813.96	-	-
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##### Perpetual Preference Shares of Joint Venture Company

USD 1/- each of Dev Drilling (Singapore) Pte Ltd.	24,525,000	15,958.88	11,225,000	7,308.02
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##### Investments at Amortised Cost

##### Debentures

₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.	-	-	-	122.89
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2018		As At 31.03.2017	
	Number of Shares / Units	(₹ in lakhs)	Number of Shares / Units	(₹ in lakhs)
<b>Bonds</b>				
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	10	100.00	10	100.00
<b>Others</b>				
Religare Credit Opportunities Fund Scheme I (RCOF)		220.70		837.29
<b>Other Investments at Fair Value through P&amp;L (FVTPL)</b>		101.51		62.04
<b>Quoted</b>				
<b>Equity Shares</b>				
₹ 10/- each of Coal India Ltd.	15,016	42.54	15,016	43.94
₹ 5/- each of ISMT Ltd.	1,445,000	130.77	1,445,000	180.63
₹ 10/- each of Jindal South West Holding Ltd.	-	-	14,923	228.20
₹ 10/- each of JSW Energy Ltd.	360,000	262.08	194,875	122.19
₹ 10/- each of Videocon Industries Ltd.	46,018	6.01	46,018	47.65
₹ 10/- each of Monnet Ispat & Energy Ltd.	-	-	499,977	170.49
₹ 5/- each of Welspun Corp Ltd.	-	-	11,662	9.63
₹ 5/- each of Jindal Drilling & Industries Ltd.	92,000	136.11	92,000	152.77
		<b>113,743.83</b>		<b>89,840.46</b>
<b>II. Current</b>				
<b>Quoted</b>				
<b>Mutual Funds</b>				
Aditya Sun Life Floating Rate Fund - Short Term Plan - Growth	267,755	618.71	1,099,396	2,377.31
Aditya Birla Sun Life Cash Plus - Growth	720,789	2,005.48	-	-
Baroda Pioneer Liquid Fund - Plan A - Growth	95,823	1,906.25	26,936	501.73
Franklin India Low Duration Fund - Growth	6,526,222	1,303.65	6,526,222	1,204.93
Franklin India Treasury Management Account - Super Institutional - Growth	161,405	4,179.39	213,609	5,182.26
HDFC Liquid Fund - Growth	167,871	5,725.33	-	-
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	-	-	9,120,176	1,183.84
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	-	-	35,000,000	4,543.35
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	-	-	39,134,312	5,062.69
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	-	-	4,550,708	590.99
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	-	-	1,823,021	236.50
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	-	-	39,174,243	5,097.94
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	-	-	15,000,000	1,939.31
HSBC Ultra Short Term Bond Fund - Growth	3,250,843	496.04	3,250,843	466.72
ICICI Prudential Savings Fund - Growth	-	-	208,797	510.60
IDBI Liquid Fund - Regular - Bonus Plan - Growth	-	-	49,766	647.22
Kotak FMP Series 136 - Growth	-	-	20,000,000	2,594.22
Kotak Low Duration Fund - Direct - Growth	-	-	24,723	502.02
L&T Floating Rate Fund - Growth	-	-	2,307,867	368.94
L&T Triple Ace Bond Fund - Bonus - Original - Growth	-	-	1,607,459	252.13
Religare Invesco Ultra Short Term Fund - Bonus	89,800	1,196.67	89,800	1,123.46
SBI Magnum Insta Cash Fund - Regular Plan - Growth	-	-	20,927	750.46
UTI Liquid Cash Plan - Institutional - Growth	-	-	28,249	750.48
		<b>17,431.52</b>		<b>35,887.10</b>
Aggregate Amount of Quoted investments		<b>18,009.03</b>		<b>36,842.60</b>
Market Value of Quoted Investments		<b>18,009.03</b>		<b>36,842.60</b>
Aggregate Amount of Un-Quoted Investments		<b>113,166.32</b>		<b>88,884.96</b>


**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.12</b>		
<b>Loans</b>		
(Unsecured, Considered good)		
<b>Non-Current</b>		
Loan to Related Parties	356.97	529.90
Others	52.98	48.61
	<u>409.95</u>	<u>578.51</u>
<b>Current</b>		
Loan to Related Parties	8,277.16	9,019.66
Others	18,866.95	13,281.24
	<u>27,144.11</u>	<u>22,300.90</u>
<b>Note : 2.13</b>		
<b>Other Financial Assets</b>		
<b>Non-Current</b>		
Fixed Deposit Account	355.32	290.94
Other Assets	244.02	-
Security Deposit	306.95	290.09
	<u>906.29</u>	<u>581.03</u>
<b>Current</b>		
Fixed Deposit	511.38	1,072.85
Other Assets	159.27	463.19
Security Deposit	318.64	321.72
Interest Accrued but not Due	164.81	119.95
	<u>1,154.10</u>	<u>1,977.71</u>
(Fixed Deposits includes ₹ 359.70 Lakhs (Previous Year ₹ 359.70 Lakhs) as margin money with appropriate authority).		
<b>Note : 2.14</b>		
<b>Other Assets</b>		
<b>Non-Current</b>		
i Capital Advances	1,766.12	2,277.91
ii Other Assets (excluding above)	335.69	1.81
	<u>2,101.81</u>	<u>2,279.72</u>
<b>Current</b>		
i Advance to Suppliers	714.27	341.05
ii Advances other than Supplier Advances:		
- Mega Project Incentive Recoverable	323.02	122.55
- MAT Credit Entitlement	2.44	0.58
iii Other Assets (excluding above)	7,946.37	3,093.12
	<u>8,986.10</u>	<u>3,557.30</u>
<b>Note : 2.15</b>		
<b>Inventories</b>		
(As Verified Valued and Certified by the Management)		
Raw Material including Material in Transit	24,945.34	25,290.62
Finished Goods	12,539.86	11,423.58
Work - in - Process	8,991.66	6,774.56
Scrap	368.93	277.72
Stores & Spares	4,109.73	4,654.52
	<u>50,955.52</u>	<u>48,421.00</u>


**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.16</b>		
<b>Trade Receivables</b>		
(Unsecured, Considered good)		
<b>Current</b>		
Related Parties	22.96	633.75
Others	40,018.81	30,325.58
Less: Doubtful Debts	272.66	96.84
	<u>39,769.11</u>	<u>30,862.49</u>
<b>Note : 2.17</b>		
<b>(i) Cash And Cash Equivalents</b>		
Cash in hand	13.84	14.42
Balances with Scheduled Banks:		
Current Accounts	1,468.83	430.03
	<u>1,482.67</u>	<u>444.45</u>
<b>(ii) Bank balances other than Cash and Cash Equivalents</b>		
Unclaimed Dividend Accounts	264.82	267.64
	<u>264.82</u>	<u>267.64</u>
<b>Note : 2.18</b>		
<b>Borrowings</b>		
<b>Non-Current</b>		
<b>Unsecured</b>		
Term Loan from Banks	559.82	1,120.00
Long Term Loan from other parties	11,057.50	11,022.56
<b>Secured *</b>		
Loans repayable on demand from Banks	35,611.64	5,835.48
	<u>47,228.96</u>	<u>17,978.04</u>
<b>Current</b>		
<b>Unsecured</b>		
Loans repayable on demand from banks	291.35	151.23
Current Maturity of Non- Current Borrowings from Banks	682.67	480.00
Loans repayable on demand from Others	6,471.89	5,835.47
<b>Secured *</b>		
Loans repayable on demand from Banks	7,967.90	39,551.55
	<u>15,413.81</u>	<u>46,018.25</u>

