



WPIL Limited

REGD. OFF. : "TRINITY PLAZA"
84/1A, TOPSIA ROAD (SOUTH), KOLKATA - 700 046
TEL. : (91 33) 3021 6800, FAX : (91 33) 3021 6835
WEB : <http://www.wpil.co.in>
CIN No. L36900WB1952PLC020274

30th August, 2017

Ms. Neha Gada
Department of Corporate Services
Bombay Stock Exchanges Limited,
Phiroze Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai-400001.

Fax No. :- (022)-2272 2037/39
Scrip Code :- 505872

Dear Sir,

Pursuant to Regulation 34(1) of the SEBI (listing Obligations and Disclosure requirements) Regulations, 2015, please find attached soft copy Annual Report of the Company for the year ended 31st March, 2017 containing inter alia financial statements (both standalone and consolidated) which was considered, and adopted by the Members at 63rd Annual General Meeting held on 25th August, 2017. As required these documents are being filed on line through BSE listing Centre.

Thanking you

Yours faithfully
For **WPIL LIMITED**


(U.CHAKRAVARTY)
General Manager(Finance)
& Company Secretary and
Compliance Officer





WPIL Limited

ANNUAL REPORT AND ACCOUNTS 2017

FINANCIAL HIGHLIGHTS (STANDALONE)

(Rs. in Lac)

| Particulars | 2017 | 2016 | 2015 | 2014 | 2013 |
|--|-------|-------|-------|-------|-------|
| Financial Positions | | | | | |
| Share Capital | 977 | 977 | 977 | 797 | 797 |
| Reserves & Surplus (Net of Revaluation Reserve) | 23796 | 21939 | 20455 | 9254 | 7537 |
| Net Worth | 24773 | 22916 | 21432 | 10051 | 8334 |
| Gross Block | 7411 | 6386 | 6193 | 5894 | 5190 |
| Accumulated Depreciation | 3925 | 3167 | 2891 | 2604 | 2387 |
| Net Block | 3486 | 3219 | 3302 | 3290 | 2803 |
| Summary of Operations | | | | | |
| Total Income | 29001 | 21836 | 23889 | 27100 | 26946 |
| Profit before Interest, Depreciation & Tax | 4400 | 3565 | 3569 | 3942 | 3901 |
| Interest | 1118 | 725 | 918 | 1315 | 978 |
| Depreciation | 299 | 282 | 275 | 215 | 204 |
| Profit/(Loss) before Tax | 2983 | 2558 | 2376 | 2412 | 2719 |
| Profit/(Loss) after Tax | 2092 | 1718 | 1684 | 1717 | 1875 |
| Dividend | 195 | 195 | 195 | 160 | 186 |
| Earning Per Share (Rs.) | 21.42 | 17.59 | 19.83 | 21.56 | 23.53 |

Note: 1) Figures of 2017 is subject to the approval of Members to be declared within forty eight hours from the conclusion of ensuing AGM.

2) Figures of 2017 have been arrived at after giving effect of amalgamation of erstwhile Mody Industries (FC) Private Limited, (wholly owned subsidiary) with the Company pursuant to the order passed by the National Company Law Tribunal. Consequent to this amalgamation, current year figures (2017) are not comparable with the previous year (2016).

WPIL Limited

CIN: L36900WB1952PLC020274

DIRECTORS

P. AGARWAL
— *Managing Director*
K. K. GANERIWALA
— *Executive Director*
V. N. AGARWAL
SAMARENDRA NATH ROY
BINAYA KAPOOR
DR. U.K. MUKHOPADHYAY
RITU AGARWAL (MRS.)

AUDITORS

V. SINGHI & ASSOCIATES
Chartered Accountants

GENERAL MANAGER (FINANCE) AND COMPANY SECRETARY

U. CHAKRAVARTY

BANKERS

STATE BANK OF INDIA
IDBI BANK LIMITED
YES BANK LIMITED
CENTRAL BANK OF INDIA
AXIS BANK

REGISTRAR

MCS SHARE TRANSFER AGENT LIMITED
12/1/5, MANOHARPUKUR ROAD
GROUND FLOOR, KOLKATA-700 026
PHONE NO. : (033) 4072-4051-53
FAX NO. : (033) 4072-4050
E-MAIL : mcssta@rediffmail.com

REGISTERED OFFICE

TRINITY PLAZA, 3RD FLOOR
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA-700 046

EASTERN REGION OFFICE

TRINITY PLAZA, 5TH FLOOR
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA-700 046

WESTERN REGION OFFICE

C-41, ROAD NO.34
WAGLE INDUSTRIAL ESTATE
THANE-400604

SOUTHERN REGION OFFICE

1H, 1ST FLOOR, MANDIRA APARTMENT
23-A, DR. B. N. ROAD, T. NAGAR
CHENNAI- 600 017

CHAMBER 4, 1ST FLOOR
Opp. LB. STADIUM
K. L. K. ESTATE
5-9-62, FATEH MAIDAN ROAD
HYDERABAD-500 001

NORTHERN REGION OFFICE

A-5, SECTOR 22, MEERUT ROAD
GHAZIABAD-201 003 (U.P.)

MANUFACTURING FACILITIES

- i) 22, FERRY FUND ROAD,
PANIHATI, SODEPUR
KOLKATA-700 114 (W.B.)
- ii) A-5, SECTOR 22, MEERUT ROAD
GHAZIABAD-201 003 (U.P.)
- iii) 180/176, UPEN BANERJEE ROAD
KOLKATA-700 060
- iv) BIREN ROY ROAD (WEST)
GANIPUR, MAHESHTALA
24 PARGANAS (SOUTH)
PIN-743 352
- v) PLOT NO. 1-1-2A-1-1A-1/P/1/C
MIDC, BUTIBORI INDUSTRIAL AREA
NAGPUR-441122

WPIL Limited**NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS**

NOTICE is hereby given that the **SIXTY THIRD ANNUAL GENERAL MEETING** of the Members of the Company will be held at “Kala Kunj” (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 on Friday, the 25th day of August, 2017 at 10:00 A.M to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - a. the Audited Financial Statements of the Company for the financial year ended March 31,2017, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2017, together with the Report of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. V. N. Agarwal (DIN 00408731) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Woman Director in place of Mrs. Ritu Agarwal (DIN 00006509) who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to give your assent to the following resolutions as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s V. Singhi & Associates, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company’s financial year 2017-2018 to hold office from the conclusion of the 63rd Annual General Meeting of the Company till the conclusion of the 68th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

6. To consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

“RESOLVED THAT the Members hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, if any, read with Rule 14 (a) (ii) the Companies (Audit and Auditors) Rules, 2014 for approving the recommendations of Audit Committee towards remuneration of Rs. 60,000/- (Sixty thousand only) plus applicable service tax and out of pocket expenses payable to Messers. D. Radhakrishnan & Co. Cost Accountants to conduct the audit of Cost records maintained by the Company in respect of ‘other machinery’ for the financial year ended 31st March, 2017.”

7. To consider and, if thought fit, to give your assent to the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197,198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with provisions of Schedule V of the Act or any amendment or re-enactment thereof and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. P. Agarwal as Managing Director of the Company for a period of three years with effect from 1st November,2016 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr.P.Agarwal during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Statement under this item annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. P.Agarwal, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.”

8. To consider and, if thought fit, to give your assent to the following resolutions as Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 196,197,198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. K.K.Ganeriwala as Executive Director of the Company for a period of three years with effect from 1st November,2016 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr.K.K.Ganeriwala during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Statement under this item annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. K.K.Ganeriwala, within such prescribed limit(s) or ceiling and the agreement between the Company and the Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.”

Registered Office :
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046

Date : 14th July, 2017
Place : Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.** The proxy in order to be effective must reach the Registered Office of the Company at least 48 hours before the time fixed for the Meeting.
A person can not act as a Proxy on behalf of the Members not exceeding fifty and holding in aggregate shares not more than 10 Percent of the total Share Capital of the Company. The Proxy-holder shall prove his identity at the time of attending the Meeting.
2. The Register of Members and Share Transfer Books will remain closed from Saturday, the 19th August, 2017 to Friday, the 25th August, 2017 (both days inclusive)
3. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31st March, 2017, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on 18th August, 2017 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL as at the close of business on the 18th August, 2017. The dividend warrants will be posted on or around 1st September, 2017.
4. Mr.U.Chakravarty, General Manager (Finance) and Company Secretary has been designated as the Compliance Officer of the Company. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. The facility for making nominations is available to Members in respect of their shares in the Company. Nomination forms can be obtained from MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company, in case they hold shares in physical form. If they hold the shares in dematerialized form, they may contact their respective depositories for such nominations.
6. Members who hold the shares in physical form are requested to inform the R&T Agent, their Income Tax permanent Account Number (PAN)/
7. Members holding shares in physical form are requested to notify change in addresses, if any, quoting their folio numbers to the R&T Agent of the Company.
8. Members holding shares in multiple folios are requested to submit their application to R&T Agent for consolidation of folios into single folio.
9. Members holding shares in physical form are requested to note that in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS) they should submit their ECS details. Alternatively, Members may provide details of their bank account quoting their folio numbers to the R& T Agent to enable them to print such details on the dividend warrants.
10. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members therefore may give instructions regarding bank accounts in which they wish to receive dividend, to their Depository participants.
11. In terms of the provisions of Companies Act, unpaid/unclaimed dividend relating to the financial year 2009-10 which ended on 31st March, 2010, will be transferred to the "Investor Education and Protection Fund" in the month of September, 2017.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of 7 (seven) years is required to be transferred to the "Investor Education and Protection Fund" (IEPF) of Central Government. Members who have not yet encashed dividend from the financial year 2009-10 to 2015-16 are required to send their claims to MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026 immediately along with unencashed dividend warrants lying with them. It may also be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie in respect thereof.
13. Section 124(6) of the Companies Act, 2013, read with Rule 6 of the "Investor Education and Protection Fund Authority" (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2017 inter-alia provide that all Ordinary shares

in respect of which dividend have remained unpaid/unclaimed for seven consecutive years or more shall be transferred by the Company to the Demat Account of IEPF Authority through Depositories by following the procedures to be prescribed shortly by Ministry of Corporate Affairs. The Company has communicated this fact in details through letter dated 16.03.2017 sent by Registered Post to its concerned shareholders and also through advertisement in the Newspaper. To avoid transfer of shares to IEPF Authority, Members are requested to comply with the requirement as specified in note No. 12 above.

14. The notice of the Meeting along with route map to AGM venue will be available on the Company's website <http://www.wpil.co.in> and the website of the National Securities Depository Limited (NSDL) at <http://www.evoting.nsdl.com>.
15. Relevant statements, pursuant to Section 102(1) of the Companies Act, 2013, in respect of items of special business are annexed hereto.
16. In Compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended the Companies (Management & Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on all resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through electronic voting services. The facility of casting the votes by the Members using voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
17. The facility for voting through Polling Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
18. The remote e-voting period commences on Tuesday, the 22nd August, 2017 at 9:00 A.M. and ends on Thursday, 24th August, 2017 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 18th August, 2017, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution cast by the Member, the Member shall not allowed to change it subsequently.
19. The process and the manner for remote e-voting are as under:
 - a) In case the Members receiving an e-mail from NSDL [for Members whose email ID are registered with the Company/ Depository Participants (s)]
 - i) Open e-mail and open PDF file viz, "WPIL Limited remote e-voting. pdf" with your client ID or folio no. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that password is an initial password. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "WPIL Limited remote e voting.pdf".
 - ii) Launch the internet browser by typing <https://www.evoting.nsdl.com>
 - iii) Click on shareholder "Login"
 - iv) Put your user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Please take note of new password.
 - vi) Home page of remote e-voting opens. Click on e-voting : Active Voting Cycles.
 - vii) Select "EVEN" of WPIL Limited.
 - viii) Now you are ready for remote e-voting as "Cast vote page" opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "confirm" when prompted.
 - x) Upon confirmation, the message "vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (i.e other than individual, HUF, NRI etc) are required to send scan copy (PDF format/JPG format) of relevant Board Resolution/Authority letter together with attested specimen signature of duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to Scrutinizer pvsml17@rediffmail.com with a copy marked to evoting@nsdl.co.in

- b) i) In case of Members whose email ID are not registered with the Company/Depository Participants(s), information towards E-voting particulars in respect of EVEN (E-Voting Event Number), User ID and password are sent separately along with Attendance slip and Proxy Form which accompany physical copy of notice of AGM
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of para 19(a) above to cast vote
 - iii) In case of any query, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for Members available at the “downloads” section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990. In case of any grievance related to voting by electronic means, you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Mr. Rajiv Ranjan, Asst. Manager, NSDL at 022 2499 4360 / 022 2499 4738 and send an e-mail to evoting@nsdl.co.in and amitv@nsdl.co.in / rajivr@nsdl.co.in.
 - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote and there is no need to register again.
20. The notice is being sent to all Members, whose names appear on the Register of Members as received from NSDL/CDSL as on 21st July, 2017. The dispatch of notice, Attendance Slip, Proxy Form and E-voting Particulars will be completed on Thursday, the 27th July, 2017.
21. Any person who acquires the shares of the Company and becomes a Member of the Company after dispatch of notice and holding shares as of the cut-off date of 18th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/password” option available on www.evoting.nsdl.com or contact NSDL at toll free no. : 1800-222-990.
22. The Voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th August, 2017
23. A Member may participate in AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
24. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Polling Paper.
25. The Board of Directors of the Company has appointed Mr. P.V. Subramanian, Company Secretary in whole time practice, (CP No. 2077) as a Scrutinizer for conducting the entire process of polling (both voting electronically and through Polling Paper) in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by the use of polling paper for all those members who are present at the AGM but have not cast their votes by availing remote e-voting facility.
27. The Scrutinizer after conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses, not being in the employment of Company and shall make, not later than forty eight hours of the conclusion of AGM a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the Results of the voting forthwith.
28. The Results declared along with report of Scrutinizer shall be placed on the Company’s website www.wpil.co.in and on the website of NSDL immediately after the declaration of the Results by the Chairman. The Results shall also be immediately forwarded to BSE Limited, Mumbai and CSE Limited, Kolkata.

Request to the Members:

1. Members desiring any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready.
2. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report to the Meeting.
3. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.

4. For convenience of the Members, attendance slip is annexed to the proxy form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance slip at the entrance of the place of meeting. Proxy/Representative of a member should mark on the Attendance slip as “Proxy” or “Representative” as the case may be.

Statement pursuant to Section 102(1) of the Companies Act, 2013

RESOLUTION AT ITEM NO. 6

The Board of Directors of the Company on the recommendations of the Audit Committee has approved the appointment of Messers. D. Radhakrishnan & Co., Cost Accountants, as a Cost Auditors of the Company to conduct audit of the Cost records maintained by the Company in respect of “other machinery” for the year ended 31st March, 2017 at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus applicable service tax and out of pocket expenses to be incurred for conducting Cost Audit. In terms of provisions of Rule 14 (a) (ii) the Companies (Audit and Auditors) Rules, 2014, for the purpose of subsection (3) of section 148 of Companies Act, 2013, it is necessary for Members to ratify the remuneration of Cost Auditors which has been recommended by Audit Committee and subsequently considered and approved by Board of Directors.

The intimation as to the appointment of Cost Auditors communicated in writing to Messers. D. Radhakrishnan & Co., Cost Accountants, is available for inspection at the Registered office of the Company during the business hours on any working day.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in this resolution except as Shareholder of the Company. The Board commends the Ordinary Resolution for ratification by the Shareholders. The passing of the aforesaid resolution also do not relate to or affect any other Company.

RESOLUTION AT ITEM NO. 7

Mr. P. Agarwal was re-appointed as the Managing Director of the Company for a period of three years commencing from 1st November, 2013 and his term of office expired on 31st October, 2016. Keeping in mind the significant contribution to the growth and performance of the Company by Mr. P. Agarwal, the Board of Directors of the Company at their meeting held on 27th October, 2016, further re-appointed Mr. P. Agarwal as the Managing Director of the Company for a period of three years with effect from 1st November, 2016. The terms of re-appointment including remuneration as approved by the Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as follows:-

1. Period

Three years commencing from 1st November, 2016

2. Remuneration

Subject to overall limit laid down under Section 197 & 198 of the Companies, 2013, Mr. P. Agarwal shall be entitled to receive from Company following remuneration :-

- (a) Salary :- Rs. 3,00,000/- per month
- (b) Commission :- At a rate of 1% of the profits of the Company subject to a ceiling of fifty percent of the Annual salary.
- (c) Perquisites :- In addition to the above, Mr. Agarwal shall be entitled to perquisites like furnished accommodation, Gas, Electricity, Water and Soft Furnishings, Medical Reimbursement and Leave Travel Concession for self and family, Club Fees, Medical Insurance, Personal Accident Insurance, Leave Encashment, Benefits of Provident Fund, Gratuity Fund, Car, Telephone, Children Education etc. in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Agarwal, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites other than benefits of Provident Fund, Gratuity Fund, and Leave Encashment, shall be restricted to the annual salary of Mr. Agarwal.

Provided that the total remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months' notice in writing.

4. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/committee of Directors
5. The re-appointment of Mr. P.Agarwal as Managing Director and remuneration payable to him are in line with Schedule V to the Companies Act, 2013 subject to the approval of members to be obtained at this Annual General Meeting and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.
6. As required under the Act, the further particulars pertaining to the Company and the appointee are set out hereinafter.

RESOLUTION AT ITEM NO. 8

The Board of Directors of the Company ("the Board") at their meeting held on 27th October, 2016, re-appointed Mr. K.K.Ganeriwala as Executive Director of the Company for a period of three years commencing from 1st November, 2016, subject to the approval of the Members to be obtained at this Annual General Meeting. Mr. K.K.Ganeriwala is a Cost Accountant and Company Secretary having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. With the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. K.K.Ganeriwala on regular basis. The Board considers that the re-appointment of Mr. K.K. Ganeriwala as Executive Director of the Company would prove beneficial to the interest of the Company. The terms of re-appointment of Mr. Ganeriwala including the remuneration as approved by the Remuneration Committee and the Board, subject to the approval of the Members to be obtained at this Meeting are as follow:-

1. Period

Three years commencing from 1st November, 2016

2. Remuneration

Subject to overall limit laid down under Section 197 & 198 of the Companies, 2013, Mr. K.K.Ganeriwala shall be entitled to receive from Company following remuneration :-

- (a) Salary :- Rs. 2,25,000/- per month
- (b) Commission :- At a rate of 0.5% of the profits of the Company subject to a ceiling of fifty percent of the Annual salary.
- (c) Perquisites :- In addition to the above, Mr. Ganeriwala shall be entitled to perquisites like furnished accommodation, Gas, Electricity, Water and Soft Furnishings, Medical Reimbursement and Leave Travel Concession for self and family, Club Fees, Medical Insurance, Personal Accident Insurance, Leave Encashment, Benefits of Provident Fund, Gratuity Fund, Car, Telephone, Children Education etc.in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Ganeriwala, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites shall be restricted to the annual salary of Mr. Ganeriwala.

Provided that the total remuneration payable to him by way of salary, commission and perquisites and contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months' notice in writing..

4. The Executive Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/committee of Directors

5. The re-appointment of Mr. K.K. Ganeriwala as Executive Director and remuneration payable to him are in line with Schedule V to the Companies Act, 2013 subject to the approval of members to be obtained at this Annual General Meeting and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail
6. As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature Of Industry

The Company is engaged in the business of fluid handling- from supply of pumps to turnkey project execution. It supplies a comprehensive range of pumps to the Industrial, municipal, irrigation and power sector. The Company also has a strong project division which undertakes water management contracts in the above sectors.

(b) Date or expected date of commencement of commercial production

The company commenced business on 26th February 1952.