**\* Secured Loan:**
**Loan I**

The Secured loan of ₹ 19,513.22 Lakhs was obtained by Maharashtra Seamless (Singapore) Pte. Ltd. in March 2018 to refinance the existing loans with a maximum tenure of 24 months and interest is charged at 6 months LIBOR + 200 basis points payable 6 months in arrears. The loan is secured by a corporate guarantee from the holding company who has given a standby letter of credit to the lender. The average interest rate is about 4.25% per annum payable in half yearly rests.

The loan is fully repayable by March 2020

The loan are secured by:

Corporate guarantee from the holding company; which has conditions attached such that this cannot be revoked.

**Loan II**

The Secured loan of ₹ 24,066.32 Lakhs was obtained by Internovia Natural Resources FZ LLC is secured by corporate guarantee from holding company.




**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.19</b>		
<b>Trade Payables</b>		
<b>Non-Current</b>		
Others	529.00	-
	<u>529.00</u>	<u>-</u>
<b>Current</b>		
Micro , Small & Medium Enterprises	10.03	25.67
Related Parties	236.72	407.84
Others	12,761.33	13,483.85
	<u>13,008.08</u>	<u>13,917.36</u>
<b>Note : 2.20</b>		
<b>Other Financial Liabilities</b>		
<b>Non-Current</b>		
Deferred Sales Tax	882.70	1,562.94
Security Deposit	153.42	108.76
Accrued interest on Other Loan	1,478.97	889.74
	<u>2,515.09</u>	<u>2,561.44</u>
<b>Current</b>		
Deferred Sales Tax	943.96	947.72
Interest accrued on Term Loan / Bank Loan	9.39	468.57
Unpaid Dividend	264.82	267.64
Proposed Dividend	105.85	105.52
	<u>1,324.02</u>	<u>1,789.45</u>
Deferred Sales Tax is discounted at 8.70% p.a. to arrive at fair value.		
<b>Note : 2.21</b>		
<b>Deferred Revenue</b>		
<b>Non-Current</b>		
At the Beginning of the Year	107.10	99.04
Add : Additions during the year	344.20	13.42
Less : Reduction during the year	22.57	5.36
	<u>428.73</u>	<u>107.10</u>
<b>Note : 2.22</b>		
<b>Other Current Liabilities</b>		
Statutory Dues	242.89	1,645.17
Payable to Employees	950.34	884.72
Advance from Customers	837.71	1,374.03
Other Payables	7.65	1.91
	<u>2,038.59</u>	<u>3,905.83</u>
<b>Note : 2.23</b>		
<b>Provisions</b>		
<b>Current</b>		
Provision for Expenses	1,160.36	1,141.07
	<u>1,160.36</u>	<u>1,141.07</u>
<b>Note : 2.24</b>		
<b>Current Tax Liabilities (Net)</b>	2,240.44	8.27
	<u>2,240.44</u>	<u>8.27</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	<b>As At 31.03.2018 (₹ in lakhs)</b>	<b>As At 31.03.2017 (₹ in lakhs)</b>
<b>Note : 2.25</b>		
<b>Deferred Tax Liabilities (Net)</b>		
<b>The movement on the deferred tax account is as follows:</b>		
At the start of the year	<b>23,555.50</b>	24,138.97
Charge/(credit) to Statement of Profit and Loss (Refer Note 2.46)	<b>2,121.00</b>	(583.47)
At the end of year	<b>25,676.50</b>	23,555.50

<b>Component of Deferred tax liabilities / (assets)</b>	<b>As At 31.03.2017 (₹ in lakhs)</b>	<b>Charged/(credit) to Profit or Loss (₹ in lakhs)</b>	<b>As At 31.03.2018 (₹ in lakhs)</b>
<b>Deferred tax liabilities / (asset) in relation to:</b>			
Property, plant and equipment	24,836.00	1,846.99	<b>26,682.99</b>
Financial assets	(1,423.12)	399.35	<b>(1,023.77)</b>
Provisions	142.62	(125.34)	<b>17.28</b>
	<b>23,555.50</b>	<b>2,121.00</b>	<b>25,676.50</b>

### Note: 2.26

#### a) Authorised Share Capital

Particulars	Equity Shares		Preference Shares	
	Nos	(₹ in lakhs)	Nos	(₹ in lakhs)
As At 31-03-2016	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
As At 31-03-2017	80,000,000	4,000.00	20,000,000	2,000.00
Increase / (Decrease) during the year	-	-	-	-
<b>As At 31-03-2018</b>	<b>80,000,000</b>	<b>4,000.00</b>	<b>20,000,000</b>	<b>2,000.00</b>

#### Terms / Rights attached to Equity Share

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

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

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

#### b) Issued Equity Capital

Particulars	Equity Shares	
	Nos	(₹ in lakhs)
As At 31-03-2016	66,999,626	3,349.98
Changes during the period	-	-
As At 31-03-2017	66,999,626	3,349.98
Changes during the period	-	-
<b>As At 31-03-2018</b>	<b>66,999,626</b>	<b>3,349.98</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

Name of the Shareholder	As At 31-03-2018		As At 31-03-2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Global Jindal Fin-Invest Ltd.	5,424,944	8.10%	5,424,944	8.10%
Brahmadev Holding & Trading Ltd.	5,755,492	8.59%	5,758,992	8.60%
Stable Trading Company Ltd.	11,577,044	17.28%	11,277,044	16.83%
Odd & Even Trades & Finance Ltd.	11,688,500	17.45%	11,690,000	17.45%

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

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

	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
<b>Note : 2.27</b>		
<b>Other Equity</b>		
Capital Redemption Reserve	1,617.82	1,617.82
Securities Premium	25,827.24	25,827.24
Capital Investment Subsidy	25.00	25.00
Capital Reserve	166.53	166.53
<b>Retained Earnings:</b>		
As per Last Balance Sheet	241,113.42	231,552.16
Add: Reinstatement of Reserve / Profit & Loss of Previous Year	8,917.12	(4.68)
Add : Profit for the Year	21,059.80	12,335.54
Add: Non-Controlling Interest	(1,060.50)	(753.62)
Less : Dividend paid on Equity Shares	3,349.98	1,674.99
Less : Tax on Proposed Dividend	681.98	340.99
	<b>265,997.88</b>	<b>241,113.42</b>
<b>Statutory Reserve:</b>		
As per Last Balance Sheet	-	-
Add: During the Year	13.34	-
	<b>13.34</b>	<b>-</b>
<b>Other Comprehensive Reserve:</b>		
As per Last Balance Sheet	(3,722.97)	(4,241.46)
Add: Reinstatement of Reserve / Profit & Loss of Previous Year	(86.85)	-
Add: Other Comprehensive Income During the Year	(93.56)	(157.80)
Add: Non-Controlling Interest	(96.96)	676.29
	<b>(4,000.34)</b>	<b>(3,722.97)</b>
	<b>289,647.47</b>	<b>265,027.04</b>