(c) in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Performance over the last three financial years is set out as under.

| | (Rs. in Lacs) | | |
|--|---------------|----------|----------|
| | 2015-16 | 2014-15 | 2013-14 |
| Gross Turnover (Including Excise Duty) | 22095.56 | 24244.45 | 27352.26 |
| Profit for the year before tax | 2528.32 | 2375.57 | 2412.39 |
| Extra Ordinary Income (Charges) | --- | --- | --- |
| Provision for Taxation | 839.89 | 691.47 | 694.94 |
| Profit after Taxation | 1718.43 | 1684.10 | 1717.45 |
| Balance brought forward from the previous year | 2551.81 | 2580.53 | 2522.59 |
| Add Excess provision for tax on dividend for 2015 written back | 0.58 | --- | --- |
| Less:- Adjustments in line with Schedule II of the Companies Act, 2013 | --- | 9.37 | --- |
| Balance available for appropriation | 4270.82 | 4255.25 | 4240.04 |
| Less: Appropriations | 1735.11 | 1703.44 | 1659.51 |
| Balance carried to Balance Sheet | 2535.71 | 2551.81 | 2580.53 |
| Equity Share Capital | 976.71 | 976.71 | 796.71 |
| Reserves & Surplus | 21987.66 | 20503.97 | 9145.56 |
| Fixed Assets | 3262.09 | 3396.02 | 3332.98 |
| Investments | 6637.76 | 3795.36 | 3795.36 |
| Net Current Assets | 12796.43 | 14003.21 | 4692.03 |

(e) Export Performance

| | 2015-16 | 2014-15 | 2013-14 |
|-----------------------------|---------|---------|---------|
| Export earning on FOB basis | 1506.54 | 5043.24 | 4385.02 |

(f) Foreign Investments or collaborators if any:

The foreign investment of the Company has been shown in Note 13 forming the part of the Financial Statements.

II Information about the appointees

Mr. Prakash Agarwal

(a) Background details

Mr. Agarwal is a graduate in Mechanical Engineering and has wide experience in Marketing, Management and Operations of the Engineering Industry. His areas of expertise are new product and business development, Radical performance improvement, Business Transformation, International marketing, Sound negotiating skills, Foreign collaborations and JVs, Setting up new operations, high performance team building, and cost optimizations etc.,

(b) Past Remuneration

The remuneration drawn by Mr. Agarwal as the Managing Director of the Company during the financial year ended 31st March, 2017, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a very rich experience in manufacturing and business restructuring. Mr. Agarwal prior to his appointment as Managing Director of the Company on 1st July, 2002 was also associated as Non-Executive Director for a period of two years and is fully conversant with business operations of the Company.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Agarwal is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Agarwal being a promoter Managing Director will not be entitled to remuneration under any other head. No relative of Mr. Agarwal is employed by the Company.

III. Disclosures:

- The remuneration package of Mr. Agarwal has already set out above.
- The necessary disclosure as required under paragraph (A) of Section II of Part II of Schedule V of the Act have already been made in the Report of the Board of Directors on Corporate Governance.
- The Board considers that having regard to the significant contribution of Mr. Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Agarwal as Managing Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 7 of the Notice convening the meeting for the approval of the Shareholders.
- A draft of the Agreement between the Company and Managing Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the Meeting during the usual business hours and will also be available at the Meeting.
- Except Mr. Prakash Agarwal and Mr. V.N. Agarwal and Mrs. Ritu Agarwal, no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 7 of the Notice

Mr. K. K. Ganeriwala

(a) Background details

Mr. Ganeriwala is a Cost Accountant and Company Secretary having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company.

(b) Past Remuneration

The remuneration drawn by Mr. Ganeriwala as the Executive Director of the Company during the financial year ended 31st March, 2017, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Ganeriwala will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a very rich experience in area of Finance, Accounts, general management and operational aspects of the Company. Mr. Ganeriwala, prior to his appointment as Executive Director of the Company on 1st November, 2007 was also associated as Non-Executive Director for a period of five years and is fully conversant with business operations of the Company.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Ganeriwala is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Ganeriwala being Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Ganeriwala is employed by the Company.

III. Disclosures:

- (a) The remuneration package of Mr. Ganeriwala has already set out above.
- (b) The necessary disclosure as required under paragraph (A) of Section II of Part II of Schedule V of the Act have already been made in the Report of the Board of Directors on Corporate Governance.
- (c) The Board considers that with the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. Ganeriwala on regular basis. The Board considers that the re-appointment of Mr. Ganeriwala as Executive Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 8 of the Notice convening the meeting for the approval of the Shareholders.
- (d) A draft of the Agreement between the Company and Executive Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the Meeting during the usual business hours and will also be available at the Meeting.
- (e) Except Mr. Ganeriwala, no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 8 of the Notice

Registered Office :
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046

Date : 14th July, 2017
Place : Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary

Brief resume of Directors seeking appointment/re-appointment at the Sixty Third Annual General Meeting in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Name of the Director | Mr. V. N. Agarwal | Mrs. Ritu Agarwal |
|---|--|--|
| Date of Birth | 15.01.1939 | 31.03.1975 |
| Date of First Appointment | 26. 04. 2001 | 31.03.2015 (As Additional Director) |
| Qualifications | B.E. | Bachelor of Business Data Processing from Lady Shri Ram College, New Delhi |
| No. of Shares Held | NIL | NIL |
| Nature of Expertise | Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in management of Engineering Industries. | Having experience in corporate finance, administration and other aspects of corporate management in diversified fields. |
| Relationship between Directors inter-se | Mrs Ritu Agarwal is daughter- in law | Mr. V. N Agarwal is father-in-law |
| Other Directorships | Tea Time Limited Neptune Exports Limited Orient International Limited Asutosh Enterprises Limited V.N. Enterprises Limited HSM Investments Limited Hindusthan Udyog Limited Bengal Steel Industries Limited Northern Projects Limited Aturia International Pte. Limited (Singapore) | Hindusthan Udyog Ltd. Asutosh Enterprise Ltd. Live-Life Buildcon Pvt. Ltd. Morgan Finvest Pvt. Ltd. Bengal Steel Industries Ltd. |

DIRECTORS' REPORT TO THE MEMBERS

The Directors of the Company have the pleasure in presenting their 63rd Annual Report on the business and operations of the Company for the financial year ended 31st March, 2017 after giving effect of Amalgamation of its wholly owned Subsidiary Company, Mody Industries (F.C) Pvt. Ltd. pursuant to the Order passed by the National Company Law Tribunal (NCLT). Consequent to this Amalgamation, current year figures (2016-17) are not comparable with the previous year figures. (2015-16)

FINANCIAL HIGHLIGHTS (STANDALONE)

| | 2016-17 (Rs. in Lacs) | 2015-16 (Rs. in Lacs) |
|---|--|--|
| Total Income | 29000.68 | 21835.50 |
| Profit before interest, Depreciation and Taxation | 4400.27 | 3564.78 |
| Interest | 1118.04 | 724.69 |
| Depreciation | 299.21 | 281.77 |
| Profit before Taxation | 2983.02 | 2558.32 |
| Provision for Taxation | 891.31 | 839.89 |
| Profit after Taxation | 2091.71 | 1718.43 |
| Balance brought from previous year | 2535.71 | 2552.39 |
| Profit available for appropriation | 4627.42 | 4270.82 |
| Transfer to General Reserve | 1500.00 | 1500.00 |
| Proposed Dividend with Tax on Dividend | 235.11 | 235.11 |
| Balance available in surplus account in Balance sheet | 2892.31 | 2535.71 |

OPERATIONS

The performance of the company was tempered due to good performance at the Indian operations being offset by further losses at Mathers UK. Further the year end consolidated numbers were affected by exchange variation due to drastic appreciation of the rupee. On a positive note the performance of Gruppo Aturia was strong and a strong order book supports growth going forward.

DOMESTIC

The domestic operations saw a return to growth as the company rebalanced its focus on the municipal sector. Major improvement was at the Infrastructure division which completed all old projects and started execution of new municipal orders. A pick up in public spending in the water and wastewater sector enabled the company to close the year with a strong order backlog brightening future prospects.

INTERNATIONAL

The international operations of the company were a mixed bag with stable performance at Gruppo Aturia offset by losses at Mathers UK. The company is critically reviewing its UK operations along with certain smaller subsidiaries to improve overall operational efficiency. Positively, the operations at South Africa, Australia and Thailand performed well and look promising going forward.

DIVIDEND

After considering the performance of the year, cash flow, increased share capital and necessity to augment its working capital to sustain the growth of activities in the coming year, the Directors of the Company are pleased to recommend dividend of two rupees per share for the year ended 31st March, 2017.

The Dividend, if approved at the forthcoming Annual General Meeting, will be paid to those shareholders whose names are registered at the close of the business on 27th July, 2017 or to their mandates subject however, to the provisions of Section 126 of the Companies Act, 2013.

TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND TO IEPF

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to “Investor Education and Protection Fund” (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. During the year dividend which remained unpaid/ unclaimed relating to financial year 2008-09 has been transferred to IEPF in the month of September, 2016. Further pursuant to the requirements of provisions of Section 124(5) of the Companies Act, 2013, unpaid/ unclaimed relating to financial year 2009-10 will be transferred to IEPF in the month of September, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Schedule V(B) under Regulation 34(3) of SEBI (Listing Obligations and Requirements Disclosures) Regulations, 2015, the Management discussion and analysis report for the year under review is appended below:

A. BUSINESS

The company is engaged in the business of fluid handling – from supply of pumps to turnkey project execution. It supplies a comprehensive range of pumps to the Industrial, municipal, irrigation and power sector. The company also has a strong project division which undertakes water management contracts in the above sectors.

B. BUSINESS ENVIRONMENT

Year 2016-17 was another difficult year wherein the business environment globally deteriorated even further and in India the effect has been even more pronounced. The Indian GDP growth rate is now at 7.1 % and there is great pressure on the Indian economy because of this lack of growth, depreciating currency and uncontrolled inflation. Due to the above scenario interest rates remain high and there is uncertainty in the business climate as a result of which we find that Industrial investments have nearly stopped. The power sector continues to struggle with its fuel supply issues and a large number of projects lie closed at various stages of completion. Similarly, with the falling GDP, Government projects in both Municipal and Irrigation sectors have been slow. In this uncertain environment the Company re-focused its business to focus on exports and judiciously approached domestic sales to protect margin and recover dues. The Company's strength and product superiority allowed it to wither the situation and achieve good results with growth in revenue and maintained profit at par with last year. Further, the focus on its International business yielded good results and allowed the Company to achieve sales at par with last year on a consolidated basis. The Company aims to continue its focus on export and development of its International business to protect it from the vagaries of the domestic market.

C. OPERATIONAL REVIEW

DOMESTIC OPERATIONS

After a number of years of low activity and focus on development of new products and sectors the domestic performance was encouraging with sales increasing from 218 crs to 271.7 crs .

The company also saw an increase in order intake and closed the year with a strong order backlog which would allow the growth in sales to be maintained.

The company is seeing demand traction uniformly across its three divisions with a major thrust in the Infrastructure division with large orders in the municipal and irrigation sectors. These orders will enable the division to grow rapidly in revenues and improve capability in the Infrastructure sector.

ENGINEERED PUMP DIVISION

The engineered pump division has booked further orders for pump turbines and large submersible pumps for Irrigation and municipal sectors. These products along with its established capabilities in the power sector are establishing its growing competency in the Indian market.

STANDARD PUMP DIVISION

The Standard pump division had another good year supported by increased order inflows and should grow from strength to strength supported by municipal spending. The division is now focusing on energy efficient pump development which would be the new growth area.

Consequent upon amalgamation of Mody Industries with Company, the operation efficiency of Wastewater division of WPIL will improve which will ensure enhancement of brand clarity. The client would have a single source for water and wastewater needs.

The Wastewater division of the company is performing exceedingly well with new product and market development aided by the Swachh Bharat programme.

INFRASTRUCTURE DIVISION

The Infrastructure division is now growing in strength as it received two large contracts from Madhya Pradesh Jal Nigam in the rural water supply sector. These projects combined with Irrigation projects in Telengana maintain the focus of the division on Municipal and Irrigation sector which align well with the Govt. initiative of providing water to all.

CLYDE INDIA

The operations of the Company are in line with projection and it expects to improve in the coming year.

INTERNATIONAL OPERATIONS

The performance of Gruppo Aturia was stable with both its Italian Industrial pump business and Rutschi nuclear business performing in line. The strong order backlog at the company should translate into growing revenues in 2017-18.

MATHERS UK operations are highly dependent on orders from the Oil & Gas sector. With prolonged pricing pressure in the sector all new investments are on hold. This has resulted in a further fall in revenues and losses. The management is critically reviewing the operations and exploring all options to arrest these losses.

Sterling pumps had a good year and is now seeing a steady upturn in fortunes based on expanding its operations in the Irrigation sector.

South African operations also saw an improved performance with improved profitability. WPIL Thailand also had a good year and closed the year with record order backlog.

During the year the International business was restructured with the merger of Gruppo Aturia and WPIL Europe for operational efficiency. Singapore subsidiary was renamed as Aturia International to align it with International operations of the Company. Fresh capital was injected into Aturia International by the promoters to meet the equity requirements of its subsidiaries especially Mathers U.K.

The management is closely monitoring the performance of its International subsidiaries in view of the fluid geo political scenario.

D. FUTURE OUTLOOK

The Company being one of the leaders in the pump industry foresees good growth in both domestic and international operations and continues to strengthen its business by diversifying across geographies and product categories to both de-risk and grow business. All divisions are well equipped to deal with their growing order book and provide good quality and delivery of products to continue enhanced market share. The Company feels it has achieved a good balance by developing its international business and creation of Waste water pump division consequent to amalgamation of Mody Industries. These two areas of the business should enhance margin and profit suitably going forward. WPIL looks

to cement its position in various geographies and market going forward. The Goods and Service tax (GST), a comprehensive reform of present indirect tax system has been implemented from 1st of July, 2017, with the concept that one Nation- one tax. The implementation of GST will help create a common market in India and reduce the cascading effect of tax on cost of Goods and services. It is expected to have a significant impact on every Industry and Consumer. Apart from plugging loopholes of current system, it is also focused at boosting the Indian Economy. This has been done simplifying and unifying the indirect taxes from all the states throughout India. It has laid impact on tax structure, tax incidence, credit utilization and reporting leading to a complete overhaul of the current indirect tax system.

E. OPPORTUNITIES AND THREAT, RISK AND CONCERNS

WPIL has strengthened itself with necessary manufacturing infrastructure and financial health to be a very strong Company in its sector. Its products have a technical edge in the market and are the preferred choice of its customers. Along with this its support services and team of competent, qualified and experienced personnel command great respect in the market place. A combination of such strong qualities should help to maintain its growth in the recent past.

The biggest concern remains geo political risks such as major currency fluctuation, political stability and commodity price swings. The company is putting in place policies to minimize impact in such scenarios.

F. INTERNAL CONTROL SYSTEM

The Company has in place adequate system of internal control through the process of Operational Internal Audit and the same is monitored by the Internal Audit conducted by external professional audit firm, which independently reviews and strengthens the control measures. Internal Audit of all operational units was carried out during the year under report as per the scope approved by the Audit Committee of Directors. The internal audit teams regularly briefs the management and the Audit Committee on their findings and also recommend the steps to be taken with regard to deviations, if any. Internal Audit Reports are regularly submitted for perusal of Senior Management to initiate appropriate action as required.

G. HUMAN RESOURCES AND INDUSTRIAL RELATIONS.

The People process is at the heart of Company's successful story. The Company lays significant importance for all round developments of its Human Resources with special emphasis to train the employees at all levels to enhance their effectiveness in their contribution to the overall performance of the Company through skill up-gradation, knowledge improvement and attitudinal change. These enable the employees at all levels to cope with the competitive environment through which the Company is passing at present and to achieve the desired corporate objective.

The industrial relations climate in the Company continued to remain harmonious and cordial. The Company has a vibrant atmosphere and able to face challenges of economic downturn with fortitude. Various welfare measures and recreational activities are also being continued side-by side of production to maintain such relations.

The Company had 438 employees on the roll at the end of the year under review as against 434 last year.

CORPORATE GOVERNANCE

The Company has always followed the principles of good Corporate Governance through attaining a highest level of transparency, professionalism, accountability and integrity in its functioning and conduct of business with due respect to laws and regulations of the land.

Necessary measures have been adopted to comply with the requirements of the Listing Agreements with Stock Exchanges wherein the Company's shares are listed and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. A separate report on Corporate Governance adopted by the Company is given in Annexure- B, forms part of this report.

A certificate from the Auditors of the Company regarding the compliance of the conditions of Corporate Governance is attached to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirements of Section 134 (5) of the Companies Act, 2013, the Directors confirm that;

- (i) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance of the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the Annual Accounts on going concern basis;
- (v) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Both, the Managing Director and Executive Director have furnished the necessary certification to the Board on these financial statements as required under Part B of Schedule II under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr.V.N. Agarwal and Mrs Ritu Agarwal retire by rotation and being eligible, offer themselves for re-appointment. The brief resume of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Annual General Meeting Notice.

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as prescribed in subsection (6) of Section 149 and the 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY FOR DIRECTORS' APPOINTMENT

The Company recognizes that an enlightened Board could effectively create a culture of leadership to provide long term vision, improve the quality of governance and invite the confidence of stakeholders. In order to ensure that Board Directors can discharge their duties and responsibilities effectively, the Company aims to have a Board with optimum combination of experience and commitment. The Company also believes the importance of Independent Directors in achieving the effectiveness of the Board. A diverges Board enables efficient functioning through differences in perspective and skill and also fosters differentiated thought process at the back of varied industrial and management expertise, gender, knowledge and geographical background. The policy of the Company for appointment of Directors and criteria for determining the qualifications, positive attitude and independence of a Director can be accessed to its website at www.wpil.co.in

POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES'

The Company recognizes the fact that there is a need to align the business objective with the specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view of the following objectives.

- 1) Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- 2) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- 3) Remuneration to Directors, Key Managerial Personnel and Senior Management involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration policy of the Company for its Directors, Key Managerial Personnel and other employees can be accessed to its website at www.wpil.co.in

AUDITORS

Messers. V.Singhi & Associates, Chartered Accountants (Firm Registration No.311017E) were appointed Statutory Auditors of the Company at the Sixty Second Annual General Meeting held on 12th August 2016, to hold the office from the conclusion of that Annual General Meeting till the conclusion of Sixty third Annual General Meeting. Messers. V.Singhi & Associates, Chartered Accountants would vacate office as Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting pursuant to provisions of Section 139(2) of the Companies Act, 2013 dealing with compulsory rotation of Auditors. Pursuant to the applicable provisions of Companies Act, 2013 and on the recommendation of the Audit Committee of the Board, it is proposed to appoint Messers. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company for a term of five years commencing from the Company's financial year 2017-2018 to hold office from the conclusion of the 63rd Annual General Meeting of the Company till the conclusion of the 68th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting). Messers. S.R. Batliboi & Co. LLP, Chartered Accountants confirmed their eligibility and willingness to act as Statutory Auditors of the Company for the aforesaid period, if re-appointed. Necessary resolution for the appointment of Messers. S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors is included in the Notice of the Annual General Meeting.

The reports given by the Messers. V. Singhi & Associates, Chartered Accountants, outgoing Auditors on the Financial Statements of the Company for the financial year ended 31st March, 2017 do not contain any qualification, reservation or disclaimer and form a part of this Annual Report.

COMPANIES (ACCOUNTS) RULES, 2014

Information under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo so far as is applicable to the Company are furnished in Annexure-A which forms a part of this Report.

CODE OF CONDUCT

The Company has formulated Code of Conduct in compliance to the requirements of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This code of conduct applies to Board Members

and Senior Management Personnel of your Company. Confirmations towards adherence to the code during the financial year 2016-17 have been obtained from all Board Members and Senior Management Personnel in terms of the requirements of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and a declaration relating to compliance to this code during the year under review by all Board Members and Senior Management Personnel has been given by the Managing Director of the Company in terms of Schedule V(D) under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which accompanies this report.

DEMATERIALIZATION OF SHARES

The Company's shares are under transfer-cum-demat option. Shares of the Company can only be traded in dematerialized form. You have the option to hold the Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL). 97.94% of the total equity share capital of the Company was held in dematerialized form with NSDL and CDSL as on 31st March, 2017.

FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company along with those of its Subsidiaries and Joint Venture Companies have been prepared as per Accounting Standards AS-21 and AS-27. The Company publishes the Audited Consolidated Financial Statements in the Annual Report. As such, Annual Report 2016-2017 does not contain financial statements of the subsidiaries in terms of General Circular No. 2/2011 dated 8th February, 2011, issued by the Ministry of Corporate Affairs.

COST AUDIT

The Company had appointed M/s. D.Radhakrishnan & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2016-17 under Section 148 of the Companies Act, 2013 to conduct Cost Audit relating Cost Records maintained by the Company in respect of other machinery. As required under Rule 14 of the Companies (Audit and Auditors) Rules 2014, for the purpose of subsection (3) of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditors for the year under review as recommended by Audit Committee and considered and approved by Board will be placed before the members for ratification at the ensuing Annual General Meeting.

EXTRACTS OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, extract of the Annual Return prepared in form MGT-9 pursuant to Rule 12 of the Companies (Management and Administration Rules), 2014 is furnished in Annexure-D which forms a part of this report.

NUMBER OF BOARD MEETINGS HELD

The Board of Directors duly met four times during the Financial Year from 1st April 2016 to 31st March, 2017. The dates on which the Meetings were held are 26th May, 2016, 12th August, 2016, 27th October, 2016, and 7th February, 2017.

SECRETARIAL AUDIT

According to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014, every listed Company to annex with its Board report, a Secretarial Audit Report given by Company Secretary in practice in the form MR-3.

The Board of Directors has appointed M/s. Rinku Gupta & Associates, Practicing Company Secretaries, as Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2016-17. The report did not contain any qualification, reservation or adverse remark. The Secretarial Audit Report as submitted to the Company is enclosed in Annexure- C which forms a part of this report.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

Details of Loan, Guarantee or Investments covered under the provisions of Section 186 of the Companies Act, 2013 as on 31st March, 2017, are attached in Annexure- E which forms a part of this report.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with Related Parties that were on arm's length basis and in the ordinary course of business. During the year, the Company had not entered into any contracts/ arrangements/transactions with related parties which could be considered material in accordance with the policy of the Company on materiality on related party transactions

The Board of Directors of the Company has, on the recommendation of Audit Committee, adopted a policy to regulate transactions between Company and related parties, in compliance of applicable provisions of the Companies Act, 2013, the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed to Company's website www.wpil.co.in

The transactions with Related Parties have been disclosed in Note 28 (j) to the financial Statements

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of provisions of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of the Company had constituted a CSR Committee. During the year the Board reconstituted the Committee which comprises of Five Directors, two of whom are Independent. CSR Committee of the Board has formulated a CSR policy of the Company and recommended the same to the Board. The Board has approved the CSR activities to be undertaken by the Company as recommended by the CSR Committee which is enclosed in Annexure-F. The CSR Policy as approved by the Board may be accessed to Company's website at www.wpil.co.in

VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism of Directors and Employees to report genuine concerns has been established. The Whistle Blower Policy (Vigil Mechanism) may be accessed to Company's website at www.wpil.co.in

RISK MANAGEMENT

The Risk Management Committee consists of Mr. P. Agarwal (Chairman), Mr. S.N.Roy and Mr. K.K. Ganeriwala. The Committee has been entrusted with the task for rendering assistance to the Board in (a) assessing and approving the Company's wide risk management framework; (b) Overseeing that all risks that the organization faces comprising Strategic, financial, Credit, Market, Liquidity, Investment, Property, legal, Regulatory, Reputational and other risks of the Company have been identified and assessed and there is adequate Risk Management Infrastructure in place capable of addressing those risks in time and effectively. The holistic approach provides the assurance that, to the best of its capabilities, the Company identifies, assesses and mitigates risks that could materially impact its performance in achieving stated objectives.

The Company manages monitors and reports on principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Organizational structures, processes, standards, code of conduct and behaviors all taken together constitute the management system of the Company that governs as to how Company conducts its business and manages risks associated with it.

The Company has introduced several improvements to integrated Enterprises Risk Management, internal control

management and assurance framework and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control supplemented by Internal Audit and assurance activities. The integration is enabled by all three being fully aligned across group wide Risk Management, Internal Control and Internal Audit methodologies and processes. Going forward, the criticality of Risk Management an organization faces, the Company is constantly striving for developing a strong culture for Risk Management and awareness within the organization across all verticals.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate Internal Financial Controls with reference to financial statement. During the year such controls were tested and no reportable material weakness in the design and operation has been noticed.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, as amended are provided in Annexure – G. Pursuant to provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5 (2) of the Companies (Appointment and Managerial personnel) Rules, 2014, as amended, a statement containing the names and other prescribed particulars of top 10 employees in terms of remuneration drawn is annexed to and forms part of this report. However, having regards to the provisions of first proviso of Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to all the Members of the company excluding this information. The aforesaid statement is available for inspection by the Shareholders at the registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy of the said information may write to the Company Secretary at the Registered office of the Company and same will be furnished on request and said information may be accessed at the website of the Company. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules 5 (2) (i), (ii) & (iii) & 5(3) of the Companies (Appointment and Managerial Personnel) Rules, 2014, as amended are not furnished since there was no employee during the year who was in receipt of remuneration set out in the said Rules.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committee and Individual Directors of the Company.

The Board evaluated its performance after considering the inputs received from all Directors based on the Criteria comprising composition and structure of the Board with diverse background and experience, flexible and effective board procedures, inflow of the right amount and quality of timely information and functioning etc.

The Board evaluated performance of its Committee after considering the inputs received from all Committee Members based on the Criteria involving composition of the Committee with diverse experience and skill, effectiveness of the Committee 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 Directors to the Board and Committee Meetings like preparedness on the issue to be discussed, meaningful and constructive contribution, inputs in meetings, updated on skill, knowledge, familiarity with Company and its business etc. Similarly, Board evaluated the performance on the Chairman based on the criteria of effective leadership, constructive relationships and communications within the Board, addressing of the issue and concerns raised by the Members of the Board etc.

The Independent Directors at their separate meeting evaluated the performance of Board as a whole, performance of the Chairman and performance of Non-Independent Directors after taking into accounts the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting held following the meeting of the Independent Directors, at which the performance of the Board, its committees and Individual Directors was also discussed.

INVESTOR SERVICES

In compliance to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has dedicated a separate page for Investors Services in its Website at www.wpil.co.in. This page contains particulars for the information of Investors as prescribed under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company keeps on updating these particulars as and when necessary.

STATUTORY DISCLOSURES

None of the directors of the Company are disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. The Directors of the Company has made necessary disclosures as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

DISCLAIMER

Statement in the management discussion and analysis and Directors' Report describing the Company's strength, projections and estimates are forward-looking statements and progressive within the meaning of applicable laws and regulations though the Company believes that the expectations reflected in such forward looking statements are reasonable. However, no assurance can be given that such expectations will prove to have been correct. Actual Performances or results may vary from such expectations whether expressed and implied, depending upon the change of economic conditions, demand and supply, Government Policies and other incidental factors. Readers are cautioned to repose undue reliance on these forward looking statements.

ACKNOWLEDGEMENT

The Directors take this opportunity to express their whole-hearted appreciation for the unstinted support and co-operation received from the Central Government, various State Governments and Government undertakings, Banks, Financial Institutions, Customers and Shareholders during the year under review. The Directors also wish to place on record their appreciation for the service rendered by the employees at all levels in the Company and for their valuable contributions towards the performance of the Company.

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

P. AGARWAL Managing Director
DIN 00249468

K. K. GANERIWALA Executive Director
DIN 00408722

Place : Kolkata
Date : 14th July, 2017

PARTICULARS OF DISCLOSURE UNDER RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014.**A) CONSERVATION OF ENERGY**

Following measures were adopted during the year for conservation of energy. The impact of the above measures have the effect of reduction of energy consumption leading to saving of energy cost by Rs. 15,000/- per month.

AT PANIHATI

- For pump hydraulic test laboratory, pump testing schedule adjusted to avoid consuming high power during peak demand hours.
- Functional re-grouping of officer's seating arrangement sharing common illumination and air-conditioners.

AT GHAZIABAD PLANT**Conservation Of Energy**

Power saving awareness is ongoing

- Total 44 nos. LED flood light / high bay lights 100 watts and 120 watts installed in place of 250 watt vapour light
- ACB of main electrical pannel upgraded to 3200 amp. in place of 2000 amp. This shall provide 590 kWh power in place of 625 kWh power to electric induction furnace, resulting in saving of 35 kWh.
- PNG Gas pipeline installed will replace use of diesel in furnace with better efficiency and clean environment.

B) RESEARCH & DEVELOPMENT (R&D)

Following are the specific areas in which R&D activities have been carried out by the Company during the year under review.

AT PANIHATI PLANT**New Pump Models/Components Developed:**

- Development of high efficiency vertical turbine pumps of rotor pull-out type (specific speed 4900 to 5300 US NS) of design flow range 16000 to 18000 M3 per hr and head range 22 M to 24 M.

New processes developed

In-house software developed to improve the design process for

- Pump components assembly fitment checking by 3-D modeling.

AT GHAZIABAD PLANT

- LIST OF SUBMERSIBLE DEVELOPMENT DURING THE YEAR

1.) DEVELOPMENT OF PUMP MODEL

- A.) APM14A/B/C.
- B.) XM6-30/40/50/60

1.) DEVELOPMENT OF MOTORS

- A.) 450 KW(400 FRAME) DRY,3.3 Kv FOR A/C MB POWER
- B.) 100 HP, 8" (194 SPL FRAME) NEMA STD.

C.) 40 HP, 6" (140 SPL FRAME) NEMA STD.

1.) BEE FIVE STAR CERTIFICATE OBTAINED FOR

A.) APM14B /07 STG WITH 10 HP

B.) C7SC/03 STG WITH 15 HP

1.) BIS CERTIFICATE OBTAINED FOR

A.) APM14B/07 STG WITH 10 HP

B.) C7SC/03 STG WITH 15 HP

C.) C7SC/05 STG WITH 25 HP

➤ **LIST OF MULTISTAGE PUMP, DEVELOPMENT**

MODEL DEVELOPED IS AS BELOW,

1.) WXH-150/320

➤ **LIST OF HSC DEVELOPMENT**

MODEL DEVELOPED ARE AS BELOW,

1.) PDR 150-315

2.) PDR 150-480

3.) PDR 200-315

4.) PDR 200-370

5.) PDR 250-515

6.) SC-150-500

➤ **LIST OF HSC IN VERTICAL CONSTRUCTION, DEVELOPMENT**

MODEL DEVELOPED ARE AS BELOW,

1.) 14LNV19A

2.) 20LNV26

3.) 12LNHV21A

4.) 12LNV22B

5.) 10LNV26B

6.) 10LRV16A

➤ **LIST OF DRY PIT SEWAGE PUMP, DEVELOPMENT**

MODEL DEVELOPED ARE AS BELOW,

1.) 12MNV24B

2.) 14MNV24A

3.) 20MNV24A

4.) 10MNV19A

LIST OF ENDSUCTION PUMP, DEVELOPMENT

MODEL DEVELOPED ARE AS BELOW,

- 1.) SWP-125-80-360
- 2.) SWP-125-100-400
- 3.) SWP-125-100-450
- 4.) SWP-150-125-320
- 5.) SWP-80-50-320
- 6.) SWP-100-65-320
- 7.) SWP-125-80-260
- 8.) SWP-200-150-400
- 9.) SWP-150-125-400
- 10) SWP-100-65-160

Addition of New Facility

Pump Division

- Portable magnetic broaching machine 27mm capacity procured for onsite drilling.
- Automatic Seam welding machine for submersible motor's shell added
- Key seating machine fully operational
- Bush fitting by heating in electric furnace control
- New test bed for computerised testing of End suction pumps added
- Test bed added with VFD for testing of VT, SCF & HSC
- Another test bed added with VFD for testing of VT, SCF & HSC pumps
- 8 nos. Test bed valves motorized.

Foundry Division

- Spectrometer operation started. Close control on composition for some elements will be done by Systana engineer in first week of June 2017.
- PNG Gas pipe line is installed and shall be operational by first week of June 2017.
- Heat Treatment Furnace is under erection and shall be operational by third week of June 2017.
- One ton induction furnace started for steel casting

(C) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- CFD (Computational Fluid Dynamics) laboratory already established at R&D department further strengthened by skilled manpower. Internationally acclaimed CFD software ANSYS CFX has been installed at Kolkata and Ghaziabad design centres. These design centres are regularly conducting Flow Pattern Analysis for performance prediction of pumps and sump flow pattern analysis.

FUTURE PLAN OF ACTION

AT PANIHATI PLANT

- New design and development of high performance models for addition to HSC pump range.
- New CNC machines to be added to enhance manufacturing capability of pump components in large nos.
- Re-engineering of plant layout for machining and assembly of pumps to enhance productivity.
- Addition of standard products in horizontal range of pumps.

INTERNATIONAL CERTIFICATIONS

AT GHAZIABAD PLANT

- Upgradation of QMS as per ISO 9001-2015 – Audit for certification is completed. Certificate for ISO 9001-2015 is expected by middle of June 2017.
- NABL pre assessment audit is over. Final assessment and certification by end July 2017

TRAINING

- R&D engineers attended in-house workshop on “Life Cycle Analysis of Vertical Turbine pumps.
- R&D engineers attended in-house workshop with live demonstration on Assembly, installation and performance testing of Propeller Submersible Pumps.

CONTINUOUS IMOROVEMENT

- Re-engineering of plant layout for machining and assembly of pumps to enhance productivity.
- MS-NAV ERP system live implementation started.
- New design and development of high performance models for additional pump ranges.
- Product stadardisation

FOCUS ON PUMP PERFORMANCE:

- Continuous review and analysis of past and present pump performance test results. Corrective and preventive measures are being taken regularly.
- Various aspects of impeller profile checking are being explored by profile gauges and recording test results of the pumps. This is helping accumulation of large data which will help achieving the desired performance of pumps.
- Continuous review and analysis of past and present pump performance test results. Corrective and preventive measures are being taken regularly.

VALUE ENGINEERING:

- Value engineering and performance improvement of Horizontal and Vertical Pumps and development of investment cast impellers of Horizontal pumps is a continual process.

STANDARISATION

- Standardization of vertical turbine pump components and Horizontal pump components with focus on reduction of size and configuration variation. Overall goal is to reduce pump delivery time. The design standardization of pump components on shaft size basis is complete and has substantially improved on delivery of horizontal pumps. Now standardization of vertical pump column assemblies is under progress. This will help reducing delivery time of long-setting vertical turbine pumps.

QUALITY SYSTEM

- Awareness training conducted for Kolkata operation plants implementation of EMS ISO:14001.

(D) FOREIGN EXCHANGE EARNINGS AND OUTGO

| | Rs. In lacs |
|---|-------------|
| Total foreign exchange earned during the period | 2094.54 |
| Total Foreign exchange used | 1245.23 |

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

P. AGARWAL Managing Director
DIN 00249468

K. K. GANERIWALA Executive Director
DIN 00408722

Place : Kolkata
Date : 14th July, 2017

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company's philosophy on Corporate Governance aims to attain the highest level of transparency, professionalism, accountability and integrity in its functioning and conduct of business with due respect to laws and regulations of the land. It is directed in such a way that it performs effectively keeping in view customers and its business, employees and long term interest of the stakeholders. Your Company is committed to good Corporate Governance and continuously reviews various investors' relationship measures with a view to enhance stakeholders' value. Your Company within its web of relationships with its borrowers, shareholders and other stakeholders has always maintained its fundamental principles of Corporate Governance- that of integrity, transparency and fairness. For your Company, Corporate Governance is a continuous journey, seeking to provide an enabling environment to harmonize the goals of maximizing the shareholders' value and maintaining a customer centric focus.

Your Company maintains that efforts to institutionalize Corporate Governance practices cannot solely rest upon adherence to a regulatory framework. Your Company's Corporate Governance compass has been its newly adopted business practices, its values and personal beliefs, reflected in actions of each of its employees.

Your Company believes that while an effective policy on Corporate Governance must provide for appropriate empowerment to the executive management, it must also create a mechanism of internal controls to ensure that powers vested in the executive management are properly used with appropriate consideration and responsibility so as to fulfill the objectives of the Company.

The Board of Directors fully support and endorse Corporate Governance practices as per the provisions of the Listing Regulations as applicable from time to time. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory approach. The Corporate Governance structure in your Company is based on an effective independent Board, the separation of the Board's supervisory role from the executive management and constitution of Board Committees primarily focused on independent Directors and chaired by independent Directors to oversee the critical areas.

2. BOARD OF DIRECTORS

Your Company has a broad-based Board of Directors constituted in compliance with the terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with best practices in Corporate Governance. The Board of Directors of your Company comprises Executive and Non-Executive Directors; the latter include independent professionals who are also Independent Directors.

In accordance with the governance policy, Directors are eminent professionals with experience in business /finance / management. Managing Director and Executive Director are appointed /re-appointed with the approval of shareholders for a period of three years or for a shorter duration as the Board deems fit from time to time. All Directors other than Independent Directors, Managing Director and Executive Director are liable to retire by rotation. One-third of the Directors retire by rotation every year and are eligible for re-election. In terms of the Articles of Association of the Company, as amended, the strength of the Board shall not be less than three or more than twelve. The present strength of the Board of Directors is seven, of which two are Executive Directors.

The following is the composition of Board as on 31st March, 2017.

| Sl. No. | Category | No. of Directors | Percentage of total No. of Directors |
|---------|---|------------------|--------------------------------------|
| 1. | Non-Executive Director and Promoter | 1 | 14.29 |
| 2. | Non-Executive woman Directors and promoter | 1 | 14.29 |
| 3. | Non –Executive Independent Directors | 3 | 42.84 |
| 4. | Executive Director and Promoter (Managing Director) | 1 | 14.29 |
| 5. | Executive Director | 1 | 14.29 |
| | TOTAL | 7 | 100.00 |

The Board comprises of seven Directors, two of whom are Managing Director & Executive Director and rests are Non-Executive Directors. The Directors are eminently qualified and have rich experience in business, finance and corporate management. The Independent Directors do not have any pecuniary relationship or transaction with the Company, promoters or management, which may affect their judgments in any manner. The day-to-day management of your Company vests with the Managing Director and the Executive Director subject to the superintendence, control and direction of the Board of Directors.

The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committee oversees the operational issues. The Board meets at least once in a quarter to consider inter alia the quarterly performance of your Company and financial results. The Directors attending the meeting actively participate in the deliberations at the meetings.

The names of the Board Members, their attendance at the Board Meetings and General Body Meeting held during the financial year under review and the number of other Directorships and the Board Committee Memberships held by them as at 31st March, 2017 are given below.

| Name of the Board Members | Category (1) | Board Meetings attended out of 4 Meetings held during the year | Attendance at the last AGM held on 10th August, 2015 | Number of other Directorships held in Indian Public and Private Limited companies (5) | Number of other Committee Memberships (2) |
|---------------------------|--------------|--|--|---|---|
| Mr. Prakash Agarwal (4) | MD & P | 4 | Present | 11 | 2 |
| Mr. V. N. Agarwal | NED & P | 4 | Present | 9 | 8 |
| Mr. K. K. Ganeriwala | ED | 4 | Present | 11 | 7 (3) |
| Mr. S. N. Roy | NED & ID | 4 | Present | 8 | 1 |
| Mr. Binaya Kapoor | NED & ID | 3 | Absent | 2 | 1 |
| Mr. Utpal Mukhopadhyay | NED & ID | 2 | Present | 6 | 3(1) |
| Mrs Ritu Agarwal (6) | NED & P | 4 | Absent | 5 | NIL |

(1) MD: Managing Director; NED: Non-Executive Director, P: Promoter; ID: Independent Director and ED: Executive Director.

(2) Excludes the memberships of the committee other than the Audit Committee and Stakeholders Relationship Committee in Public Limited Company..

(3) Figure in brackets indicates Committee Chairmanship.

(4) Mr. Prakash Agarwal is the son of Mr. V.N. Agarwal.

(5) Does not include directorship in Foreign Companies.