**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>Note : 2.28</b>		
<b>Revenue From Operations</b>		
<b>Sale of Products:</b>		
Manufacturing	210,562.64	153,148.67
Scrap	6,178.46	3,211.02
Export Incentives	577.48	518.61
Income from Services	770.27	711.66
	<u>218,088.85</u>	<u>157,589.96</u>
<b>Note : 2.29</b>		
<b>Other Income</b>		
<b>Fair Value through P&amp;L:</b>		
- Equity Share	(85.85)	190.89
- Mutual Fund	840.98	2,336.86
<b>EIR Amortization FVTPL:</b>		
- Interest Free Loan	46.33	293.35
- Deferred Income	22.57	5.36
Dividend Received	3.91	71.43
Interest Income	2,344.28	2,428.80
Profit on Sale of Investments designated through FVTPL	588.45	814.27
Foreign Exchange Fluctuation (Net)	711.97	40.75
Rent Received	62.69	61.38
Non Operating Income	1,781.73	1,384.30
Profit on Sale of Tangible Fixed Assets (Net)	186.33	2.81
	<u>6,503.39</u>	<u>7,630.20</u>
<b>Note : 2.30</b>		
<b>Cost of Materials Consumed</b>		
Opening Stock	17,082.67	20,058.97
Add: Purchase (Including Direct Expenses)	146,716.54	88,307.40
	<u>163,799.21</u>	<u>108,366.37</u>
Less : Closing Stock	19,358.18	17,082.67
	<u>144,441.03</u>	<u>91,283.70</u>
Trading Purchases	1,377.82	-
<b>Note: 2.31</b>		
<b>Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade</b>		
<b>Closing Stock:</b>		
Finished Goods	12,534.53	11,423.58
Work - in - Process	8,991.66	6,774.56
Scrap	368.93	277.72
	<u>21,895.12</u>	<u>18,475.86</u>
<b>Opening Stock:</b>		
Finished Goods	11,423.58	13,332.55
Work - in - Process	6,774.56	5,865.91
Scrap	277.72	252.50
	<u>18,475.86</u>	<u>19,450.96</u>
Excise Duty on Differential Stock of Finished Goods	(1,258.98)	(171.97)
	<u>(4,678.24)</u>	<u>803.13</u>


**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
<b>Note : 2.32</b>		
<b>Employee Benefit Expenses</b>		
Salary, Wages & Other Allowances	5,975.30	5,020.24
Contribution to PF & Other Funds	248.01	183.83
Staff Welfare Expenses	92.30	69.05
	<u>6,315.61</u>	<u>5,273.12</u>
<b>Note : 2.33</b>		
<b>Finance Costs</b>		
Interest on Term Loan	114.83	54.39
Interest Charges	2,671.74	2,375.73
Foreign Exchange Fluctuation Loss	31.46	376.89
Bank Charges & Commission	1,043.21	247.45
<b>EIR Amortization FVTPL:</b>		
- Interest Free Loan	46.33	38.89
- Financial liabilities measured at amortised Cost	263.71	298.04
	<u>4,171.28</u>	<u>3,391.39</u>
<b>Note : 2.34</b>		
<b>Other Expenses</b>		
<b>Manufacturing Expenses:</b>		
Stores & Spares Consumed	11,274.56	6,525.57
Power & Fuel	16,862.58	10,811.39
Water Charges	64.10	51.92
Repair & Maintenance (Plant & Machinery)	1,422.51	576.91
Repair & Maintenance (Building)	37.91	41.07
Job Work Charges	1,124.84	1,155.13
	<u>30,786.50</u>	<u>19,161.99</u>
<b>Administrative Expenses:</b>		
Rent	344.27	270.51
Rates & Taxes	106.43	85.42
Telephone & Communication Expenses	90.38	85.71
Printing & Stationery	55.41	35.29
Travelling & Conveyance:		
- Directors	72.15	71.55
- Others	438.69	279.61
Vehicle Upkeep & Maintenance	219.08	169.12
Directors' Fee	11.48	9.98
Insurance	80.75	51.29
Staff Recruitment & Training Expenses	27.13	11.91
Repair & Maintenance (Others)	832.89	373.93
Legal & Professional Charges	284.22	387.65



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended 31.03.2018 (₹ in lakhs)	Year Ended 31.03.2017 (₹ in lakhs)
Corporate Social Responsibilities	302.12	226.37
Fees & Subscription	135.87	86.93
Electricity Charges	76.47	72.35
<b>Auditors' Remuneration :</b>		
- Audit Fee	18.54	16.98
- Tax Audit Fee	2.58	2.94
- Company Law Matters / Others	0.59	3.21
Internal Audit Fees	12.01	11.57
Cost Audit Fees	1.30	1.00
General Expenses	203.27	258.44
	<b>3,315.63</b>	<b>2,511.76</b>
<b>Selling &amp; Distribution Expenses:</b>		
Tender Fee	19.34	15.61
Advertisement & Business Promotion	133.59	168.20
Freight Outward & Claims (Net)	2,073.87	1,659.56
Testing & Inspection charges	77.36	54.65
	<b>2,304.16</b>	<b>1,898.02</b>
	<b>36,406.29</b>	<b>23,571.77</b>

### 2.35 Contingent Liabilities

Particulars	As At 31.03.2018 (₹ in lakhs)	As At 31.03.2017 (₹ in lakhs)
a) Letter of Credit	6,826.57	6,355.55
b) Guarantees & SBLC - Bank & Others	176,842.80	210,119.47
c) Sales Tax Demand under Appeal	4.65	4.65
d) Income Tax Demand under Appeal	160.56	438.38
e) Excise Duty Demand under Appeal	309.93	312.70
f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 Lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 Lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.		

**2.36** Dev Drilling Pte. Ltd and Star Drilling Pte. Ltd have not declared the dividend.

- 2.37**
- Due to non availability of financial statements of Gondkhari Coal Mining Ltd.(J V Entity) in previous years and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'able Supreme Court Judgment, we had made provision for diminishing in Investment and the company has not considered M/s Gondkhari Coal Mining Ltd. for the purpose of consolidation, and no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block.
  - The company has waived interest due to inadequacy of profit on loan given to Jindal Premium Connections Pvt. Ltd. (Subsidiary Company).
  - Loans include an interest free loan given to Jindal Premium Connections Pvt. Ltd. and Gondkhari Coal Mining Ltd. The management is considering the same as good and fully recoverable. The amount of loan is discounted at 8.70% p.a. to arrive at fair value.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

### Disclosure as per Ind AS 19 "Employee Benefit":

#### i) Expenses recognised during the year (Under the head "Employee Benefit Expenses")

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Current Service Cost	99.79	110.97	21.22	113.62
Interest Cost	75.19	60.71	15.47	10.60
Expected return on plan assets	(55.75)	(48.02)	-	-
Actuarial (gain) / loss recognised in the period	-	-	(43.33)	(62.36)
Net Cost	119.23	123.66	(6.64)	61.86

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Fair value of plan assets as at 31st March	826.90	723.36	-	-
Present value of obligation as at 31st March	1,101.57	1,002.67	201.02	205.78

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Defined Benefit obligation as at 1st April	1,009.01	886.29	207.66	154.81
Current Service Cost	99.79	110.97	21.22	113.62
Interest Cost	75.19	60.71	15.47	10.60
Actuarial (gain)/loss on obligation	(65.29)	39.84	(43.33)	(62.36)
Benefit paid	(17.13)	(95.14)	-	(10.89)
Defined Benefit obligation as at 31st March	1,101.57	1,002.67	201.02	205.78

#### iv) Other Comprehensive Income (OCI)

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Actuarial (gain) / loss for the year	(65.29)	39.84
Return on Plan Assets Excluding amount Included in net interest on net Defined Liability/(Assets) above	2.22	(11.09)
Total	(63.07)	28.75





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Fair value of plan assets at beginning of the year	723.35	737.73
Expected return on plan assets	55.75	48.02
Actuarial gain / (loss)	(2.22)	11.09
Employer contribution	67.15	21.66
Benefit paid	(17.13)	(95.14)
Fair value of plan assets at year end	826.90	723.36
Actual Return on plan assets	53.53	59.10

### vi) Investment details

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Insurer Managed Funds	826.90	723.36

### vii) Actuarial assumptions

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2017-18	2016-17	2018-17	2016-17
Discount rate (per annum)	7.45%	6.85%	7.45%	6.85%
Expected rate of return on plan assets (per annum)	8.00%	6.85%	NA	NA
Rate of escalation in salary (per annum)	5.00%	5.00%	5.00%	5.00%

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

#### Defined Contribution Plan

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

(₹ in lakhs)

Particulars	2017-18	2016-17
Employer's Contribution to Provident & Other Fund	119.55	68.74
Employer's Contribution to Pension Scheme	127.29	114.69

### 2.39 Segment Information

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

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

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 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 lakhs)

Particulars	Steel Pipes & Tubes	Power - Electricity	Others	Total
Revenue from Operations	213,393 (155,183)	2,656 (1,808)	8,543 (8,230)	224,592 (165,221)
Inter - Segment Sales	- (-)	392 (685)	- (-)	392 (685)
Segment Results	21,952 (13,897)	1,226 (1,204)	6,806 (7,924)	29,984 (23,025)
Finance Costs	869 (1,031)	- (-)	3,302 (2,360)	4,171 (3,391)
Other Un-allocable Expenditure				- (-)
Profit Before Tax	21,083 (12,866)	1,226 (1,204)	3,504 (5,564)	25,813 (19,634)
Segment Assets (Including Capital Work - in - Progress, excluding Revaluation)	205,126 (189,319)	23,873 (17,049)	175,562 (179,249)	404,561 (385,617)
Segment Liabilities	19,737 (21,116)	645 (2,515)	63,230 (63,807)	83,612 (87,438)
Un-allocable Liabilities				27,952 (23,543)
Capital Employed				292,997 (274,636)

#### Note : 2.40

##### Related Parties Disclosures as per Ind AS - 24

##### 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) Associate Companies

Jindal Pipes (Singapore) Pte. Ltd.  
Star Drilling Pte. Ltd.

#### c) Common Controlled Entities

Jindal Pipes Ltd.

#### d) Key Management Personnel

Shri D.P. Jindal  
Shri Saket Jindal  
Shri S. K. Singhal  
Shri Ashok Soni  
Shri D.C. Gupta



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### e) Relatives of Key Management Personnel

Smt. Savita Jindal  
 Shri Raghav Jindal  
 Smt. Rachna Jindal  
 Smt. Shruti Raghav Jindal  
 Ms. Shreeja Jindal  
 Ms. Shreepriya Jindal  
 Ms. Devanshi Jindal

Details of transactions during the year are as follows:

(₹ in lakhs)

	Particulars	2017-18	2016-17
i)	<b>Purchase &amp; Other Services</b>		
	Associate Companies	-	302.19
	Relatives of Key Management Personnel	0.07	1.14
	Common Controlled Entities	2,466.58	2,034.85
ii)	<b>Sales &amp; Other Services</b>		
	Associate Companies	-	25.43
	Common Controlled Entities	609.75	2,037.79
iii)	<b>Investment</b>		
	Joint Venture Companies	(2,674.26)	2,674.26
iv)	<b>Net Loans / Inter Corporate Deposits given or repaid</b>		
	Joint Venture Companies	-	(2,674.26)
	Common Controlled Entities	(1,150.00)	325.00
v)	<b>Interest &amp; Guarantee Commission received / receivable from Related Parties</b>		
	Joint Venture Companies	206.61	202.89
	Associate Companies	308.54	342.55
	Common Controlled Entities	443.53	388.08
vi)	<b>Rent Paid</b>		
	Relatives of Key Management Personnel	3.00	3.00
vii)	<b>Remuneration</b>		
	Key Management Personnel	462.76	425.32
	Relatives of Key Management Personnel	21.00	21.00
viii)	<b>Dividend Paid</b>		
	Key Management Personnel	119.00	58.19
	Relatives of Key Management Personnel	24.36	11.46
ix)	<b>Loans / Inter Corporate deposits given (Maximum Outstanding) *</b>		
	Joint Venture Companies	458.48	3,101.84
	Associate Companies	2,634.29	2,953.07
	Common Controlled Entities	6,793.70	7,169.43
x)	<b>Guarantees &amp; Collateral Securities (Outstanding)</b>		
	Joint Venture Companies	40,701.35	68,080.53
	Associate Companies	65,206.55	82,047.45
xi)	<b>Balance Payable at the year end</b>		
	Relatives of Key Management Personnel	-	0.61
xii)	<b>Balance Receivable (including loans if any) at the year end</b>		
	Joint Venture Companies	513.57	620.55
	Associate Companies	2,738.47	3,715.66
	Common Controlled Entities	5,429.11	6,038.17

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

\* Includes effect of change in foreign exchange translation.