(6) Mrs Ritu Agarwal is the wife of Mr. Prakash Agarwal.

Details of Board Meetings held during the financial year

During the Financial Year 2016-17, Four Board Meetings were held on 26th May, 2016, 12th August, 2016, 27th October, 2016, and 7th February, 2017.

3. COMMITTEE OF THE BOARD

Presently, there are six Committees of the Board- (1) Audit Committee, (2) Nomination and Remuneration Committee, (3) Stakeholders Relationship Committee, (4) Corporate Social Responsibility Committee (5) Share Transfer Committee and (6) Risk Management Committee.

The terms of reference of Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by Committee Chairman. Minutes of Board Committee Meetings are placed at the Board for information. The respective roles and compositions of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:-

I. AUDIT COMMITTEE

The Audit Committee provides general direction and oversees the audit and risk management function in the Company. It carries out periodic review of accounting policies and internal control systems, reviews the quality of internal and management audit reports, ensures the reliability of financial and other management information and adequacy of disclosures; it also acts as an interface between the Statutory and the Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee are in line with Part C of Schedule II of Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The terms of references of Audit Committee include the followings:

- Overseeing Company's financial reporting process and disclosures of its financial information.
- Recommending appointment or removal of the Statutory Auditors, fixing of audit fees and approving payments for any other services.
- Reviewing with the management the quarterly and annual financial statements with primary focus on:
 - a) Matters to be included in the Directors' Responsibility Statement comprised in the Board Report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - b) Accounting policies and practices.
 - c) Compliance with Accounting Standards.
 - d) Accounting- based on exercise of judgment by management.
 - e) Qualification in the draft Audit Report.
 - f) Compliance with listing Regulations and other legal requirements concerning financial statements.
 - g) Significant adjustments arising out of audit.
 - h) The going concern assumptions.
 - i) Related party transactions.
- Reviewing with the Management, the Internal and the Statutory Auditors the adequacy and compliance of internal control systems.
- Reviewing Company's financial and risk management policies.
- Reviewing the Internal Audit functions and reports and major findings of the Internal Auditors.
- Pre-audit and post-audit discussions with the Statutory Auditors to ascertain the area of concern.

The Audit Committee comprises of three Non-Executive Directors, and one Executive Director. All the Non-Executive Directors are Independent Directors. Members of the Committee are financially literate and have accounting and financial management expertise. The General Manager (Finance) and Company Secretary acts as the Secretary to the Committee. The Managing Director and the representatives of the Internal and the Statutory Auditors are permanent invitees to the Audit Committee Meeting.

During the year ended 31st March, 2017, the Audit Committee Meetings were held on 26th May, 2016, 12th August, 2016, 27th October, 2016, and 7th February, 2017, The composition of the Audit Committee and the attendance of the members are furnished below:

| Sl. No. | Name of Member of Audit Committee | No. of meetings attended | Number of meetings held during Members tenure |
|---------|-----------------------------------|--------------------------|---|
| 1. | Mr. U. K. Mukhopadhyay | 2 | 4 |
| 2. | Mr. S. N. Roy | 4 | 4 |
| 3. | Mr. Binaya Kapoor | 3 | 4 |
| 4. | Mr. K. K. Ganeriwala | 4 | 4 |

II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of Mr. S.N.Roy (Chairman), Mr. Binaya Kapoor and Mr. V. N. Agarwal. The terms of reference of the Nomination and Remuneration Committee primarily cover formulation of criteria for determining the qualifications, positive attitudes and independence of Directors, recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees. Identify the persons who are qualified to become Director and who may be appointed as Senior Management Personnel in accordance with criteria laid down and recommend to the Board for their appointment and removal and to carry out evaluation of performance of every Director. Fixation of remuneration, gradation, scales, perquisites, increments etc. of the Managing Director and the Executive Director.

The remuneration of the Managing Director/ Executive Director is determined by the Board of Directors within the statutory limits subject to the Shareholders approval and on the basis of recommendations of the Nomination and Remuneration Committee.

During the Financial year 2016-17, two Remuneration Committee Meeting were held on 27th October, 2016 and 7th February, 2017.

The criteria for performance evaluation of Independent Directors as laid down by Nomination and Remuneration Committee are furnished below:

Criteria for performance evaluation of Independent Directors

- Updated on skills, knowledge, familiarity with the Company and its business.
- Acts objectively and constructively while exercising duties.
- Participates in development of strategies and risk management.
- Committed to the fulfillment of a director obligations and fiduciary responsibilities- these include participation and attendance.
- Demonstrates quality of analysis and judgment related to progresses and opportunities and need for changes.
- Contributes towards and monitor Company's Corporate Governance Practice.
- Keeps well informed about the Company and the external environment in which it operates.
- Does not unfairly obstruct the functioning of an otherwise proper Board or Committee of Board.
- Pays sufficient attention and ensures that adequate deliberations are held before approving the Related Party Transactions.

- j) Contributes adequately to address the top management issues.
- k) Acts within authority and assists in protecting the legitimate interests of the Company, its Shareholders and its employees.
- l) Ensures that vigil mechanism has been properly implemented and monitored.
- m) Reports concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- n) Does not disclose confidential information, commercial secrets, technologies, unpublished price sensitive information unless such disclosure is expressly approved by the Board or required by law.
- o) Attendance at the General Meeting of the Company.

The Non-Executive Directors draw remuneration from the Company by way of sitting fees for attending the Meetings of the Board and its Committees. The fees are determined by the Board from time to time within the statutory guidelines. However, Non-Executive Directors as a whole are entitled to receive commission not exceeding 1% of Net Profit of the Company in lieu of their services to the Company.

- A. Details of remuneration paid to the Managing Director and the Executive Director during the financial year ended 31st March, 2017 are given below:

| Name | Designation | Salary (Rs.) | Contribution to funds (Rs.) | Perquisites & Allowances (Rs.) | Commission (Rs.) | Total (Rs.) |
|---------------------|-------------|-----------------|-----------------------------------|--------------------------------------|---------------------|----------------|
| Mr. Prakash Agarwal | M D | 29,00,000 | 3,48,000 | 24,94,171 | 14,50,000 | 71,92,171 |
| Mr. K.K. Ganeriwala | E D | 21,75,000 | 2,61,000 | 19,28,938 | 10,87,500 | 54,52,438 |

There was no stock option during the Financial Year ended 31st March, 2017.

- B. Details of remuneration paid/payable to Non-Executive Directors during the financial year ended 31st March, 2017 are as follow:-

| Sl. No. | Name of Directors | Commission (Rs.) | Sitting fees (Rs.) | | Total (Rs.) |
|---------|------------------------------|------------------|--------------------|-----------|-------------|
| | | | Nature of Meeting | | |
| | | | Board | Committee | |
| 1. | Mr. V. N. Agarwal | 1,00,000/- | 8,000/- | 8,000/- | 1,16,000/- |
| 2. | Mr. S. N. Roy | 1,00,000/- | 8,000/- | 22,000/- | 1,30,000/- |
| 3. | Mr. Binaya Kapoor | 1,00,000/- | 6,000/- | 10,000/- | 1,16,000/- |
| 4. | Mr. Utpal Kumar Mukhopadhyay | 1,00,000/- | 4,000/- | 6,000/- | 1,10,000/- |
| 5 | Mrs. Ritu Agarwal | 1,00,000/- | 8,000/- | — | 1,08,000/- |

III. Stakeholders Relationship Committee

The Stakeholders Relationship consists of Mr. S.N.Roy (Chairman), Mr. Prakash Agarwal and Mr. K.K.Ganeriwala. The Committee meets in every quarter and looks into the various issues relating to Shareholders' / Investors grievances' including redressal of their complaints regarding transfer of shares in physical form, non-receipt of Annual Report, non- receipt of dividend warrants etc. During the financial year ended 31st March, 2017, 4 Nos. of Investors' complaints / queries were received altogether and no complaint / query was pending for redressal as on 31st March, 2017. Mr. U. Chakravarty, General Manager (Finance) and Company Secretary acts as Secretary to the Committee.

IV. SHARE TRANSFER COMMITTEE

The Committee consists of Mr. S.N.Roy (Chairman), Mr.P.Agarwal and Mr. Mr.K.K.Ganeriwala. The Committee usually meets at least once in every month that approves and monitors transfers, transmission, rematerialisation, sub-division and consolidation of securities in physical form and issue of new and duplicate Share Certificates by your Company. There was no transfer of shares pending for registration as on 31st March, 2017 and all the transfers were registered within 15 days from the date of valid lodgement.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board for the sake of operational convenience reconstituted this Committee during the year which after reconstitution consists of Mr. S.N.Roy (Chairman), Mr. V.N.Agarwal, Mr. Utpal Kumar Mukhopadhyay, Mr. Prakash Agarwal and Mr. K.K. Ganeriwala. The terms of reference of the Corporate Social Responsibility Committee basically cover formulation of a Corporate Social Responsibility Policy of the Company which shall indicate the activities to be undertaken by the Company as specified in Scheduled VII to the Companies Act, 2013 and recommend the same to the Board for adoption. Recommend the amount of expenditure to be incurred on the activities as specified in the Policy and monitor Corporate Social Responsibility Policy of the Company from time to time. During the year three meetings were held on 12th August, 2016, 19th December, 2016 and 7th February, 2017.

VI RISK MANAGEMENT COMMITTEE

The Committee consists of Mr. P.Agarwal (Chairman), Mr. S.N.Roy and Mr. K.K.Ganeriwala. During the year one meeting was held on 7th February 2017 though it is not mandatory on the part of the Board to constitute this committee as provisions of Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not apply to the Company.

The Committee was basically entrusted with the responsibility to assist the Board in overseeing and approving the Company's enterprises wide risk management framework and ensuring that all the risks that the organization faces have been assessed and identified and there exists adequate risk management infrastructure capable of addressing those risks.

Mr.U.Chakravarty, General Manager (Finance) and Company Secretary has been designated as the Compliance Officer of the Company. Investors may contact Mr. U. Chakravarty at e-mail ID uchakravarty@wpil.co.in for registering their complaints and also to take necessary follow-up action.

4. Separate Meeting of Independent Directors

The Independent Directors held a Meeting on 7th February, 2017 without the attendance of Non-Independent Directors and members of Management. Majority of Independent Directors were present at the meeting. The following issues were discussed at length.

- (i) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- (ii) Reviewed the performance of the Chairperson of the Company, taking into account views of Executive Directors and Non-Executive Directors;
- (iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

5. Training of Independent Directors

Whenever new Non-Executive and Independent Directors are inducted in the Board, they are introduced to Company's culture through appropriate orientation session and they are also introduced to the organization structure, company's business model, constitution Board procedures, major risks and management strategy. Detailed discussions held at the Board Meetings as to the status of operations and financial position of the Company provides a thorough inputs to the Independent Directors to assess the status and overall position of the Company. Besides Code for the Independent Directors as envisaged in the Schedule IV to the Companies Act, 2013, makes them familiar as to their roles, duties and responsibilities in the Company.

The Company had issued formal letter of appointment to the Independent Directors as provided in the Companies Act, 2013. The letters of appointment can be accessed to the Company's website at www.wpil.co.in under Investors Services.

6. BOARD PROCEDURE

The Members of the Board have been provided with the requisite information as provided in Part A of Schedule II of Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board Meeting and the same were dealt with appropriately.

All the Directors who are in various committees are within the permissible limits as stipulated in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors have intimated from time to time about their Memberships / Chairmanships in the various Committees in other Companies.

7. GENERAL BODY MEETINGS

I. The details of Annual General Meeting (AGM) held in the last three years are as follows :

| Year | Venue | Date | Time | Special Resolution | Postal Ballot |
|---------|--|------------|------------|--------------------|---------------|
| 2015-16 | "Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017 | 12.08.2016 | 10.00 A.M. | No | No |
| 2014-15 | "Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017 | 10.08.2015 | 10.00 A.M. | Yes | No |
| 2013-14 | "Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017 | 31.07.2014 | 10.00 A.M. | Yes | No |

No Extra-Ordinary General Meeting was held during the financial year except a Court Convened Meeting of Members was held on 16th January, 2017.

II. Details of Special Resolution (s) passed at the Annual General Meeting during last three years.

Special Resolutions passed at the Annual General Meeting held on 10th August, 2015:-

Item No.5

To consider and, if thought fit, to give your assent or dissent to the following resolutions proposed to be passed as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules framed thereunder, the existing Articles of Association of the Company be and is hereby replaced by adoption of new set of Articles of Association of the Company after incorporating all the applicable clauses in conformity with the provisions of the Companies Act, 2013 and the Rules made thereunder."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

Special Resolutions passed at the Annual General Meeting held on 31st July, 2014:-

Item No.5

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269,309 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with provisions of Schedule XIII of the Act, and provisions of Section 196,197,198 and other applicable provisions, if any, of the Companies Act, 2013, (the new Act) read with provisions of Schedule V of the new Act or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. P. Agarwal as Managing Director of the Company for a period of three years with effect from 1st November,2013 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr.P.Agarwal during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Explanatory Statement under this item annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. P.Agarwal, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.”

Item No.6

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 198, 269,309 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with provisions of Schedule XIII of the Act, and provisions of Section 196,197,198 and other applicable provisions, if any, of the Companies Act, 2013, (the new Act) read with provisions of Schedule V of the new Act or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. K.K.Ganeriwala as Executive Director of the Company for a period of three years with effect from 1st November,2013 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr.K.K.Ganeriwala during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Explanatory Statement under this item annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. K.K.Ganeriwala, within such prescribed limit(s) or ceiling and the agreement between the Company and the Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.”

Item No.7

To consider and if thought fit to pass, with or without modification(s) the following resolutions as Special Resolution.

“RESOLVED THAT pursuant to provisions of Sections 197,198 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent and approval to pay remuneration to the Non-Executive Directors of the company by the way of commission not exceeding 1% of the Net Profit of the Company in lieu of their services to the Company and that Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution) shall in their absolute discretion, decide the extent to which such remuneration is payable to each of the Non-Executive Directors based on their individual services to the Company within the ceiling limit of 1% of the Net profit of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate its powers conferred by this resolution to any Director or Directors or Remuneration Committee of Directors to determine the extent to which such remuneration is payable to each of the Non-Executive Directors based on their individual services to the Company.”

8. DISCLOSURES

- i) Save and except what has been disclosed under Note 28(j) forming part of the Financial Statements of your Company for the financial year ended 31st March, 2017, there was no materially significant related party transaction, which may have potential conflict with the interests of your Company at large.
- ii) Your Company has complied with all the applicable regulations as prescribed under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Consequently no penalties were imposed or strictures passed against the Company by SEBI, or any other Regulatory Authorities during last three years.
- iii) Your Company follows a well laid out Code of Conduct and Business Ethics, which is applicable to all the Members of the Board and Senior Management of the Company up to the level of General Manager. The Code lays down the standards of business conduct, ethics for transparent Corporate Governance. The Members of the Board and Senior Management of the Company adhere to this principle and have agreed to abide them by agreeing to affix their signatures on the same.
- iv) Your Company is in compliance with the requirements of the Corporate Governance, which reflects in this report. The particulars of compliance status can be accessed to the Company's website at www.wpil.co.in under Investors Services
- v) Except Mr. Binaya Kapoor holding 87 Nos. Ordinary Shares, no other Non-Executive Directors held Equity Shares of the Company as on 31st March, 2017.

9. MEANS OF COMMUNICATION

| Sl. No. | Particulars | Remarks |
|---------|---|--|
| I. | Quarterly Results | Announced within 45 days from the end of Quarter. |
| II. | Newspapers wherein results normally published | Business Standard/Financial Express (English) and Aajkaal/Dainik Statesman (Bengali) |
| III. | Any website, where displayed | At Company's own website |
| IV. | Whether it also displays news releases | Yes |
| V. | Whether it also displays presentations made to Institutional Investors or to the analysts | No |

10. SEBI Complaints redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and on line redressal of all the shareholders' complaints. The Company is in compliance with the SCORES and redressed the shareholders' complaints well within the stipulated time.

11. GENERAL SHAREHOLDERS' INFORMATION

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| I. | Annual General Meeting to be held | |
| (A) | Day | Friday |
| (B) | Date | 25th August, 2017. |
| (C) | Time | 10.00 A.M. |
| (D) | Venue | "Kala Kunj", Kalamandir (Basement) 48, Shakespeare Sarani, Kolkata-700 017 |
| II. | Calendar for Financial Results for the Financial year 2017-18 | |
| (A) | 1st Quarter ending 30th June, 2017 | Before the end of 14th August, 2017 |
| (B) | 2nd Quarter and Half-year ending 30th September, 2017 | Before the end of 14th November, 2017 |
| (C) | 3rd Quarter ending 31st December, 2017 | Before the end of 14th February, 2018 |
| (D) | 4th Quarter and Annual Results for the year ending 31st March, 2018 | Before the end of 30th May, 2018 |
| III. | Dates of Book Closure (both days inclusive) | 19th August, 2017 to 25th August, 2017 |
| IV. | Dividend payment date about | The dividend warrants will be posted on or around 1st September, 2017. |
| V. | Name of the Stock Exchanges at which Ordinary Shares are listed and Scrip Code assigned to the Company's shares at the respective Stock Exchange | The Equity Shares of your Company are listed at the following Stock Exchanges : i) Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Fort, Dalal Street, Mumbai-400 001. Scrip Code: 505872 ii) The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata-700 001. Scrip Code: 10033117 |
| VI. | Payment of Listing Fees | Your Company has paid the Listing Fees for the Financial Year 2017-18 to both the Stock Exchanges. |
| VII. | ISIN Number for NSDL and CDSL | INE765D01014 |

VIII. Stock Price Data

The table herein below depicts the particulars of month-wise high and low prices of the Company's shares traded at both the Stock Exchanges at Mumbai and Kolkata for the financial year ended 31st March, 2017 and movement of

month-wise high and low of BSE Sensex during the relevant period.

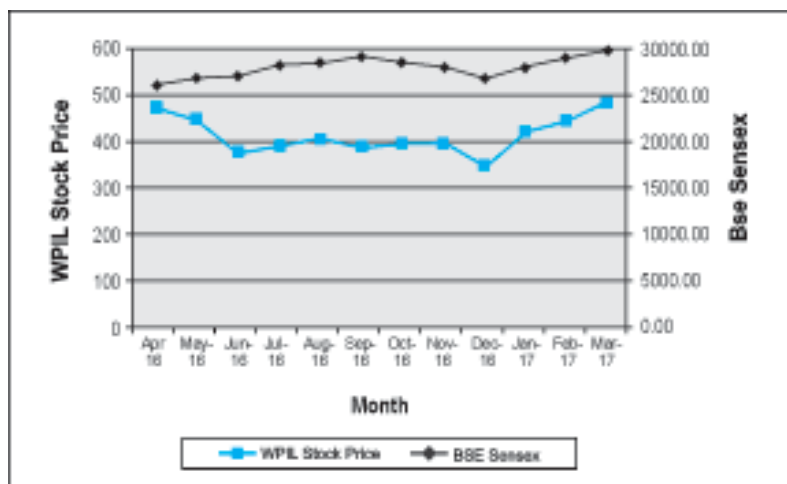
| Month | Quotation at BSE | | Quotation at CSE | | BSE Sensex | |
|-----------------|------------------|---------|------------------|-------|------------|-----------|
| | High | Low | High | Low | High | Low |
| April, 2016 | 475.00 | 380.70 | N.T. | N.T. | 26,100.54 | 24,523.20 |
| May, 2016 | 450.10 | 368.00 | N.T. | N.T. | 26,837.20 | 25,057.93 |
| June, 2016 | 380.00 | 325.00 | N.T. | N.T. | 27,105.41 | 25,911.33 |
| July, 2016 | 395.00 | 326.00. | N.T | N.T . | 28,240.20 | 27,034.14 |
| August, 2016 | 408.00 | 364.00 | N.T. | N.T. | 28,532.25 | 27,627.97 |
| September, 2016 | 392.00 | 355.10 | N.T. | N.T. | 29,077.28 | 27,716.78 |
| October, 2016 | 399.00 | 356.00 | N.T. | N.T. | 28,477.65 | 27,488.30 |
| November, 2016 | 398.00 | 320.00 | N.T. | N.T. | 28,029.80 | 25,717.93 |
| December, 2016 | 350.00 | 315.00 | N.T. | N.T. | 26,803.76 | 25,753.74 |
| January, 2017 | 425.00 | 321.00 | N.T. | N.T. | 27,980.39 | 26,447.06 |
| February, 2017 | 449.00 | 395.00 | N.T. | N.T. | 29,065.31 | 27,590.10 |
| March, 2017 | 485.00 | 383.10 | N.T. | N.T. | 29,824.62 | 28,716.21 |

N.T. : No Transaction

Source : 1) www.bseindia.com
2) As Certified by CSE

IX. Movement of Company's Share price at BSE with BSE Sensex

The Chart hereinbelow indicates the comparison of your Company's share price movement vis-à-vis the movement of the BSE Sensex :



X. Share Transfer System

The Share transfers in physical form are at present processed and the Share Certificates are returned, duly transferred in favour of the transferee within 15 days from the date of receipt subject to all documents being in order. The Share Transfer Committee of Directors usually meets once in every month to consider the transfer proposal in physical form.

XI. The Tables herein below shows the distribution pattern of shareholding of the Company as on 31st March, 2017.

i) Distribution of Shareholding Pattern by ownership :

| Sl. No. | Category | No. of Equity Shares held | Percentage of Shareholding |
|---------|---|---------------------------|----------------------------|
| A. | Promoters' holding : | | |
| | 1. Promoters | | |
| | – Indian Promoters | 59,64,751 | 61.07 |
| | – Foreign Promoters | — | — |
| | 2. Persons acting in concert | — | — |
| | Sub-Total | 59,64,751 | 61.07 |
| B. | Non-Promoters' holding : | | |
| | 3. Institutional Investors | | |
| | a) Mutual Fund and UTI | 16,83,750 | 17.24 |
| | b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions) | 566 | 0.01 |
| | c) Foreign Institutional Investors | 1,09,836 | 1.12 |
| | Sub-Total | 17,94,152 | 18.37 |
| | 4. Others | | |
| | a) Private Corporate Bodies | 7,93,247 | 8.12 |
| | b) Indian Public | 11,89,602 | 12.19 |
| | c) NRIs/OCB | 25,128 | 0.25 |
| | d) Any others | 200 | — |
| | Sub-Total | 20,08,177 | 20.56 |
| | GRAND TOTAL | 97,67,080 | 100.00 |

ii) Distribution of Shareholding by number of shares held:

| Sl. No. | No. of Ordinary Shares held | No. of holders | Percentage of Total holders | No. of Shares | Percentage of Shareholding |
|---------|-----------------------------|----------------|-----------------------------|---------------|----------------------------|
| 1. | Upto 500 | 6,693 | 93.87 | 5,55,632 | 5.69 |
| 2. | 501 to 1000 | 207 | 2.90 | 1,67,077 | 1.71 |
| 3. | 1001 to 2000 | 117 | 1.64 | 1,73,142 | 1.77 |
| 4. | 2001 to 3000 | 36 | 0.51 | 89,008 | 0.91 |
| 5. | 3001 to 4000 | 12 | 0.17 | 42,945 | 0.44 |
| 6. | 4001 to 5000 | 11 | 0.15 | 51,333 | 0.53 |
| 7. | 5001 to 10000 | 17 | 0.24 | 115,691 | 1.19 |
| 8. | 10001 to 50000 | 18 | 0.25 | 3,91,765 | 4.01 |
| 9. | 50001 to 100000 | 9 | 0.13 | 6,38,927 | 6.54 |
| 10. | 100001 and above | 10 | 0.14 | 75,41,480 | 77.21 |
| | Total | 7,130 | 100.00 | 97,67,080 | 100.00 |

XII. Dematerialization of Shares

Your Company's Shares are under transfer-cum-demat option. The Shareholders have the option to hold the Company's Shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

At Present 97.94% of the Company's Shares are held in electronic form and the Company's shares can only be traded in compulsory demat segment in the Stock Exchange.

XIII. Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion dates and like impact on Equity.

Not applicable as the Company has not issued any GDRs/ADRs.

XIV. Plant Locations :

- | | |
|--|--|
| a) 22, Ferry Fund Road Panihati, Sodepur Kolkata-700 114 | b) A-5, Sector 22, Meerut Road Ghaziabad-201 003 Uttar Pradesh |
| c) 180/176, Upen Banerjee Road Kolkata-700 060 | d) Biren Roy Road (West) Ganipur, Maheshtala 24 Parganas (South) PIN : 743 352 |
| e) Plot No. A-1-2, A-1-1A-1/P/1/C MIDC, Butibori Industrial Area, Nagpur-441122, Maharashtra | |

XV. Address for Correspondence with the Company :

Your Company attended to all Investors' Grievances/ queries/information, requests and had replied to all letters received from the Shareholders within a week of receipt thereof.

All Correspondences may please be addressed to the Registrar and Share Transfer Agent at the following address.

MCS Share Transfer Agent Limited,
12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026
Phone No. (033) 4072-4051-53
Fax No. (033) 4072-4050
E-mail : mcssta@rediffmail.com
Person to be contacted: Mr. Partha Mukherjee

In case any Shareholder is not satisfied with the response or does not get any response within reasonable time from the Registrar and Share Transfer Agent, he may contact Mr. U.Chakravarty, General Manager (Finance) and Company Secretary and Compliance Officer at phone No. (033) 3021-6800/6813 or communicate at E- Mail ID. uchakravarty@wpil.co.in or through letter to the address of Registered Office of the Company.

Registered Office :

WPIL Limited
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046
Phone No. (033) 3021-6800, 3021-6808
Fax No. (033) 3021-6835

The above Report has been placed before the Board at its meeting held on 14th July, 2017 and the same has been approved.

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

P. AGARWAL Managing Director
DIN 00249468

K. K. GANERIWALA Executive Director
DIN 00408722

Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata -700 046

Date:14th July, 2017

Certificate of Compliance with Code of Conduct Policy

Pursuant to Schedule V(D) under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all Board Members and Senior Management personnel of the Company have affirmed compliance to the WPIL Code of Conduct and Ethics for the Financial Year ended 31st March, 2017.

Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata -700 046

Date: 14th July, 2017

For WPIL Limited

P. AGARWAL
Managing Director
DIN 00249468

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of WPIL Limited

We have examined the compliance of conditions of Corporate Governance by WPIL Limited, for the year ended 31st March, 2017 as stipulated in Regulations 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata
Date : 14th July, 2017

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(V. K. SINGHI)
Partner
Membership No. 050051

Form MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To
The Members of
M/s. WPIL Limited
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata WB 700046 IN

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s. WPIL Limited (CIN No. L36900WB1952PLC020274) (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year commencing from 1st April, 2016 and ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the Books, Papers, Minute Books, Forms, Returns filed and other Records maintained by M/s. WPIL Limited (“The Company”) for the financial year ended on 31st March, 2017, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder.
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and 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 Overseas Direct Investments;
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

-
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report :
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended, 2015.
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended from time to time;
 - 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;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.
3. We have also examined compliances with the applicable clauses and regulations of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 and
 - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013, to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;
4. **OBSERVATIONS :**
- As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder have been complied with to the extent of Overseas Direct Investments.
 - As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument during the financial year under report.
5. We have relied on the information and representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
6. We further report that :
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors that took place during the year under review.

-
- (b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting;
- (c) Unanimous consents were accorded by the Board Members in respect of the business transacted during the financial year under review.
- 7 We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliances with applicable Laws, Rules, Regulations and Guidelines.

FOR RINKU GUPTA & ASSOCIATES
COMPANY SECRETARIES

RINKU GUPTA
COMPANY SECRETARY IN PRACTICE
ACS – 25068, CP NO. 9248

Date : 14th July, 2017
Place : Kolkata

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

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

Financial year ended on 31.03.2017

| I | REGISTRATION AND OTHER DETAILS | |
|----------|---|--|
| i) | CIN | L36900WB1952PLC020274 |
| ii) | Registration Date | 26-02-1952 |
| iii) | Name of the Company | WPIL Limited |
| iv) | Category/Sub-Category of the Company | Company having Share Capital |
| v) | Address of the Registered office and contact details | Trinity Plaza (3rd Floor), 84/1A, Topsia Road, (South), Kolkata-700046 Ph: (033) 3021 6800, Fax: (033) 3021 6835 |
| vi) | Whether listed company | Yes (Listed in BSE and CSE) |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026, Ph: (033) 4072-4051-53 Fax:(033) 4072-4050. Email: mcssta@rediffmail.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 | % to total turnover of the Company |
|---------|--|---------------------------------|------------------------------------|
| 1 | Pumps | 84137094 | 41.26 |
| 2 | Pumps Spares and Accessories | 84139120 | 58.74 |

III. PARTICULARS OF ASSOCIATE COMPANY:

| NAME AND ADDRESS OF THE COMPANY | CIN/GLN | % of shares held | Applicable section |
|--|---------------------------|------------------|--------------------|
| Clyde Pumps India Pvt. Ltd. A-5, Meerut Road, Sector-XXII, Ghaziabad-201003, Uttar Pradesh. | U29130DL2008 PTC178238 | 40 | 2(6) |

(i) Category -wise Share Holding

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

i) Category -wise Share Holding

| Category of Shareholders | No of Shares held at the beginning of the year 01.04.2016 | | | | No of Shares held at the end of the year 31.03.2017 | | | | % Change during the year |
|--|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| f) Insurance Companies | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | |
| g) FIIs | 109836 | NIL | 109836 | 1.1246 | 109836 | NIL | 109836 | 1.1246 | 0 |
| h) Foreign Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | |
| i) Others (Specify) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | |
| SUB-TOTAL | | | | | | | | | |
| (B) (1) :- | 1903116 | 516 | 1903632 | 19.4904 | 1793636 | 516 | 1794152 | 18.3696 | 1.1208 |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 876220 | 80 | 876300 | 8.9720 | 793167 | 80 | 793247 | 8.1216 | 0.8504 |
| ii) Overseas | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.2 lakh | 689238 | 206001 | 895239 | 9.1659 | 888390 | 201002 | 1089392 | 11.1537 | 1.9878 |
| ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh | 126958 | NIL | 126958 | 1.2999 | 125338 | NIL | 125338 | 1.2833 | 0.0166 |
| c) Others -Trust | 200 | NIL | 200 | 0.002 | 200 | NIL | 200 | 0.002 | 0 |
| SUB-TOTAL | | | | | | | | | |
| (B) (2) :- | 1692616 | 206081 | 1898697 | 19.4398 | 1692616 | 206081 | 1898697 | 19.4398 | 1.1208 |
| Total Public shareholding | | | | | | | | | |
| (B) = (B)(1)+(B)(2) | 3585808 | 216521 | 3802329 | 38.9300 | 3595732 | 217037 | 3802329 | 38.9300 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 9550559 | 216521 | 9767080 | 100 | 9550559 | 216521 | 9767080 | 100 | 0 |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|---------|-----------------------------|---|--------------------------------|---|----------------|-------------------------------------|---|-----|--|
| | | No. of Shares | % of the 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 | PRAKASH AGARWAL | 196442 | 2.0113 | NIL | 196442 | 2.0113 | NIL | NIL | NIL |
| 2 | HINDUSTHAN UDYOG LIMITED | 3861659 | 39.5375 | NIL | 3861659 | 39.5375 | NIL | NIL | NIL |
| 3 | ASUTOSH ENTERPRISES LIMITED | 1906650 | 19.5212 | NIL | 1906650 | 19.5212 | NIL | NIL | NIL |
| | Total | 5964751 | 61.07 | | 5964751 | 61.07 | | | |

(iii) CHANGE IN PROMOTERS' SHAREHOLDINGS (SPECIFY, IF THERE IS NO CHANGE):

| Sl.No. | Shareholding at the beginning of the year | Cumulative Shareholding during the year | |
|--------|--|--|----------------------------------|
| | No. of Shares | % of total Shares of the Company | % of total Shares of the Company |
| 1 | At the beginning of the year | No change in promoters shareholdings during the year | |
| 2 | Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) | No change in promoters shareholdings during the year | |
| 3 | At the end of the year | No change in promoters shareholdings during the year | |

(iv) Shareholding Pattern of top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl.No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|---|----------------------------------|---|----------------------------------|
| | | No. of Share | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL | 378440 | 3.8746 | 378440 | 3.8746 |
| 2 | ICICI PRUDENTIAL INFRASTRUCTURE FUND | 280000 | 2.8668 | 280000 | 2.8668 |
| 3 | DSP BLACKROCK SMALL AND MID CAP FUND | 312010 | 3.1945 | 236009 | 2.4164 |
| 4 | KOTAK EMERGING EQUITY SCHEME | 219668 | 2.2491 | 219668 | 2.2491 |
| 5 | JHILIK PROMOTERS AND FINCON PVT LTD | 213825 | 2.1892 | 213825 | 2.1892 |
| 6 | ICICI PRUDENTIAL GROWTH FUND-SERIES 3 | 138951 | 1.4226 | 138951 | 1.4226 |
| 7 | EASTSPRING INVESTMENTS INDIA INFRASTRUCTURE EQUITY | 109836 | 1.1246 | 109836 | 1.1246 |
| 8 | KOTAK MIDCAP | 91780 | 0.9397 | 97998 | 1.0034 |
| 9 | ANUPRIYA CONSULTANTS PVT LTD | 96317 | 0.9861 | 96317 | 0.9861 |
| 10 | SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICROCAP | 72500 | 0.7423 | 80249 | 0.8216 |

(v) Shareholding of Directors and Key Managerial Personnel

| Sl.No. | For Each of the Directors & KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 1 | Shareholding of Key Managerial Personnel: Mr. Prakash Agarwal At the beginning of the year At the end of the year | 196442 196442 | 2.0113 2.0113 | 196442 196442 | 2.0113 2.0113 |
| 2 | Mr. K.K.Ganeriwala At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |
| 3 | Mr. U.Chakravarty At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |
| 4 | Shareholding of Directors Mr. V.N.Agarwal At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |
| 5 | Mr. S.N.Roy At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |
| 6 | Mr. Binaya Kapoor At the beginning of the year At the end of the year | 87 87 | 0.00 0.00 | 87 87 | 0.00 0.00 |
| 7 | Mr. U.K.Mukhopadhyay At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |
| 8 | Mrs Ritu Agarwal At the beginning of the year At the end of the year | NIL NIL | NIL NIL | NIL NIL | NIL NIL |

V. INDEBTEDNESS:**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(Rs. In lacs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 6157.13 | 1791.39 | 0 | 7948.52 |
| ii) Interest due but not paid | — | 0 | 0 | 0 |
| iii) Interest accrued but not due | 18.09 | 0 | 0 | 18.09 |
| Total (i+ii+iii) | 6175.22 | 1791.39 | 0 | 7966.61 |
| Change in Indebtedness during the financial year | | | | |
| ● Addition | — | 408.61 | — | 408.61 |
| ● Reduction | -809.08 | 0 | — | -809.08 |
| Net Change | -809.08 | 408.61 | — | -400.47 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 5366.14 | 2200 | 0 | 7449.90 |
| ii) Interest due but not paid | — | 0 | 0 | 0 |
| iii) Interest accrued but not due | — | 0 | 0 | 0 |
| Total (i+ii+iii) | 5366.14 | 2200 | 0 | 7566.14 |

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

(Rs.)

| Sl. No. | Particulars of Remuneration | Name of MD/WTM/Manager | | Total Amount |
|------------|---|------------------------|----------------------|--------------------|
| | | Mr. P. Agarwal | Mr. K. K. Ganeriwala | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 29,00,000 | 21,75,000 | 50,75,000 |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | 24,94,171 | 19,28,938 | 44,23,109 |
| | (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 | 14,50,000 | 10,87,500 | 25,37,000 |
| | – others, specify... | — | — | — |
| 5 | Contribution to Funds | 3,48,000 | 2,61,000 | 6,09,000 |
| | Total | 71,92,171 | 54,52,438 | 1,26,44,609 |

B) Remuneration to other Directors :

(Rs.)

| Sl. No. | Particulars of Remuneration | Names of Directors | | | | | Total Amount |
|-----------|--|--------------------|-------------------|-----------------------|------------------|-------------------|-----------------|
| | | Mr. S.N. Roy | Mr. Binaya Kapoor | Mr. U.K. Mukhopadhyay | Mr. V.N. Agarwal | Mrs. Ritu Agarwal | |
| 1. | Independent Directors ● Fee for attending Board Committee Meetings ● Commission ● Others (Specify) | | | | | | |
| | | 30,000 | 16,000 | 10,000 | | | 56,000 |
| | | 1,00,000 | 1,00,000 | 1,00,000 | | | 3,00,000 |
| | | — | — | — | — | — | — |
| | Total (1) | 1,30,000 | 1,16,000 | 1,10,000 | — | — | 3,56,000 |
| 2. | Other Non-Executive Directors ● Fee for attending Board Committee Meetings ● Commission ● Others (Specify) | | | | | | |
| | | | | | 16,000 | 8,000 | 24,000 |
| | | | | | 1,00,000 | 1,00,000 | 200,000 |
| | | | | | | | — |
| | Total (2) | — | — | — | 1,16,000 | 1,08,000 | 2,24,000 |
| | Total = (1+2) | 1,30,000 | 1,16,000 | 1,10,000 | 1,16,000 | 1,08,000 | 5,80,000 |

C) Remuneration To Key Managerial Personnel Other Than MD/Manager/WTB :

(Rs.)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | |
|---------|---|--------------------------|---------------------|
| | | Mr. U. Chakravarty | Total Amount |
| 1. | Gross Salary (a) Salary as per the 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 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act,1961 | 13,19,640 — — | 13,19,640 — — |
| 2. | Stock Option | — | — |
| 3. | Sweat Equity | — | — |
| 4. | Commission — as % of profit — Others (Specify) | — — | — — |
| | Total | 13,19,640 | 13,19,640 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ punishment/ Compounding fees imposed | Authority (RD/NCLT/ Court) | Appeal made if any (Give details) |
|---|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| A. COMPANY Penalty Punishment Compounding | | | NONE | | |
| B. DIRECTORS Penalty Punishment Compounding | | | NONE | | |
| C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding | | | NONE | | |

Annexure – E

(i) PARTICULARS OF LOANS AS ON 31ST MARCH, 2017 UNDER SECTION 186 OF COMPANIES ACT, 2013

| Amount of Loan | | | | | | | | |
|----------------|--|--|--|---|---------|----------------|------------------------|----------------------|
| SL. NO. | Name of Company | Date of Loans | Foreign Currnncy | | Total | INR | Nature of Relationship | Rate of Interest |
| 1 | Aturia International Pte. Ltd.- Singapore* | 25.10.2011 28.06.2012 24.08.2012 02.04.2013 14.09.2016 17.10.2016 27.10.2016 | GBP GBP GBP GBP GBP GBP GBP | 300000 100000 200000 150000 200000 100000 50000 | 1100000 | | Subsidiary | 6% p.a for GBP Loan |
| | | 26.06.2013 23.04.2015 11.09.2015 28.09.2015 30.11.2015 15.12.2015 16.02.2016 10.03.2016 28.03.2016 23.06.2016 25.07.2016 19.08.2016 23.08.2016 12.09.2016 27.02.2017 10.03.2017 | USD USD USD USD USD USD USD USD USD USD USD USD USD USD USD USD | 370000 50000 300000 700000 300000 300000 300000 475000 200000 250000 135000 200000 200000 300000 130000 400000 | 4610000 | | | 6% p.a for USD loan |
| | | 11.02.2015 22.05.2015 27.08.2015 | EURO EURO EURO | 2000000 3000000 200000 | 5200000 | 79,37,57,800 | | 5% p.a for EURO Loan |
| | Exchange Rate Variations | 31.03.2017 | | | | (-)5,11,59,900 | | |
| 2 | Sterling Pumps Pty Ltd- Australia | 12.10.2011 | AUD | | 300,000 | 1,51,08,000 | Subsidiary | 6% p.a for AUD Loan |
| | Exchange Rate Variations | 31.03.2017 | | | | (-) 3,63,000 | | |
| 3 | Macneil Electrical Ltd. | 31.03.2017** | INR | | | 6,00,00,000 | Related Party | |
| | Total | | | | | 81,73,42,900 | | |