Transaction with Subsidiaries are eliminated



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.41

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

Particulars	31.03.2018	31.03.2017
Net Profit available for Equity Shareholders (₹ in lakhs) (a)	21,073.14	12,335.54
Weighted average number of Equity Shares of ₹ 5/- each (b)	66,999,626	66,999,626
Basic / Diluted Earning per Equity Share (a/b)	31.45	18.41

### Note : 2.42

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

Name of the Companies	Year Ended March 31, 2018 (%)	Year Ended March 31, 2017 (%)	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
Jindal Premium Connections Pvt. Ltd.****	100.00	NA	23-Sep-04	India
<b>Step Subsidiaries *</b>				
Inernovia Natural Resources FZ LLC **	56.00	56.00	30-Apr-14	UAE
Zircon Drilling Supplies and Trading FZE***	100.00	100.00	2-Feb-17	UAE
<b>Associates</b>				
Jindal Pipes (Singapore) Pte. Ltd.*	30.00	30.00	8-Jun-11	Singapore
Jindal Premium Connections Pvt. Ltd. *	NA	49.89	23-Sep-04	India
Star Drilling Pte. Ltd.* (Associate through WOS)	25.00	25.00	31-Jan-13	Singapore
<b>Joint Venture</b>				
Dev Drilling Pte. Ltd.*	25.00	25.00	31-Jan-13	Singapore

\* Audited Financials as at 31st March, 2018 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 wholly owned subsidiary Discovery Oil And Mines Pte. Ltd.

\*\*\* Zircon Drilling Supplies and Trading FZE is a 100% subsidiary through step subsidiary Internovia Natural Resources FZ LLC

\*\*\*\* During the year the company had acquired shares of Jindal Premium Connections Pvt. Ltd. And now it has become 100% subsidiary. (previously it was an associate company).

### Note : 2.43

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

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

Name of Companies	% of voting power	% of shareholding	Share of Profit / (Loss) in current year (₹ in lakhs)	Share of Profit / (Loss) in Previous Year (₹ in lakhs)
Jindal Pipes (Singapore) Pte. Ltd.	30.00	30.00	3,394.26	3,298.02
Star Drilling Pte. Ltd.*	25.00	25.00	-	(3,233.22)
Jindal Premium Connections Pvt. Ltd. #	49.89	49.89	NA	46.16
Dev Drilling Pte. Ltd.*	25.00	25.00	-	(112.52)
Gondkhari Coal Mining Ltd.**	30.30	30.30	-	-
<b>Total</b>			<b>3,394.26</b>	<b>(1.56)</b>

\*In pursuance to equity method as per Ind AS 28 on "Investments in Associates & Joint Ventures" in Consolidated Financial Statements the company has considered Losses of Associates and Joint Ventures to the extent investment in that Associate & Joint Ventures.

# During the year the company had acquired shares of Jindal Premium Connections Pvt. Ltd. And now it has become 100% subsidiary. (previously it was an associate company).

\*\* Ref Note No. 2.37 (a)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.44

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

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	(₹ in lakhs)
<b>Parent</b> Maharashtra Seamless Limited	76.67%	224,702.45	96.37%	19,103.52
<b>Subsidiaries</b>				
<b>Indian</b>				
Maharashtra Seamless Finance Ltd.	0.09%	257.24	0.01%	1.79
Jindal Premium Connections Pvt. Ltd.	0.18%	526.84	0.01%	1.29
<b>Foreign</b>				
Maharashtra Seamless (Singapore) Pte. Ltd.	11.83%	34,675.53	-3.04%	(602.86)
Discovery Oil And Mines Pte. Ltd.	0.02%	46.99	0.11%	22.18
<b>Step Subsidiary</b>				
<b>Foreign</b>				
Internovia Natural Resources FZ LLC	5.91%	17,284.37	-13.27%	(2,630.60)
Zircon Drilling Supplies and Trading FZE	0.19%	543.18	2.69%	532.55
<b>Associates (Investment as per the equity method)</b>				
<b>Foreign</b>				
Jindal Pipes (Singapore) Pte. Ltd.	5.11%	14,960.86	17.12%	3,394.26
<b>Total</b>	<b>100.00%</b>	<b>292,997.46</b>	<b>100.00%</b>	<b>19,822.13</b>

### Note : 2.45

#### Capital Management

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

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2018 and 31.03.2017. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

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

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

Particulars	As At 31.03.2018	As At 31.03.2017
Total Equity as per Balance Sheet (₹ in lakhs) (a)	292,997.45	274,636.10
Long Term Debt (₹ in lakhs) (b)	47,911.63	18,458.04
Debt to Equity Ratio (b/a)	0.16	0.07



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.46

#### Taxation

Income Tax expenses recognised in Statement of Profit & Loss Account

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Current Tax	8,606.79	8,460.67
Deferred Tax	2,121.00	(583.47)
MAT Credit	(0.15)	-
Earlier Years	(1,532.92)	173.12
<b>Total income tax expenses recognised</b>	<b>9,194.72</b>	<b>8,050.32</b>

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

(₹ in lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Profit Before Tax	25,813.10	19,633.80
Applicable Tax Rate	34.608%	34.608%
Computed Tax Expenses	8,933.00	6,795.00
<b>Tax effect of:</b>		
Expenses Disallowed net off Exempted Income	(326.36)	1,665.67
Additional allowance net of MAT Credit	-	-
<b>Current Tax Provisions (A)</b>	<b>8,606.64</b>	<b>8,460.67</b>
Incremental Deferred Tax Liability on account of Tangible & Intangible Assets	1,846.99	(915.37)
Incremental Deferred Tax Liability on account of Financial Assets and Other Items	274.01	331.90
<b>Deferred Tax Provision (B)</b>	<b>2,121.00</b>	<b>(583.47)</b>
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>10,727.64</b>	<b>7,877.20</b>
<b>Effective Tax Rate</b>	<b>41.559%</b>	<b>40.121%</b>

### Note : 2.47

#### Fair value measurement

(₹ in lakhs)

Particulars	31.03.2018				31.03.2017			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial assets Measured at Amortised Cost</b>								
Loans	27,197.09				22,349.51			
Other financial assets	1,193.69				1,194.95			
Trade receivables	39,769.11				30,862.49			
Cash and cash equivalents	1,482.67				444.45			
Bank balances other than cash and cash equivalents	264.82				267.64			
Fixed Deposit	866.70				1,363.79			
Non-current Investments	113,064.81				88,822.92			
<b>Total financial assets at Amortised Cost (A)</b>	<b>183,838.89</b>				<b>145,305.75</b>			
<b>Financial assets Measured at fair value through Profit and Loss</b>								
Loans	356.97		356.97		529.90		529.90	
Non-current Investments	679.02	577.51	101.51		1,017.54	955.50	62.04	
Current Investments	17,431.52	17,431.52			35,887.10	35,887.10		
<b>Total financial assets at fair value through Profit and Loss (B)</b>	<b>18,467.51</b>				<b>37,434.54</b>			
<b>Total financial assets (A+B)</b>	<b>202,306.40</b>				<b>182,740.29</b>			


**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in lakhs)

Particulars	31.03.2018				31.03.2017			
	Carrying Amount	Level 1	Level 2	Level 3	Carrying Amount	Level 1	Level 2	Level 3
<b>Financial liabilities</b>								
<b>Measured at Amortised Cost</b>								
Borrowings	62,642.77				63,996.29			
Trade payables	13,537.08				13,917.36			
Other financial liabilities	3,839.11		1,826.66		4,350.89		2,510.66	
<b>Total financial liabilities carried at Amortised Cost</b>	<b>80,018.96</b>				82,264.54			

**Fair Value Techniques:**

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

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

- Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or NAV.
- Interest free loan given / deferred sales tax is discounted at 8.70% p.a. to arrive at fair value.
- All foreign currency assets and liabilities are translated using exchange rate at reporting date

**Fair Value Hierarchy**

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

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

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

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

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

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2018 and 31.03.2017.