* The name of WPIL International Pte. ltd. has been changed to Aturia International Pte ltd. with effect from 24th February, 2017

** Taken over from earstwhile Mody Industries (F.C.) Private Limited

(ii) PARTICULARS OF GUARANTEES AS ON 31ST MARCH, 2017 UNDER SECTION 186 OF COMPANIES ACT, 2013

| | | | | Amount of Loan | | | |
|---------|----------------------------|---|------------------------|------------------|-------------|---------------|------------------------------|
| SL. NO. | Date of issue of Guarantee | Name of Company | Nature of Relationship | Foreign Currnncy | | INR | Period of Guarantee |
| | | | | USD | Euro | (Rs.) | |
| 1 | 30.06.11& 12.06.12 | Aturia International Pte. Ltd.- Singapore * | Subsidiary | 70,05,549 | | 45,68,31,850 | 90 months from date of issue |
| 2 | 19.05.2015 | Aturia International Pte. Ltd.- Singapore * | Subsidiary | | 1,15,00,000 | 80,22,40,000 | 90 months from date of issue |
| | | Total | | | | 125,90,71,850 | |

Note:- 1) Rate of conversion of 1 USD = Rs. 65.21 and Rate of conversion of 1 EURO = Rs. 69.76
 2) The name of WPIL International Pte ltd. has been changed to Aturia International Pte ltd. with effect from 24th February, 2017 pursuant to the order passed by the Competent Authority (ACRA) at Singapore

(iii) PARTICULARS OF INVESTMENTS AS ON 31ST MARCH, 2017 UNDER SECTION 186 OF COMPANIES ACT, 2013

| SL. NO. | Date of Investments | Name of Company | Nature of Relationship | Nature of Investments | No. of Equity Shares | Face Value | Amount of Investments (Rs) |
|---------|-------------------------|--|------------------------|-----------------------|----------------------|------------|----------------------------|
| 1 | 23.07.2008 & 23.02.2009 | Clyde Pumps (India) Pvt. Ltd. | Joint Venture | Equity Shares | 4,00,000 | Rs. 10 | 40,00,000 |
| 2 | 28.06.2011 & 22.05.2015 | Aturia International Pte. Ltd.- Singapore* | Subsidiary | Equity Shares | 86,52,511 | SGD 1 | 39,29,58,960 |
| 3 | 21.04.2011 | Sterling Pumps Pty. Ltd- Australia | Subsidiary | Equity Shares | 8 | AUD 1 | 2,11,81,500 |

* The name of WPIL International Pte. ltd. has been changed to Aturia International Pte. ltd. with effect from 24th February, 2017

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of the Company had constituted Corporate Social Responsibility Committee (CSR) pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Particulars of CSR activities to be undertaken by the Company as recommended by CSR Committee and approved by the Board are furnished below:

| | |
|---|--|
| 1. A brief outline of the Company policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to CSR policy and projects or programmes. | <p>The CSR Committee in brief identified the following activities in which amount to be spent by the Company to fulfil its CSR obligation.</p> <ol style="list-style-type: none"> 1) Eradication of poverty, promoting preventive health care, sanitation and availability of safe drinking water. 2) Promoting education, including special education and employment enhancing vocation skills. 3) Contribution to National Relief fund. 4) Contribution to Swachh Bharat Kosh and Clean Ganga Fund set up by the Central Government. <p>Weblink www.wpil.co.in under Investors Service</p> |
| 2. Composition of CSR Committee | <ol style="list-style-type: none"> 1) Mr.S. N. Roy - Chairman 2) Mr.V. N. Agarwal - Member 3) Mr U. K. Mukhopadhyay - Member 4) Mr. Prakash Agarwal - Member 5) Mr. K. K.Ganeriwala - Member |
| 3. Average Net Profit of the Company for last three financial years | Average Net Profit of Rs. 23,29,02,005/- |
| 4. Prescribed CSR expenditure (two per cent of the amount as in item 3 above) | Rs. 46,58,040/- |
| 5. Details of CSR spent during the financial year 2016-17 (as shown below) | Rs. 1,57,953/- |
| a) Total amount to be spent for the financial year 2016-17 | Rs. 46,58,040/- |
| b) Amount unspent, if any | Rs. 45,00,087/- |
| 6. Reason for unspent for CSR Activities | <p>During the financial year under review the Company experienced financial tightness due to honouring huge financial commitments against inconsistent recovery for irregular payment by customers. However the Company will undertake more CSR activities during the financial year 2017-18 in line with CSR policy of the Company</p> |

| Sl 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 spent: Direct or through implementing agency* | Cumulative Expenditure upto the reporting period | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads: | Amount spent: Direct or through implementing agency* |
|-------|--|--|---|--|--|---|--|
| 1 | Organising Health Camp | Health | Ganipur, West Bengal Panihati, West Bengal | 70033/- (D) 40000/- (IA) | 70033/- (D) 40000/- (IA) | (1) 40000/- (2) 70033/- | (IA) (D) |
| 2 | Spectacle distribution | Health | Ganipur, West Bengal Panihati, West Bengal | 13920/- (D) 10000/- (IA) | 13920/- (D) 10000/- (IA) | 13920/- 10000/- | (D) (IA) |
| 3 | Contribution towards providing educational support for tribal students (Teachers Salary of Bhalopahar) | Education | Bandwan, Purulia, West Bengal | 24,000/- (IA) | 24,000/- (IA) | (1) 24000/- | (IA) |

Note:- D = Direct, IA = Implementing Agency.

IMPLEMENTING AGENCIES

(1) Diabetes Awareness and You (DAY)

Head quartered in Kolkata, India, Diabetes Awareness and You (DAY) was founded in 2006 as a social welfare organization (Registration number. S/11.39105 of 2006-07 of W.B. Act 26/1961) striving to address the issue of lack of awareness on diabetes in society at large while creating provisions for free of cost or low cost treatment solutions for the identified diabetics amongst the disadvantaged sections of the society.

They are specialized in planning, management and implementation of programs and services related to the prevention and management of diabetes and related co-morbidities especially in the areas of awareness build-up and knowledge dissemination (both preventive and curative) with the MISSION : "Foster a diabetes aware society and add healthy years to life."

(2) About Bhalopahar

Bhalopahar is a Society (Registration number. S/83195 of W.B. Act 26/1961) for Culture, Ecology & Rural Development, located at Bandwan block of Purulia District, West Bengal.

The concept is "total education" - a formal school education integrated with rural development, ecology (afforestation and preservation of forest and endangered plant species), conservation of folk culture and tradition, primary health care and community hygiene, farming and cultivation. The dry and empty landscape changed into a lush green forest with small clearings for cultivation of rice and other foodgrains.

(3) SankaraNethralaya

A not-for-profit charitable hospital, embarked on a relentless journey on September 6, 1978 to provide world-class tertiary eye care in India. Its growth since then has been phenomenal — thanks to the unconditional and generous support received from all quarters of society.

At the heart of every endeavour of SankaraNethralaya is a strong focus and emphasis on community service, which has been vehemently pursued over the years. The community service initiatives include conducting eye-camps in rural areas, conducting free surgeries to those in need and relentlessly taking mobile tele-ophthalmology benefits to the door steps of the poor in rural India. All of this has been possible due to the tremendous support that have been received from organizations and individuals over the years.

About 50 % of the Out-Patient Department and 35 % of the surgeries are done free of cost to the underprivileged. Donations received have helped to cater to the medical and post-operative needs of indigent patients.

CSR Committee Responsibility Statement : The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in line with compliance with the CSR objective and policy of the Company.

Prakash Agarwal
Managing Director
DIN- 00249468

Samarendra Nath Roy
Chairman of CSR committee
DIN- 00408742

Particulars of Employees and Related Disclosures.**(a) The Ratio of remuneration of each Director to the Median remuneration of Employees of the Company for the Financial Year (FY):**

| Sl.No. | Name | Designation | Remuneration Paid FY 2016-17 (Rs.in lakhs) | Ratio/Times per Median of employee remuneration for the financial year |
|--------|----------------------|--------------------|--|--|
| 1. | Mr. Prakash Agarwal | Managing Director | 71.92 | 5.87 |
| 2. | Mr. K. K. Ganeriwala | Executive Director | 54.53 | 4.45 |

The Non-executive Directors receive remuneration towards sitting fees for attending Board and Committee Meetings besides commission on a percentage of profit. Such remuneration payable to each of the Non-Executive Directors for the financial year was lower than the median remuneration of Employees of the year.

(b) The percentage of increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year:-

| Sl.No. | Name | Designation | Remuneration Paid FY 2016-17 (Rs. in lakhs) | Remuneration Paid FY 2015-16 (Rs. in lakhs) | Increase in remuneration from previous year (Rs. in lakhs) |
|--------|---------------------|--------------------|---|---|--|
| 1. | Mr. Prakash Agarwal | Managing Director | 71.92 | 55.28 | 16.64 |
| 2. | Mr. K.K. Ganeriwala | Executive Director | 54.52 | 41.29 | 13.23 |
| 3. | Mr.U. Chakravarty | G.M.(F) & CS (KMP) | 13.20 | 13.01 | 0.19 |

There was no increase of remuneration payable to Non-Executive Directors during the current year over the remuneration paid in the previous year as the amount of commission and amount of sitting fees for attending the Board or Committee Meetings remained same. The variation of remuneration of each of the Non-Executive Director during the year over previous year is attributable to the number of Meetings a Director attended during the year over last year.

(c) The percentage of increase in the median remuneration of employee in the financial year is 9.55%.**(d) The number of permanent Employee on the rolls of the Company:- 438****(e) The explanation on the relationship between average increase in remuneration and Company performance:**

On an average, Employees received an annual increase of 6%. The individual increments varied from 6% to 8% based on individual performance. In order to ensure that remuneration reflects to company performance, the performance pay is also linked to organisation performance besides individual's performance.

-
- (f) **Average percentile increase already made in the salaries of Employees other than Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are exceptional circumstances for increase in the Managerial remuneration.**

The average annual increase was around 7%. However, during the course of the year the total increase was approximately 7.5% after accounting for promotion and other event based compensation revisions. Managerial Personnel were re-appointed during the year and Increase in the Managerial remuneration for the year was made pursuant to recommendation of Nomination and Remuneration Committee of Directors subject to approval of Members at the ensuing Annual General Meeting.

- (g) **Affirmation that the remuneration is as per the remuneration policy of the Company.**

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

INDEPENDENT AUDITOR'S REPORT**To the Members of WPIL Limited**

To the Members of WPIL LIMITED

This Audit Report supersedes the earlier report dated 30th May, 2017 and is being revised in pursuance of amalgamation of Financial Statements with effect from 1st April, 2016 as per Scheme of Amalgamation between Mody Industries (Foreign Collaboration) Private Limited, (a wholly owned Subsidiary) and the Company sanctioned by the National Company Law Tribunal, Kolkata Bench on 31st May 2017 and certified copy of the Order duly filed with the Registrar of Companies, West Bengal.

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of WPIL LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the Audit Report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 28 (g) in respect of amalgamation of Financial Statements of Mody Industries (Foreign Collaboration) Private Limited with the Company in pursuance to the Scheme of Amalgamation sanctioned by the National Company Law Tribunal vide its Order dated 31st May, 2017

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure- A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B", and
 - 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 knowledge and belief and according to the information and explanations given to us:
 - i. the Company had disclosed the impact of pending litigations on the financial position in its standalone financial statements – Refer Note 28(a) & (b) to the standalone 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 was no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company, and
 - iv. the Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of account maintained by the Company

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

Four Mango Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001

Dated : 14th July, 2017

(V. K. SINGHI)
Partner

Membership No. 050051

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of WPIL Limited on the Standalone Financial Statements for the year ended 31st March, 2017)

- i. a) The Company is generally maintaining proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- b) As explained to us, Fixed Assets have been physically verified by the management at regular intervals, and as informed to us no material discrepancies were noticed on such verification.
- 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 or in the name of the Subsidiary Company since amalgamated with the Company.
- ii. The inventories excluding stocks lying with third parties have been physically verified during the year at reasonable intervals by the management. In respect of stocks lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on verification between the physical stocks and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, clause 3(iii)(a), (b) and (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year within the meaning of sections 73 to 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of Cost Records has been prescribed 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.
- vii. a) As per records of the Company and according to the information and explanations given to us, the Company is generally regular in depositing undisputed applicable statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues with the appropriate authorities and there are no undisputed amount payable in respect of the same which were in arrears as on 31st March, 2017 for a period of more than six months from the date the same became payable.
- b) According to the information and explanations given to us, the Company has not deposited the following dues on account of disputes with the appropriate authorities:

| Name of the Statute | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where dispute is pending |
|-------------------------|-----------------|--------------|------------------------------------|--------------------------------------|
| Central Excise Act,1994 | Excise & Custom | 8,35,44,138 | 2006-07 to 2013-14 | CESTAT |
| Central Excise Act,1994 | Excise & Custom | 1,50,752 | 09/2004 | Commissioner (Appeals) |
| Central Excise Act,1994 | Excise & Custom | 47,36,000 | 01/2009-04/2013 | Commissioner (Appeals) |
| Income Tax Act,1961 | Income Tax | 28,98,918 | 2010-11 | Commissioner of Income Tax (Appeals) |
| Income Tax Act,1961 | IncomeTax | 51,45,106 | 2012-13 | Commissioner of Income Tax (Appeals) |

- viii. According to the information and explanations given to us and on an overall examination of the records, we report that the Company has not defaulted in repayment of loans or borrowings to any Financial Institutions or banks during the year.
- ix. According to the information and explanations given to us and on an overall examination of the records of the Company, we report that the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration paid or provided is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, wherever applicable and the details in respect of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and on our examination of the records of the Company, we report that the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) of the Order is not applicable.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001

Dated : 14th July, 2017

(V. K. SINGHI)
Partner

Membership No. 050051

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph-2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of WPIL Limited on the Standalone Financial Statements of the Company for the year ended 31st March, 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of WPIL Limited (“the Company”) as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001

Dated : 14th July, 2017

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(V. K. SINGHI)
Partner

Membership No. 050051

BALANCE SHEET
AS AT 31ST MARCH, 2017

| | Note No. | 31st March, 2017 Rs. | | 31st March, 2016 Rs. | |
|------------------------------------|-------------|-------------------------|---------------|-------------------------|---------------|
| I. EQUITY AND LIABILITIES | | | | | |
| 1) Shareholders' Funds | | | | | |
| a) Share Capital | 3 | 9,76,70,800 | | 9,76,70,800 | |
| b) Reserves and Surplus | 4 | 241,62,38,107 | 251,39,08,907 | 219,87,66,449 | 229,64,37,249 |
| 2) Non - Current Liabilities | | | | | |
| a) Long - Term Borrowings | 5 | — | | — | |
| b) Deferred Tax Liabilities (net) | 6 | 3,18,20,844 | | 3,22,42,945 | |
| c) Long -Term Provisions | 7 | 98,04,317 | 4,16,25,161 | 82,50,913 | 4,04,93,858 |
| 3) Current Liabilities | | | | | |
| a) Short -Term Borrowings | 8 | 75,66,13,735 | | 79,46,91,124 | |
| b) Trade Payables | 9 | 80,43,48,801 | | 57,55,60,749 | |
| c) Other Curent Liabilities | 10 | 16,02,57,632 | | 13,06,77,889 | |
| d) Short -Term Provisions | 11 | 4,15,43,362 | 176,27,63,530 | 4,43,48,064 | 154,52,77,826 |
| Total | | | 431,82,97,598 | | 388,22,08,933 |
| II. ASSETS | | | | | |
| 1) Non - Current Assets | | | | | |
| a) Property, Plant and Equipment | | | | | |
| i) Tangible Assets | 12 | 34,86,03,676 | | 32,19,40,640 | |
| ii) Intangible Asset | | 9,58,38,983 | | — | |
| iii) Capital Work-in-Progress | | 42,68,131 | | 42,68,131 | |
| | | 44,87,10,790 | | 32,62,08,771 | |
| b) Non - Current Investments | 13 | 41,81,56,460 | | 66,37,75,685 | |
| c) Long - Term Loans and Advances | 14 | 7,81,81,002 | 94,50,48,252 | 6,73,03,736 | 105,72,88,192 |
| 2) Current Assets | | | | | |
| a) Inventories | 15 | 20,77,66,677 | | 13,62,24,640 | |
| b) Trade Receivables | 16 | 203,14,27,182 | | 173,59,09,949 | |
| c) Cash and Cash Equivalents | 17 | 2,53,83,254 | | 1,38,72,050 | |
| d) Short - Term Loans and Advances | 19 | 98,77,14,432 | | 83,79,19,424 | |
| e) Other Current Assets | 20 | 12,09,57,801 | 337,32,49,346 | 10,09,94,678 | 282,49,20,741 |
| Total | | | 431,82,97,598 | | 388,22,08,933 |

Significant Accounting Policies

1 & 2

The accompanying Notes form an integral part of the Financial Statements

 For and on behalf of Board of Directors of WPIL Limited
(CINNo. L36900WB1952PLC020274)

 P. AGARWAL
DIN 00249468

Managing Director

 K. K. GANERIWALA
DIN 00408722

Executive Director

 U. CHAKRAVARTY
Membership no. F 5127

 General Manager (Finance)
& Company Secretary

Place : Kolkata

Date : 14th July, 2017

 As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

(V. K. SINGHI)

Partner

Membership No. 50051

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2017

| | Note No. | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|---|----------|--------------------------------|----------------------|--------------------------------|----------------------|
| | | Rs. | Rs. | Rs. | Rs. |
| I. Revenue from Operations | 21 | 288,51,48,823 | | 220,95,56,764 | |
| Less : Excise Duty | | 7,95,27,039 | 280,56,21,784 | 8,85,82,993 | 212,09,73,771 |
| II. Other Income | 22 | | 9,44,46,676 | | 6,25,76,540 |
| III. Total Revenue (I + II) | | | 290,00,68,460 | | 218,35,50,311 |
| IV. Expenses | | | | | |
| Cost of Raw Materials and Components consumed | 23 | | 164,92,21,515 | | 126,07,73,608 |
| Purchase of Stock - In - trade | | | 92,78,103 | | — |
| Changes in Inventories of Finished Goods and Work in Progress : | 24 | | (74,28,913) | | (3,19,11,898) |
| Employee Benefits Expenses | 25 | | 27,89,81,215 | | 21,60,39,136 |
| Finance Costs | 26 | | 19,49,81,264 | | 6,44,88,031 |
| Depreciation | | 3,06,60,691 | | 2,81,97,653 | |
| Less: Transferred from Revaluation Reserve | | 7,39,875 | 2,99,20,816 | 20,172 | 2,81,77,481 |
| Other Expenses | 27 | | 44,68,12,294 | | 39,01,52,214 |
| | | | 260,17,66,294 | | 192,77,18,572 |
| V. Profit before tax (III - IV) | | | 29,83,02,166 | | 25,58,31,739 |
| VI. Tax expense | | | | | |
| - Current Tax | | 8,85,00,000 | | 7,56,00,000 | |
| - Tax adjustment of previous year | | — | | 34,79,885 | |
| | | 8,85,00,000 | | 7,90,79,885 | |
| - Deferred Tax | | 6,31,076 | | 49,09,118 | |
| | | | 8,91,31,076 | | 8,39,89,003 |
| Profit for the year (V - VI) | | | 20,91,71,090 | | 17,18,42,736 |
| Earnings per share (Face value of Rs 10/- each) | | | | | |
| (a) Basic | | | 21.42 | | 17.59 |
| (b) Diluted | | | 21.42 | | 17.59 |

Significant Accounting Policies

1 & 2

The accompanying Notes form an integral part of the Financial Statements

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

P. AGARWAL
DIN 00249468

Managing Director

K. K. GANERIWALA
DIN 00408722

Executive Director

(V. K. SINGHI)

U. CHAKRAVARTY
Membership no. F 5127

General Manager (Finance)
& Company Secretary

Place : Kolkata
Date : 14th July, 2017

Partner
Membership No. 50051

1 BASIS OF PRESENTATION

The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared Financial Statements to comply in all material respects with the Accounting Standards, notified under section 133 of the Companies Act, 2013 read together with Paragraph 7 of the Companies (Accounts) Rules, 2014.

2 SIGNIFICANT ACCOUNTING POLICIES**a) ACCOUNTING CONVENTIONS**

The Financial Statements are prepared in accordance with historical cost convention, modified by revaluation of certain fixed assets.

b) PROPERTY, PLANT & EQUIPMENT AND DEPRECIATION**Tangible Assets**

Fixed Assets are stated at cost except for certain assets which were revalued and shown at valuation as per Valuer's Certificate.

Cost includes inward freight, duties, taxes and expenses incidental to acquisition and installation. In respect of self-constructed fixed assets, cost includes value of materials, labour and proportionate allocable overheads.

In respect of revalued assets the difference between written down value of assets and its valuation is transferred to Revaluation Reserve.

No depreciation is provided on Freehold Land. Value of Leasehold Land is amortized over the period of lease. Depreciation on all other assets is provided on pro-rata basis using straight line method over the useful life of assets.

Depreciation on differential increase in values arising out of revaluation is recouped from Revaluation Reserve.

The residual value of all other assets for depreciation purpose is considered as 5% of the original cost of the assets and depreciation has been allocated over the useful life of the assets.

Intangible Assets

The Goodwill created on Amalgamation will be amortised over a period of five years.

c) IMPAIRMENT OF ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard - 28, issued by the Institute of Chartered Accountants of India, for the purpose of arriving at impairment loss thereon, being the difference in the book value and the recoverable value of the relevant assets. Impairment loss, when crystallises, are charged against revenues for the year.

d) INVESTMENTS

Non Current Investments are stated at cost unless there is a permanent diminution in value.

e) INVENTORIES

Finished Goods and Components are valued at cost (Net of CENVAT Credit) or net realizable value, whichever is lower.

Other inventories are valued at cost or net realizable value, whichever is lower.

Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing stocks and finished goods to their location and condition including appropriate overheads wherever applicable.

Cost of own manufactured components is determined by considering raw material cost and proportionate share of labour and overheads.

Cost of Work-in-Progress is determined by considering raw material cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

f) RESEARCH & DEVELOPMENT EXPENSES

Revenue Expenditure on Research and Development are charged to the Statement of Profit and Loss of the year in which it is incurred. Capital Expenditure is considered as addition to Fixed Assets and depreciated as stated above.

g) FOREIGN CURRENCY TRANSACTIONS

- i) Transactions in foreign currencies are recorded in rupees by applying the rate of exchange ruling on the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- iii) Non-monetary foreign currency items are carried at cost.
- iv) Gain or Loss on settled transactions are recognized in the Statement of Profit and Loss except for purchase of fixed assets which are adjusted to carrying amount of fixed assets. Unsettled transactions as at the year end are translated at the closing rate and the gain or loss is recognized in the Statement of Profit and Loss except for liabilities incurred for purchase of fixed assets which are adjusted to the carrying amount of fixed assets.

h) RETIREMENT BENEFITS

The Company contributes to Provident Fund and Superannuation Fund which are administered by duly constituted and approved independent Trust/Government and such contributions are charged against revenues every year.

Accrued liability in respect of retirement gratuities are actuarially ascertained at the year end as per the requirement of Accounting Standard – 15 (Revised) on Employee Benefits. The Company has created a Gratuity Fund under Group Gratuity Scheme of L.I.C.I. under which yearly premium is being paid to take care of current as well as past liability. The annual premium is charged to the Financial Statements.

Accrued liability in respect of leave encashment benefits on retirement is actuarially ascertained at the year end as per the requirement of Accounting Standard – 15 (Revised) on Employee Benefits and provided for in the Financial Statements.

i) REVENUE RECOGNITION

- On Sale of Goods :

In case of sale of goods, the transfer of property in goods result in the transfer of significant risk and reward of ownership to the buyer and revenue is recognised at the time of transfer of property which is measured by invoiced value of goods despatched during the year. Revenue from product sales are stated inclusive of discounts, but net of applicable taxes and duties.

- On Construction Contracts:

Revenue on contracts is recognised using percentage completion method wherein the stage of completion is determined with reference to the ratio of contract cost incurred for work performed up to the reporting date to the estimated total contract cost. In the case of unit rate contracts, the stage of completion is determined with reference to the valuation of actual amount of work completed as per the contracted rates. In case, where the current estimates of the total contract cost and revenue indicate a loss, such loss is recognised as an expense.

- On Sale of Services :

Revenue from Installation and Servicing is recognised in the Financial Statements on completion of the job, or as per stipulation in the contract and the expenditure incurred but not invoiced is carried forward as work-in-progress.

j) FINANCIAL DERIVATIVES AND HEDGING TRANSACTIONS

Financial derivatives and hedging contracts are accounted for on the date of their settlement and realized gain/incurred loss in respect of contracts is recognized in the Statement of Profit and Loss alongwith the underlying transactions.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
k) BORROWING COSTS

Borrowing costs incurred in relation to acquisition or construction of assets which necessarily takes substantial period of time to get ready for intended use are capitalized/allocated as part of such assets. Other borrowing costs are charged as expenses in the year in which the same are incurred.

l) SEGMENT REPORTING

Based on synergies, risks and returns associated with the business operations and in terms of Accounting Standard - 17, the Company is predominantly engaged in the single business segment, i.e Pumps and its accessories and parts during the year. The analysis of geographical segment is based on the areas in which customers of the Company are located.

m) TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is calculated at current statutory income tax rates as applicable and is recognised on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration to prudence are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Cost of Product Warranties including provisions are included under the head "Miscellaneous Expenses", which includes cost of raw materials and components for free replacement of spares, and other overheads.

3 SHARE CAPITAL
(a) Authorised

1,03,60,000* Equity Shares of Rs.10/- each
(2016-98,60,000 Ordinary Shares)

14,000 11% Redeemable Cumulative
Preference Shares of Rs.100/- each

* Includes 5,00,000 Equity Shares of Rs. 10/- each
of the Transferor Company

(b) Issued, Subscribed and Paid Up

97,67,080 Equity Shares of Rs.10/- each fully paid up
(2016 - 97,67,080 Ordinary Shares)

| 31st March, 2017 | 31st March, 2016 |
|---------------------|------------------|
| Rs. | Rs. |
| 10,36,00,000 | 9,86,00,000 |
| 14,00,000 | 14,00,000 |
| 10,50,00,000 | 10,00,00,000 |
| 9,76,70,800 | 9,76,70,800 |

a) Reconciliation of Number of Shares

At the beginning and the end of the year

| No. of Shares | Amt. (Rs.) | No. of Shares | Amt. (Rs.) |
|------------------|--------------------|---------------|-------------|
| 97,67,080 | 9,76,70,800 | 97,67,080 | 9,76,70,800 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

b) Name of the Shareholders holding more than 5% of the total shares issued by the Company

Hindusthan Udyog Limited
Ashutosh Enterprises Limited

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|--------------|------------------|--------------|
| No. of Shares | % of Holding | No. of Shares | % of Holding |
| 38,61,659 | 39.54 | 38,61,659 | 39.54 |
| 19,06,650 | 19.52 | 19,06,650 | 19.52 |

- (c) The Company has issued Ordinary Shares, subsequently converted into Equity Shares, having a face value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per share. The Company declares dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders at the Annual General Meeting.
- (d) In the event of the liquidation of the Company, the holders of Ordinary Shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in the proportion to the number of ordinary shares held by the Shareholders.

4 RESERVES AND SURPLUS

- a) Capital Reserve on Re-issue of forfeited shares
As per last Financial Statement
- b) Capital Redemption Reserve
As per last Financial Statement
- c) Securities Premium Reserve
(created on issue of Shares)
- d) Revaluation Reserve
As per last Financial Statement
Less : Transferred to Statement of Profit and Loss
- e) General Reserve
As per last Financial Statement
Add : Transfer from Surplus
- f) Surplus
As per last Financial Statement
Add : Excess provision for Tax on Dividend
for the year 2015 written back

| 31st March, 2017 | | 31st March, 2016 | |
|---|---------------|------------------|---------------|
| Rs. | Rs. | Rs. | Rs. |
| | 3,500 | | 3,500 |
| | 14,00,000 | | 14,00,000 |
| | 98,89,20,000 | | 98,89,20,000 |
| | 3,74,23,449 | 48,92,323 | |
| | 7,39,875 | 20,172 | |
| | 3,66,83,574 | | 48,72,151 |
| | 95,00,00,000 | 80,00,00,000 | |
| | 15,00,00,000 | 15,00,00,000 | |
| | 110,00,00,000 | | 95,00,00,000 |
| | 25,35,70,798 | 25,51,81,333 | |
| | — | 57,584 | |
| | 25,35,70,798 | 25,52,38,917 | |
| Add : Profit for the year as per Statement of Profit and Loss | 20,91,71,090 | 17,18,42,736 | |
| | 46,27,41,888 | 42,70,81,653 | |
| Less : Appropriations | 15,00,00,000 | 15,00,00,000 | |
| – Transfer to General Reserve | 1,95,34,160 | 1,95,34,160 | |
| – Proposed Dividend | 39,76,695 | 39,76,695 | 25,35,70,798 |
| – Tax on Dividend | 28,92,31,033 | | |
| | 241,62,38,107 | | 219,87,66,449 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
5 LONG TERM BORROWINGS

Secured :

Term Loans : **[Refer Note below]**

- a) From Banks
Less: Repayable within one year

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|-----|------------------|-----|
| Rs. | Rs. | Rs. | Rs. |
| | | | |
| | | 1,61,340 | |
| | | 1,61,340 | |
| | | | |

Note - Represents vehicle loan

6 DEFERRED TAX LIABILITIES (Net)

In compliance with the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has adjusted the Deferred Tax Liabilities (net) of Rs.6,31,076/- (includes Rs. 2,08,975/- on account of amalgamation) for the year in the Statement of Profit and Loss. The Deferred Tax Liabilities (net) comprises of :

- a) Deferred Tax Liabilities :
- Depreciation on Fixed Assets
- b) Deferred Tax Assets :
- Employee Benefits
- Others

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|-------------|------------------|-------------|
| Rs. | Rs. | Rs. | Rs. |
| | 4,13,23,543 | | 3,98,32,444 |
| 55,52,301 | | 16,63,902 | |
| 39,50,398 | 95,02,699 | 59,25,598 | 75,89,500 |
| | 3,18,20,844 | | 3,22,42,945 |

7 LONG TERM PROVISIONS

- Leave Encashment **[Refer Note 28(k)]**
- Gratuity*

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|-----------|------------------|-----------|
| Rs. | Rs. | Rs. | Rs. |
| | 90,58,613 | | 82,50,913 |
| | 7,45,704 | | |
| | 98,04,317 | | 82,50,913 |

* At Thane division of the Company, which is erstwhile Mody Industries (F.C) Private Ltd, Gratuity is actuarially valued and provided for in the books on accrual basis.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

8 SHORT TERM BORROWINGS

LOANS REPAYABLE ON DEMAND

(a) Secured

Cash Credit from Banks

(Secured by first charge by way of hypothecation of Stocks, Consumable Stores, Book Debts and other movables and first mortgage /charge over the Company's present and future fixed assets)

53,66,13,735

61,55,51,947

53,66,13,735

61,55,51,947

(b) Unsecured

Short Term Loans from :

- Corporate Bodies

- Bank

22,00,00,000

7,91,39,177

10,00,00,000

22,00,00,000

17,91,39,177

Total

75,66,13,735

79,46,91,124

9 TRADE PAYABLES *

a) Acceptances

b) Sundry Creditors

* Includes Payables to Related Parties

Rs. 5,75,07,709/- (2016 - Rs. 11,11,22,208/-)

[Refer Note 28(j)]

5,78,71,929

3,45,91,309

74,64,76,872

54,09,69,440

80,43,48,801

57,55,60,749

As required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and to the extent such parties are identified on the basis of information available with the Company, there are no Micro Enterprises or Small Scale Enterprises to whom the Company owes any due which are outstanding as at 31st March, 2017; (2016 – Rs Nil).

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
10 OTHER CURRENT LIABILITIES

- a) Current maturities of Long Term Borrowings
[Refer Note 5]
- b) Advance from Customers
- c) Interest accrued but not due on loans
- d) Unclaimed Dividends**
- e) Other Payables *
- Statutory Liabilities
- Deposits
- Others

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|--------------|------------------|--------------|
| Rs. | Rs. | Rs. | Rs. |
| | — | | 1,61,340 |
| | 7,44,30,365 | | 6,27,81,531 |
| | — | | 18,08,557 |
| | 14,73,680 | | 13,58,303 |
| | | | |
| 3,80,07,074 | | 1,78,04,506 | |
| 20,81,000 | | 10,56,000 | |
| 4,42,65,513 | 8,43,53,587 | 4,57,07,652 | 6,45,68,158 |
| | 16,02,57,632 | | 13,06,77,889 |

* Includes Payables to Related Parties
Rs. 29,54,724/- (2016- Rs. 98,14,193/-)
[Refer Note 28(j)]

** There are no amounts due and outstanding
to be credited to the Investor Education and
Protection Fund as at 31st March, 2017.

11 SHORT TERM PROVISIONS

- a) For Income Tax
[Net of Advance Tax - Nil
(2016 - Rs. 7.04 Crores)]
- b) For Proposed Dividend
- c) For Tax on Proposed Dividend
- d) For Leave Encashment [Refer Note 28(j)]
- e) For Warranties [Refer Note 28(e)]

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|-------------|------------------|-------------|
| Rs. | Rs. | Rs. | Rs. |
| | — | | 51,85,923 |
| | 1,95,34,160 | | 1,95,34,160 |
| | 39,76,695 | | 39,76,695 |
| | 64,76,072 | | 44,51,286 |
| | 1,15,56,435 | | 1,12,00,000 |
| | 4,15,43,362 | | 4,43,48,064 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

12 PROPERTIES, PLANT AND EQUIPMENTS

| | | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | | |
|-------------------------------------|---|--------------------------------------|---------------------------------|---------------------------------|------------------------------|--------------|-----|-------------|-------------|--------------|------------------------------|------------------------------|
| | Cost/ Valuation As at 31st March, 2016 | Additions on amalgam- ation | Additions during the year | Disposals during the year | As at 31st March, 2017 | Rs. | Rs. | Rs. | Rs. | Rs. | As at 31st March, 2017 | As at 31st March, 2016 |
| | | | | | | | | | | | | |
| TANGIBLE ASSETS | | | | | | | | | | | | |
| Land: Freehold | 42,33,840 | - | - | - | 42,33,840 | | - | - | - | 0 | 42,33,840 | 42,33,840 |
| Leasehold | 57,48,138 | 4,03,13,000 | - | - | 4,60,61,138 | | | 95,98,500 | 7,16,229 | - | 3,36,06,044 | 36,07,773 |
| "Buildings | 12,36,79,992 | 1,73,83,234 | - | - | 14,10,63,226 | | | 1,35,66,568 | 37,12,636 | - | 7,08,25,144 | 7,07,21,114 |
| "Plant and Machinery | 35,08,17,784 | 1,82,35,551 | 82,91,526 | 71,602 | 37,72,73,259 | | | 1,39,69,708 | 1,76,31,452 | 68,022 | 20,02,33,425 | 21,09,47,424 |
| Computer & Data Processing Units | 3,63,43,488 | 23,26,342 | 13,51,684 | | 4,00,21,514 | | | 22,51,855 | 24,02,816 | | 62,95,372 | 72,72,017 |
| Factory Equipment | 31,19,812 | 0 | - | - | 31,19,812 | | | - | 7,455 | - | 1,73,272 | 1,80,727 |
| Patterns and Moulds | 5,40,84,401 | 0 | 72,14,818 | - | 6,12,99,219 | | | - | 10,20,446 | - | 1,32,26,376 | 70,32,004 |
| Electrical Installation | 2,35,87,058 | 6,45,700 | 1,05,000,000 | - | 2,43,37,758 | | | 6,02,753 | 22,29,186 | - | 92,16,136 | 1,12,97,375 |
| Furniture and Fittings | 3,06,87,961 | 37,74,015 | 11,94,914 | 60,000 | 3,55,96,890 | | | 35,72,032 | 21,45,582 | 57,000 | 83,95,251 | 35,10,600 |
| Motor Vehicles | 62,86,527 | 17,85,413 | - | - | 80,71,940 | | | 17,29,474 | 7,94,889 | - | 23,98,816 | 31,37,766 |
| Total Tangible Assets | 63,85,89,001 | 8,44,63,255 | 1,81,57,942 | 1,31,602 | 74,10,78,596 | | | 4,52,90,890 | 3,06,60,691 | 1,25,022 | 34,86,03,676 | 32,19,40,640 |
| | | | | | | | | | | | | |
| INTANGIBLE ASSETS | | | | | | | | | | | | |
| Goodwill on amalgamation | - | 9,58,38,983 | - | - | 9,58,38,983 | | | - | - | - | 9,58,38,983 | - |
| Total Intangible Assets | - | 9,58,38,983 | - | - | 9,58,38,983 | | | - | - | - | 9,58,38,983 | - |
| Grand Total | 63,85,89,001 | 18,03,02,238 | 1,81,57,942 | 1,31,602 | 83,69,17,579 | | | 4,52,90,890 | 3,06,60,691 | 1,25,022 | 44,44,42,659 | 32,19,40,640 |
| Previous year | 61,92,25,022 | - | 2,03,47,437 | 9,83,458 | 63,85,89,001 | | | - | 2,81,97,653 | 6,07,303,000 | 32,19,40,640 | |

Note - A : Land and Buildings and Plant & Machinery of the Company were revalued in 1980 and 1984 respectively and the surplus on revaluation was transferred to Revaluation Reserve Account. Depreciation for the year ended 31 March, 2017 on the amounts added on revaluation amounting to Rs. 7,39,875/- (including Rs. 7,19,703/- of the transferor company) (2016 - Rs. 20,172/-) has been credited to the Statement of Profit and Loss by transfer from Revaluation Reserve Account.