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
Loan to Jindal Premium Connection Pvt. Ltd.	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to Gondkhari Coal Mining Limited	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Deferred Sales Tax	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note : 2.48

#### Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to various risk such as market risk, credit risk and liquidity risk etc.

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

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

#### Market risk and sensitivity

##### 1. Foreign Currency Risk and Sensitivity

Foreign Currency Risk is the risk that the present exposure or Future Cash Flows will fluctuate because of changes in foreign currency rates. The company follow natural hedging to the extend of inward and outward of forex exposure and takes forward contracts to minimise the risk of fluctuation in foreign exchange rates for remaining amount. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The Subsidiaries have no significant exposure to foreign currency risk as its transactions and balances are denominated in their functional currency.

The following table shows foreign currency exposures in US Dollar & other foreign currencies of standalone (₹ in lakhs)

Particulars	31st March,2018		31st March,2017	
	USD	Others	USD	Others
Other financial assets	29,669.88	-	23,555.81	-
Less: Trade payables and other financial liabilities	(7,245.69)	(1.45)	(915.31)	(101.11)
Gross Exposure	22,424.19	(1.45)	22,640.50	(101.11)
Less: Forward contracts	(9,383.83)	-	-	-
Net Exposure (In INR)	13,040.36	(1.45)	22,640.50	(101.11)

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from Foreign exchange forward contracts.

(₹ in lakhs)

Particulars	Impact on profit before tax			
	31st March,2018		31st March,2017	
	Strengthening	Weakening	Strengthening	Weakening
Effect on account of 1% movement in exchange rates				
USD	130.40	(130.40)	226.41	(226.41)
Others	(0.01)	0.01	(1.01)	1.01

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment

##### 2. Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

The following table demonstrates the impact of borrowing cost on floating rate portion of loans and borrowings are taken

(₹ in lakhs)

Particulars	Effect on Profit Before Tax	
	Interest rate decreased by 50 basis points	Interest rate increased by 50 basis points
For the year ended March 31, 2018	229.86	(229.86)
For the year ended March 31, 2017	234.45	(234.45)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the Company. Credit risk arises from Company's activities in investments, dealing in derivatives and receivables from customers.

The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk across the Company, is actively managed through Letters of Credit, Bank Guarantees, advance payments and security deposits.

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

The aging of trade receivable is as below:

(₹ in lakhs)				
Particulars	Neither Due nor impaired	Due up to 6 months	More than 6 months	Total
<b>As At 31st March 2018</b>				
Unsecured	19,879.03	18,886.18	1,276.56	40,041.77
Provision for doubtful receivable				(272.66)
<b>As At 31st March 2017</b>				
Unsecured	17,005.74	12,219.01	1,734.58	30,959.33
Provision for doubtful receivable				(96.84)

### 4. Liquidity risk

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

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

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lakhs)				
Particulars	On demand	Less than 6 month	More than 6 Months	Total
<b>As At 31st March 2018</b>				
Borrowings	291.35	340.92	62,010.50	62,642.77
Trade payables (Including Buyers Credit)	-	12,283.11	1,253.97	13,537.08
Other financial liabilities	298.70	960.49	2,579.92	3,839.11
Total	590.05	13,584.52	65,844.39	80,018.96
<b>As At 31st March 2017</b>				
Borrowings	151.23	160.00	63,685.06	63,996.29
Trade payables (Including Buyers Credit)	-	13,330.47	586.89	13,917.36
Other financial liabilities	291.97	980.43	3,078.49	4,350.89
Total	443.20	14,470.90	67,350.44	82,264.54



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

**2.49** 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 L B JHA & CO**

Chartered Accountants

**SATYABRATA PATI**

Partner

Membership No. 095080

Place : Gurugram

Date : 24th May 2018

**ASHOK SONI**

CFO

PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary

FCS 2424

**For and on Behalf of the Board**

**D.P. JINDAL**

Executive Chairman

DIN: 00405579

**SAKET JINDAL**

Managing Director

DIN: 00405736

**U.C. AGARWAL**

Director

DIN: 00012468


**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**

(₹ in lakhs)

S.No.	Particulars	Reporting Currency	Name of Subsidiary Companies											
			Maharashtra Seamless (Singapore) Pte. Ltd.		Maharashtra Seamless Finance Ltd.		Jindal Premium Connections Pvt. Ltd.		Discovery Oil And Mines Pte. Ltd.		Inetnovia Natural Resources FZ LLC		Zircon Drilling Supplies and Trading FZE	
			2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
1	Share capital	INR USD	45,387.77 697.80	34,610.84 533.80	250.00 -	-	879.82	11,122.54 171.00	10,439.01 161.00	17.76 0.27	26.65 0.41	2016-17	2016-17	
2	Reserve & surplus	INR USD	(1,647.20) (25.32)	(1,026.61) (15.83)	7.24 -	5.45	(1,074.70) -	(195.97) (3.01)	(186.49) (2.88)	(9,520.65) (146.37)	517.75 7.96	(14.71) (0.23)		
3	Total Assets	INR USD	63,351.21 973.97	52,963.41 816.85	259.14 -	257.35	1,137.29 -	11,035.15 169.66	10,612.05 163.67	62,718.28 964.24	556.45 8.55	111.51 1.72		
4	Total Liabilities	INR USD	19,610.64 301.49	19,379.18 298.88	1.90 -	1.90	1,332.17 -	108.58 1.67	359.53 5.55	72,221.17 1,110.34	11.97 0.18	99.57 1.54		
5	Investments	INR USD	62,427.15 959.77	51,985.42 801.77	- -	-	- -	9.06 0.14	9.03 0.14	61,818.63 950.41	- -	- -		
6	Turn over	INR USD	593.53 9.13	591.65 9.13	25.31 -	24.17	230.65 -	- -	62.61 0.97	7.25 0.11	- -	- -		
7	Profit before taxation	INR USD	(619.78) (9.53)	(704.93) (10.87)	2.42 -	2.14	0.80 -	(10.29) (0.16)	(29.95) (0.46)	(3,136.74) (48.22)	532.51 8.19	(14.71) (0.23)		
8	Provision for taxation	INR USD	(2.45) (0.04)	30.75 0.47	0.63 -	0.66	0.01 -	- -	- -	- -	- -	- -		
9	Profit after taxation	INR USD	(617.33) (9.49)	(735.68) (11.34)	1.79 -	1.48	0.79 -	(10.29) (0.16)	(29.95) (0.46)	(3,136.74) (48.22)	532.51 8.19	(14.71) (0.23)		
10	Proposed Dividend	INR USD	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -		
11	% of shareholding		100%	100%	100%	100%	100.00%	100%	100%	56%	100%	100%		
12	Country		Singapore	India	India	India	India	Singapore	Singapore	UAE	UAE	UAE		
13	Date of Incorporation		8-Jun-11	8-Feb-12	23-Sep-04	23-Sep-04	23-Sep-04	27-Jun-13	27-Jun-13	30-Apr-14	2-Feb-17	2-Feb-17		

Rate of Conversion of 1 USD= 65.0441 INR as on 31.03.2018 and 1 USD= 64.8386 INR as on 31.03.2017



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Part "B" Associates and Joint Ventures

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

S.No.	Particulars	Name of Associates / Joint Ventures			
		Jindal Pipes (Singapore) Pte. Ltd.	Star Drilling Pte. Ltd.#	Dev Drilling Pte. Ltd.##	Gondkhari Coal Mining Ltd.
1	Latest audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Shares of Associate / Joint Ventures held by the company on the year end :  No. of Shares  Amount of Investment in Associates / Joint Ventures (₹ in Lakhs)  Extend of Holding (%)	4,500,000  2,225.81  30.00%	1,250,000  751.25  25.00%	1,250,000  674.28  25.00%	15,150  1.52  30.30%
3	Description of how there is significant influence	Associate by Share Holding	Associate by Share Holding through wholly owned subsidiary	Joint Venture by Share Holding Agreement	Joint Venture by Agreement
4	Reason why the Associate / Joint Venture is not consolidated	NA	NA	NA	Company has not considered Gondkhari Coal Mining Ltd. for the purpose of consolidation as Joint Venture due to non availability of financial statements and impaired ability to continue as joint venture due to cancellation of coal block by Supreme Court Judgement.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lakhs)	11,531.74	15,683.66	-	(82.54)
6	Profit / (Loss) for the year :  Considered in Consolidation (₹ in Lakhs)  Not Considered in Consolidation (₹ in Lakhs)	3,394.26  7,919.94	-  (12,694.42)	-  (12,056.89)	-  (2.56)

# The company has considered ₹ Nil Loss of Star Drilling Pte. Ltd. (Associate Company) to the extent of its share in investment & Loans. Unabsorbed Loss till date is ₹ 9,355.15 Lakhs.

## The company has considered ₹ Nil Loss of Dev Drilling Pte. Ltd. (Joint Venture Company) to the extent of its share in investment & Loans. Unabsorbed Loss is ₹ 8,241.91 Lakhs.

As per our report of even date attached

**For L B JHA & CO**

Chartered Accountants  
Registration No. 301088E

**SATYABRATA PATI**

Partner  
Membership No. 095080

Place : Gurugram

Date : 24th May 2018

**ASHOK SONI**

CFO  
PAN: ABPPS5079K

**D.C. GUPTA**

VP & Company Secretary  
FCS 2424

**For and on Behalf of the Board**

**D.P. JINDAL**

Executive Chairman  
DIN: 00405579

**SAKET JINDAL**

Managing Director  
DIN: 00405736

**U.C. AGARWAL**

Director  
DIN: 00012468

**NOTICE**



## MAHARASHTRA SEAMLESS LIMITED

CIN: 99999MH1988PLC080545

Registered Office: Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road,

Taluka Roha, Distt. Raigad-402126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513

E-mail: secretarial@mahaseam.com, website: www.jindal.com

### NOTICE

Notice is hereby given that the 30th Annual General Meeting of Maharashtra Seamless Limited will be held on Tuesday, the 25th September, 2018 at 12.15 P.M. at the Registered Office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution(s):
  - (a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
  - (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon be and are hereby considered and adopted."
2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution.

"RESOLVED THAT dividend of ₹ 6.00 (120%) per Equity Share of ₹ 5/- each be and is hereby declared for the financial year ended 31st March, 2018."
3. To appoint a Director in place of, Shri S.P. Raj 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 S.P. Raj (DIN-00520481) who retires by rotation be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Internovia Natural Resources FZ LLC, UAE, a Subsidiary of the Company for providing loans and giving Corporate guarantees, as detailed in the Explanatory Statement to the Notice.
5. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, and Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time M/s R. J. Goel & Co., Cost Accountants (Firm Regn. no. 00026), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2019 be paid remuneration of ₹1,30,000/- (One Lakh thirty thousand only), apart from reimbursement of actual expenses, in connection with conducting the audit of cost records of the Company."

By Order of the Board

**D. C. GUPTA**

V.P. & Company Secretary  
FCS 2424

Place : Gurugram

Dated : 13th August, 2018





**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 13th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2018, 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 12th September, 2018 and to the Beneficial Holders as per the Beneficiary List as on 12th September, 2018, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 27th September, 2018.
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 furnished particulars of any changes desired by them.
6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2009-10 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 26th September, 2017 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.
7. As per SEBI Circular dated 8th June, 2018, no transfer of shares except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed after 5th December, 2018, unless the securities are held in the dematerialised form with a Depository.



Details of dividend declared for the financial years 2010-11 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (₹)
2010-11	30.09.2011	120	6.0
2011-12	28.09.2012	120	6.0
2012-13	30.09.2013	120	6.0
2013-14	26.09.2014	120	6.0
2014-15	28.09.2015	100	5.0
2015-16	27.09.2016	50	2.5
2016-17	26.09.2017	100	5.0

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.

8. 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 8th September, 2018 at the Corporate Office of the Company at Plot No. 30, Institutional Sector - 44, Gurugram – 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.
9. 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.
10. Details of the Director seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name	Shri S.P.Raj
Age	64 years
Qualifications	B. E. (Mechanical)
Expertise in specific functional area	Having more than three decades of technical experience in seamless pipe industry and product development
Date of appointment as Director of the Company	20.10.2005
Directorship of other Companies	NIL
Chairman/Member of Committees of other Companies	NIL
No. of shares held	NIL
Inter-se relationship with other Directors	None

11. 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.
12. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
13. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
14. 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.


**15. Voting through electronic means :**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 30th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 18th September, 2018.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, within 48 hours from the conclusion of Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.jindal.com](http://www.jindal.com) and shall simultaneously be communicated to the Stock Exchanges.

**The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period begins on 22nd September, 2018 (9.00 A.M) and ends on 24th September, 2018 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders/ Members".
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Maharashtra Seamless Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from google playstore. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.  
Scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to the [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.  
The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.  
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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

**Item No. 4**

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Internovia Natural Resources FZ LLC, UAE and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- 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 Subsidiary Company.
- d. Nature, material terms and particulars of transactions-  
The Company had given loan of USD 5.555 million to Internovia Natural Resources FZ LLC, UAE to meet its banking obligations and general corporate purposes.  
The Company had given Corporate guarantees amounting to USD 41.87 million in favour of IndusInd Bank Limited (USD 31 million) and ICICI Bank, UK Plc. (USD 10.87 million) on behalf of Internovia Natural Resources FZ LLC, UAE to enable the said Company to raise loans of USD 40 million.
- e. Monetary value-estimated value of transactions- Total value of loan and guarantee issued amounted to USD 47.425 million.
- f. Any other information relevant for the members to make a decision on the transaction – None

Your Directors commend the resolution as set out in item no 4 of this Notice for approval of the members.

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 being Director of the said Company.

**Item No. 5**

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 24th May, 2018, on the recommendation of the Audit Committee, had appointed M/s R. J. Goel & Co. Cost Accountants (Firm Regn. no. 00026), as Cost Auditors to conduct audit of cost records of the Company for the financial year ending 31st March, 2019 and subject to ratification of shareholders, fixed their remuneration at ₹ 1,30,000/- (One lakh thirty thousand only) in addition to reimbursement of actual expenses 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 commends the resolution as set out in Item no. 5 of this Notice for approval of members.

By Order of the Board

**D. C. GUPTA**

V.P. & Company Secretary  
FCS 2424

Place : Gurugram  
Dated : 13th August, 2018



**MAHARASHTRA SEAMLESS LIMITED**

## 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 30th Annual General meeting of the Company, to be held on Tuesday, 25th September, 2018 at 12.15 P.M. at the Registered Office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

\* I/ we wish my/ our above Proxy (ies) to vote in the manner as indicated in the box below :-

Resolutions		For	Against
1.	To consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 together with the Report of Auditors thereon;		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri S. P. Raj who retires by rotation.		



Resolutions		For	Against
4.	Approval of related party transaction(s) with Internovia Natural Resources FZ LLC, UAE		
5.	Approval of the Remuneration of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants.		

\*Applicable for investors holding shares in electronic form.

Affix a  
Revenue  
Stamp

Signed this ..... day of ..... 2018

Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\* Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes :**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In Case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





**MAHARASHTRA SEAMLESS LIMITED**

## MAHARASHTRA SEAMLESS LIMITED

CIN- L99999MH1988PLC080545

Regt Office: Pipe Nagar , Village Sukeli , N.H.17, B.K.G Road

Taluka Roha, Distt Raigad -402126 ( Maharashtra )

E-mail [secretarial@mahaseam.com](mailto:secretarial@mahaseam.com) Website: [jindal.com](http://jindal.com)

### Attendance Slip for the 30th Annual General Meeting

( to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 30th Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 12.15 P.M at the registered office of the Company at Pipe Nagar, Village Sukeli, NH 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126 Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Folio No./DP ID\* No. and Client ID\* No. \_\_\_\_\_

Number of Shares \_\_\_\_\_

Please ✓ in the Box

☐ Member

☐ Proxy

\_\_\_\_\_  
First / Sole Holder/Proxy

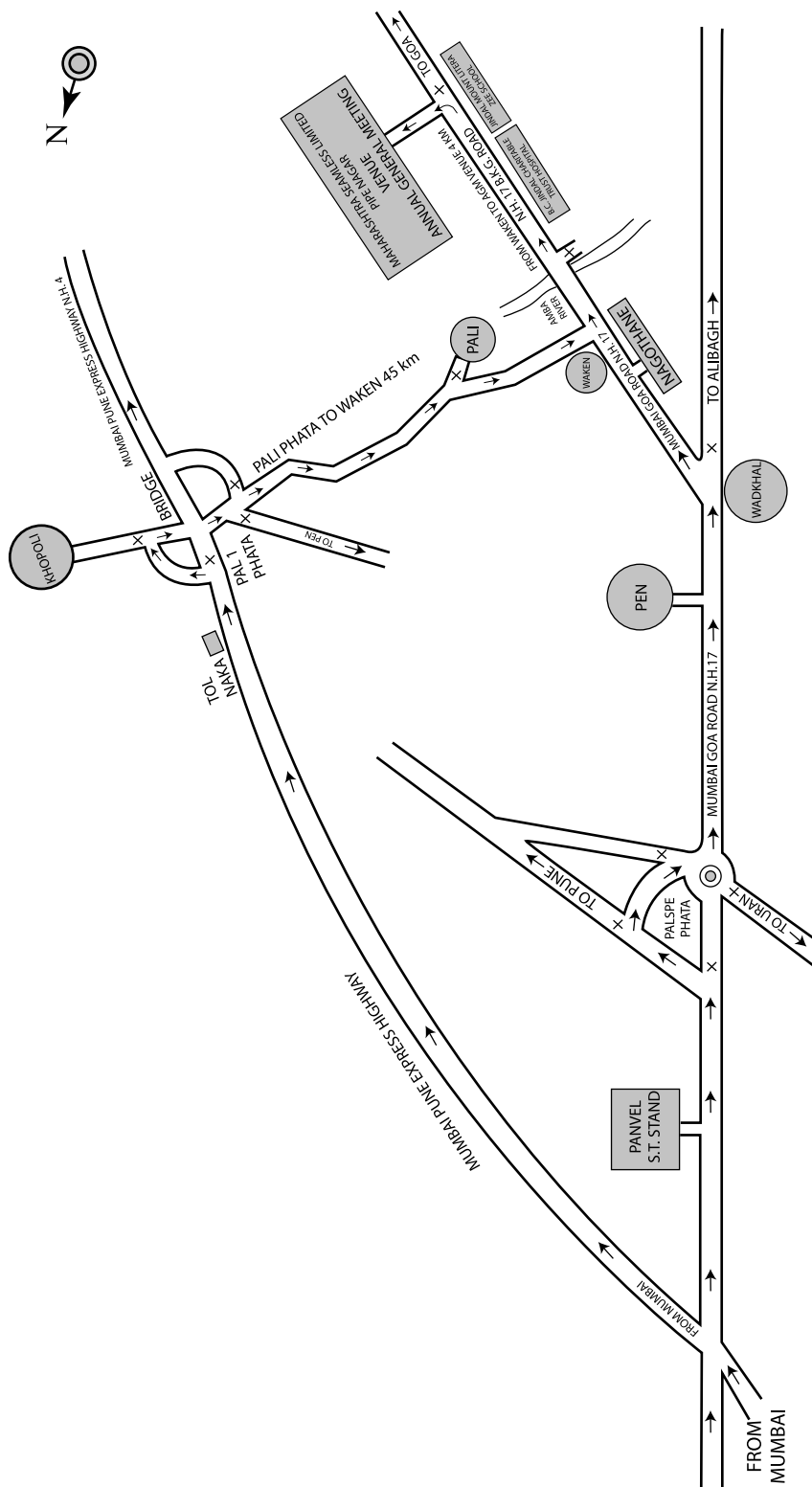
\_\_\_\_\_  
Second Holder / Proxy

\_\_\_\_\_  
Third Holder / Proxy

#### NOTES :

- Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- Duplicate Attendance Slip will not be issued at the venue.

\*Applicable only in case of investors holding shares in Electronic Form.



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, Gurugram-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)