Note - B : Gross Block includes Rs. 2,58,01,948/- (previous year - Rs. 1,77,97,308/-) acquired for Research and Development purpose.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
13 NON-CURRENT INVESTMENTS
– Long Term (at cost)
Unquoted
a) Trade Investments -
Investment in Equity Shares (fully paid up)

| Nos. | Currency | Face Value | Description |
|---------------------------------------|----------|------------|---|
| In Subsidiaries : | | | |
| 8 | AUD | 1 | Sterling Pump Pty Ltd., Australia |
| 86,52,511 | SGD | 1 | Aturia Pte International Ltd - Singapore |
| In a Wholly Owned Subsidiary : | | | |
| 22,625 | INR | 100 | Mody Industries (F.C) Private Limited |
| In Joint Venture: | | | |
| 4,00,000 | INR | 10 | Clyde Pumps India Private Limited |
| b) Other Investments | | | |
| | INR | | Government Securities |
| | | | 7 Year Post Office National Savings Certificate |
| | | | Less : Provisions made |
| 1 | INR | 7,000 | (5% Non-Redeemable Debenture Stock) Woodland Multispeciality Hospital Limited |
| 9 | INR | 1,000 | (6 1/2% Non-Redeemable Debenture Stock) Bengal Chamber of Commerce and Industry |

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|--------------|------------------|--------------|
| Rs. | Rs. | Rs. | Rs. |
| | | | |
| | 2,11,81,500 | | 2,11,81,500 |
| | 39,29,58,960 | | 39,29,58,960 |
| | | | |
| | — | | 24,56,19,225 |
| | | | |
| | 40,00,000 | | 40,00,000 |
| | | | |
| 23,000 | | 23,000 | |
| 23,000 | — | 23,000 | — |
| | 7,000 | | 7,000 |
| | 9,000 | | 9,000 |
| | 41,81,56,460 | | 66,37,75,685 |

14 LONG TERM LOANS AND ADVANCES
– UNSECURED

(Considered good)

a) Security Deposits :

- Earnest Money Deposit
- Others

b) Other Advances

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|-------------|------------------|-------------|
| Rs. | Rs. | Rs. | Rs. |
| 3,42,54,404 | | 2,50,40,219 | |
| 26,76,598 | 3,69,31,002 | 10,13,517 | 2,60,53,736 |
| | 4,12,50,000 | | 4,12,50,000 |
| | 7,81,81,002 | | 6,73,03,736 |

15 INVENTORIES

(at lower of cost or net realisable value)

- a) Raw Materials and Components [Refer Note A]
- b) Work-in-Progress
- c) Finished Goods
- d) Stores and Spare Parts
- e) Components and Accessories

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|--------------|------------------|--------------|
| Rs. | Rs. | Rs. | Rs. |
| | 10,46,34,549 | | 7,53,12,751 |
| | 6,76,83,310 | | 4,80,47,448 |
| | 1,42,43,949 | | 72,67,943 |
| | 56,49,203 | | 55,96,498 |
| | 1,55,55,666 | | — |
| | 20,77,66,677 | | 13,62,24,640 |

Note - A : Includes materials lying with third parties Rs. 8,21,275/- (2016 - Rs. 42,51,829/-)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

16 TRADE RECEIVABLES

– UNSECURED

(Considered Good)*

a) – Debts outstanding for a period exceeding six months

b) – Other Debts

* Includes Receivables from Related Parties

Rs. 1,56,81,108/- (2016 - Rs. 3,31,12,125/-)

[Refer Note 28(j)]

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|----------------------|------------------|---------------|
| Rs. | Rs. | Rs. | Rs. |
| | 31,91,75,168 | | 36,56,62,844 |
| | 171,22,52,014 | | 137,02,47,105 |
| | 203,14,27,182 | | 173,59,09,949 |

17 CASH AND CASH EQUIVALENTS

a) Balance with Banks :

– In Current Accounts

b) Cash - in - hand *

c) Other Bank Balances

– On Unclaimed Dividend Accounts

– On Bank Deposits with less than 12 months maturity

– On Bank Deposits with more than 12 months maturity

– On Margin Deposit

* As certified by the Management

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|--------------------|------------------|-------------|
| Rs. | Rs. | Rs. | Rs. |
| | 65,07,672 | | 47,26,791 |
| | 14,92,651 | | 6,59,190 |
| | 14,73,680 | | 13,58,303 |
| | — | | — |
| | 69,69,677 | | 61,94,528 |
| | 89,39,574 | | 9,33,238 |
| | 2,53,83,254 | | 1,38,72,050 |

18 SPECIFIED BANK NOTES (SBN's) DISCLOSURE

The details of Specified Bank Notes (SBN's) held and transacted during the period November 8, 2016 to December 30, 2016, as specified in the MCA Notification G.S.R. 308(E), dt March 31, 2017, are provided in the table below :

(Rs.)

| Particulars | SBN'S | Other Denomination | Total |
|--|-----------|--------------------|-----------|
| Closing Cash in hand as on November 8, 2016 | 15,22,500 | 20,76,332 | 35,98,832 |
| (+) Permitted receipts | — | 38,41,058 | 38,41,058 |
| (-) Permitted payments | — | 34,07,404 | 34,07,404 |
| (-) Amounts deposited in Banks | 15,22,500 | 25,700 | 15,48,200 |
| Closing Cash in hand as on December 30, 2016 | — | 24,84,286 | 24,84,286 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
19 SHORT TERM LOANS AND ADVANCES
- UNSECURED

(Considered Good)

a) Loans and Advances to Related Parties

[Refer Note 28(j)]

b) Others :

– Balance with Central Excise authority

– Balance with Sales tax authorities

– Others

c) Advance payment of Income Tax

[Net of Tax Provisions - Rs. 8.85 Crores

(2016 - Nil)]

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|---------------------|------------------|--------------|
| Rs. | Rs. | Rs. | Rs. |
| | 81,73,42,900 | | 73,65,38,150 |
| | | | |
| | 5,57,15,591 | 6,36,63,949 | |
| | 2,50,59,333 | 1,46,26,221 | |
| | 6,68,03,865 | 2,30,81,104 | 10,13,81,274 |
| | 14,75,78,789 | | — |
| | 2,27,92,743 | | |
| | | | |
| | 98,77,14,432 | | 83,79,19,424 |

20 OTHER CURRENT ASSETS

– Other Receivables *

 – Unbilled Revenue **[Refer note 28(n)]**

* Includes Receivables from Related Parties

Rs. 11,07,22,530/- (2016 - Rs. 10,06,30,559/-)

[Refer Note 28(j)]

| 31st March, 2017 | | 31st March, 2016 | |
|------------------|---------------------|------------------|--------------|
| Rs. | Rs. | Rs. | Rs. |
| | 11,17,37,373 | | 10,09,94,678 |
| | 92,20,428 | | — |
| | | | |
| | 12,09,57,801 | | 10,09,94,678 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

21 REVENUE FROM OPERATIONS

- a) Sale of Products [Refer Note 28(j)]
 –Pumps
 –Spare Part of Pumps
 –Accessories of Pumps
 –Others
 b) Sale of Services
 c) Sale from Construction Contracts [Refer Note 28(m)]
 d) Other Operating Revenues:
 –Duty Drawback
 –Others

| Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|--------------------------------|---------------|--------------------------------|---------------|
| Rs. | Rs. | Rs. | Rs. |
| 119,05,38,110 | | 115,33,20,855 | |
| 49,41,76,073 | | 53,65,13,605 | |
| 107,75,93,162 | | 44,46,30,941 | |
| 1,25,22,767 | 277,48,30,112 | 91,51,456 | 214,36,16,857 |
| | 2,14,16,149 | | 6,12,51,089 |
| | 7,69,80,567 | | — |
| | 1,15,75,571 | | 46,88,818 |
| | 3,46,424 | | — |
| | 288,51,48,823 | | 220,95,56,764 |

22 OTHER INCOME

- a) Interest Income (Gross) [Refer Note 28(j)]
 (TDS - Rs.6,57,998/- ; 2016 - Rs 31,163/-)
 b) Net Gain / (loss) on Foreign currency
 translation and transaction
 c) Profit on Sale of Fixed Assets
 d) Rent Income [Refer Note 28(j)]
 (TDS - Rs.2,37,600/-; 2016 - Rs 4,31,700/-)
 e) Dividend Received [Refer Note 28(j)]
 f) Service Charge for Corporate Gurrantee
 [Refer Note 28(j)]
 g) Sundry Income [Refer Note 28(j)]
 (TDS - Rs. 2,04,060/- ; 2016 - Nil)
 h) Liabilities no longer required written back

| Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|--------------------------------|-----|--------------------------------|-----|
| Rs. | Rs. | Rs. | Rs. |
| 5,04,84,451 | | 3,21,32,782 | |
| 1,03,56,415 | | 99,39,949 | |
| 38,967 | | — | |
| 23,76,000 | | 43,17,000 | |
| 80,00,000 | | — | |
| 1,39,12,829 | | 1,51,32,048 | |
| 77,37,653 | | 10,54,761 | |
| 15,40,361 | | — | |
| 9,44,46,676 | | 6,25,76,540 | |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

23 COST OF RAW MATERIALS AND COMPONENTS CONSUMED*

| | Year ended 31st March, 2017 | Year ended 31st March, 2016 |
|--------------------------------|--------------------------------|--------------------------------|
| | Rs. | Rs. |
| a) Pig Iron/Ferrous Scrap | 1,85,96,887 | 1,82,63,141 |
| b) Cables & Winding Wires | 1,82,21,277 | 4,09,63,274 |
| c) Pipes & Tubes | 8,28,14,844 | 3,45,53,878 |
| d) Steel Shafting | 9,45,84,414 | 11,03,29,225 |
| e) Bronze & Other Metal Ingots | 1,95,18,082 | 1,65,83,747 |
| f) Motors, Engines & Starters | 8,57,31,736 | 16,25,64,987 |
| g) Valves | 65,60,781 | — |
| h) C.I.Castings | 7,11,85,697 | 5,62,63,007 |
| i) M.S.Sheets | 10,19,34,712 | 14,48,47,728 |
| j) Steel/Alloy Steel Castings | 3,20,25,427 | 10,45,63,074 |
| k) Stampings | 43,42,727 | — |
| l) Others | 111,37,04,931 | 57,18,41,547 |
| | <u>164,92,21,515</u> | <u>126,07,73,608</u> |

24 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS

| | Year ended 31st March, 2017 | Year ended 31st March, 2016 |
|--------------------|--------------------------------|--------------------------------|
| | Rs. | Rs. |
| Opening Stock : * | | |
| – Work in Progress | 5,56,71,326 | 2,34,03,493 |
| – Finished Goods | <u>1,89,69,420</u> | <u>—</u> |
| | 7,46,40,746 | 2,34,03,493 |
| Closing Stock : | | |
| – Work in Progress | 6,76,83,310 | 4,80,47,448 |
| – Finished Goods | <u>1,43,86,349</u> | <u>72,67,943</u> |
| | 8,20,69,659 | 5,53,15,391 |
| | <u>(74,28,913)</u> | <u>(3,19,11,898)</u> |

* Includes work-in-progress Rs. 76,23,878/- and Finished Goods Rs. 1,17,01,477/- on account of amalgamation.

25 EMPLOYEE BENEFIT EXPENSES

| | Year ended 31st March, 2017 | Year ended 31st March, 2016 |
|--|--------------------------------|--------------------------------|
| | Rs. | Rs. |
| a) Salaries and Wages | 23,88,20,675 | 18,61,66,016 |
| b) Contribution to Provident and Other Funds | 2,20,37,727 | 1,43,72,900 |
| c) Staff Welfare Expense | <u>1,81,22,813</u> | <u>1,55,00,220</u> |
| | <u>27,89,81,215</u> | <u>21,60,39,136</u> |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

26 FINANCE COSTS

- a) Interest Expense *
b) Other Finance Costs
c) Applicable (Gain) / Loss on Foreign currency translation and transactions
* Includes Rs. 8,026/- on Fixed Loans;
(2016 - Rs 36,80,547/-)

| Year ended 31st March, 2017 | Year ended 31st March, 2016 |
|--------------------------------|--------------------------------|
| Rs. | Rs. |
| 11,18,04,387 | 7,24,69,113 |
| 2,26,61,424 | 2,54,68,271 |
| 6,05,15,453 | (3,34,49,353) |
| <u>19,49,81,264</u> | <u>6,44,88,031</u> |

27 OTHER EXPENSES

[Refer Note 27(f)]

- Consumption of Stores and Spare Parts
Excise Duty
Power and Fuel
Erection and Commissioning Expenses
Rent
Rates & Taxes
Postage & Telephone
Repairs to Machinery
Repairs to Buildings
Repairs to Others
Insurance
Travelling Expenses
Loss on Sale of Fixed Assets
Professional & Consultancy Fees
Carriage Outward
Advertisement
Liquidated Damages & Claims paid
Discount on Sales
Commission to other selling agents
Service Charges
Directors' Fees
Commission to Directors
Auditors' Remuneration
- As Auditor
- For Taxation matters
- For Other Services
- For Reimbursement of Expenses
Miscellaneous Expenses [Refer Note 28(l)]
Bad Debts written off (net)

| Year ended 31st March, 2017 | Year ended 31st March, 2016 |
|--------------------------------|--------------------------------|
| Rs. Rs. | Rs. Rs. |
| 4,72,90,821 | 4,67,22,654 |
| 41,02,670 | 4,35,345 |
| 4,56,98,666 | 4,24,97,686 |
| 5,57,77,621 | 4,27,88,927 |
| 2,78,45,816 | 2,14,91,679 |
| 1,43,40,242 | 1,19,57,886 |
| 64,66,985 | 52,49,181 |
| 66,50,836 | 53,06,078 |
| 31,54,434 | 28,93,063 |
| 93,61,944 | 48,55,363 |
| 27,44,576 | 44,15,170 |
| 5,00,22,963 | 3,93,76,876 |
| — | 60,176 |
| 3,93,96,140 | 4,27,67,367 |
| 2,20,67,466 | 2,29,05,276 |
| 3,54,831 | 3,35,385 |
| 65,10,302 | 2,47,65,706 |
| 2,08,24,127 | 1,20,53,807 |
| 1,96,71,510 | 1,16,04,307 |
| 4,17,361 | 9,11,811 |
| 80,000 | 68,000 |
| 5,00,000 | 5,00,000 |
| 5,60,000 | 5,60,000 |
| 50,000 | — |
| 3,30,000 | 3,47,500 |
| 60,000 | 50,000 |
| 10,00,000 | 9,57,500 |
| <u>4,70,75,533</u> | <u>4,35,19,107</u> |
| 1,54,57,450 | 17,13,864 |
| <u>44,68,12,294</u> | <u>39,01,52,214</u> |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**
28 OTHER INFORMATIONS

- a) Claims against the Company not acknowledged as debts
- b) Contingent liabilities not provided for in the Financial Statements in respect of the following :
- c)
- Income Tax matters under appeal
 - Excise Duty matters under dispute (deposited Rs 92.70 lacs)
 - Bank Guarantee outstanding
 - Corporate Guarantee outstanding (issued on behalf of WPIL Pte International Ltd, Singapore, subsidiary of the Company)

| 31st March, 2017 | 31st March, 2016 |
|-------------------------|-------------------------|
| Rs. | Rs. |
| 31,26,614 | 18,44,894 |
| 80,44,024 | 28,98,918 |
| 8,84,30,890 | 7,91,60,890 |
| 29,33,22,384 | 36,95,88,142 |
| 1,25,90,71,850 | 1,59,18,74,389 |

- d) Accrued liability on account of Gratuity payable to the employees of the Company on retirement at future dates as per actuarial valuation as at 31st March, 2017 amounts to Rs. 4,14,71,042/- (2016 – Rs. 2,99,61,705/-). A total sum of Rs. 5,98,66,560/- (Rs 30,97,000/- during the current year) has been charged in the Financial Statements and paid to LIC by way of premium under Group Gratuity Scheme for its employees to cover current as well as past liability.
- e) Warranty costs are accrued at the time the products are sold. Based on past experience, the provision is discharged over the contractual warranty period from the date of sale. During the year, Rs 1,23,36,255/- have been incurred against earlier provisions and Rs 1,15,56,435/- have been provided.

- f) Research and Development Expenses

Research and Deveopement Expenses relating to material consumption aggregating to Rs. 25.12 lacs (2016- NIL), relating to other revenue nature aggregating to Rs. 131.03 lacs (2016 - Rs 100.66 lacs) have been charged to respective heads of accounts in the Statement of Profit and Loss, and relating to capital nature aggregating to Rs 80.05 lacs (2016 - Rs. 60.02 lacs) under different heads in Fixed Assets in the Balance Sheet.

- g) The Board of Directors of the Company, at its meeting held on 12th August, 2016, proposed a Scheme of Amalgamation under Sections 391 to 394 and other applicable provisions of the Companies Act 1956 and the Companies Act 2013, of Mody Industries (Foreign Collaboration) Private Limited, a wholly owned Subsidiary of the Company ("the Transferor Company"), which was engaged in the business of manufacturing of submersible/sewage/solid handling pumps for waste water management & non-submersible diesel engine driven fire pumps, with the Company with effect from 1st April, 2016. At a Court Convened Meeting held on 16th January, 2017, the Members of the Company approved the Scheme. The National Company Law Tribunal (NCLT) passed the Order and the certified copy of Order dated 31st May, 2017 has since been received and given effect in this Financial Statements as under:-

- a) In accordance with the Scheme, assets and liabilities of Mody Industries (Foreign Collaboration) Private Limited (on going concern basis) were transferred with effect from 1st April, 2016, the appointed date. The Scheme became effective on 8th July, 2017 upon filing of the Order of the NCLT with the Registrar of Companies, West Bengal.
- b) The Amalgamation has been accounted for under the 'pooling method' as prescribed by "Accounting Standard-14 - Accounting for Amalgamations" specified under Section 133 of the Companies Act, 2013, as applicable. Accordingly, the assets and liabilities of Mody Industries (Foreign Collaboration) Private Limited as at 1st April, 2016 have been takenover in the books of account of the Company at their respective book values.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

- c) The value at which the assets and liabilities have been transferred to the Company are given below: (Rs. in Lacs)

| | |
|---|---------|
| Book Value of Net Assets acquired | 1497.80 |
| Investments of the company in Subsidiary: | |
| - 22,625 Equity Shares of Rs. 100 each, fully paid up | 2456.19 |
| Balance Transferred to Goodwill | 958.39 |

- d) As per the Scheme of Amalgamation, the above investments made by the Company, stand cancelled.
- e) In view of the aforesaid Amalgamation with effect from 1st April, 2016, the figures of the current year are not comparable to those of the previous year

| | 31st March, 2017 | 31st March, 2016 |
|--|-------------------------|-------------------------|
| h) Earnings Per Share | | |
| Net Profit after Tax (Rs.) | 20,91,71,090 | 17,18,42,736 |
| Face Value per Share (Rs.) | 10 | 10 |
| Number of Shares | 97,67,080 | 97,67,080 |
| Basic and Diluted Earnings Per Share (Rs.) | 21.42 | 17.59 |

- i) Disclosure on Joint Venture Entity :

a) Details of Joint Venture :

- Name of Joint Venture Entity : Clyde Pump India Private Limited
- Country of Incorporation : India
- Proportion of Ownership Interest : 40%

b) The Company's Financial interest in the Joint Venture :

| | 2016-17 | 2015-16 |
|----------------------|----------------------|----------------------|
| | (Rs. in Lacs) | (Rs. in Lacs) |
| | Unaudited | |
| - Shareholders' Fund | 1,088.69 | 953.86 |
| - Assets | 2,029.42 | 1,561.79 |
| - Liabilities | 940.73 | 607.93 |
| - Income | 1,674.28 | 975.80 |
| - Expenses | 1,328.93 | 732.16 |

- j) Related Party Transactions :

Related Party disclosures as required under Accounting Standard - 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, as certified by the management, are given below :

A. Relationship :

- i) Joint Venture
 - Clyde Pump India Private Limited (Clyde)
- ii) Subsidiaries
 - Sterling Pumps Pty Limited - Australia (Sterling)
 - Aturia International Pte Ltd. - Singapore (Aturia International.)
(Formerly : WPIL - Singapore)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

- | | |
|--|---|
| iii) Stepdown Subsidiaries | <ul style="list-style-type: none"> – Mathers Foundry Limited, U.K. (Mathers) – WPIL SA Holdings Pty Limited – APE Pumps Pty Limited (APE Pumps) – Mather & Platt (SA) Pty Limited – PSV Services Pty Limited – PSV Properties 2 Pty Limited – PSV Zambia Limited (Zambia) – Global Pumps Services (FZE) – WPIL Europe Srl – Gruppo Aturia SpA (Aturia) – Rutschi Fluid AG – Pompes Rutschi SAS |
| iv) Key Management Personnel and their relatives | <ul style="list-style-type: none"> – Mr. P. Agarwal : Managing Director – Mr. V. N. Agarwal : Director, Father of Mr. P. Agarwal – Mrs. Ritu Agarwal : Director, Wife of Mr. P. Agarwal – Mr. K. K. Ganeriwala : Executive Director – Mr. U. Chakravarty : General Manager (Finance) and Company Secretary |
| v) Companies over which key management personnel or relatives are able to exercise control / significant influence | <ul style="list-style-type: none"> – Bengal Steel Industries Limited (Bengal Steel) – Hindusthan Udyog Limited (HUL) – Macneil Electricals Limited (MEL) – Neptune Exports Limited (Neptune) – Orient International Ltd. (Orient) – Hindusthan Parsons Ltd. (HPL) – WPIL (Thailand) Company Ltd. (WPIL-Thy.) |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

B. Disclosure of transactions with Related Parties during the year.

| | Joint Venture | Subsidiary | | | | Companies over which control / significant influence of key management personnel exists | | | | | | | key management personnel exists Rs. |
|---|---------------|--------------|--|--------------------------|----------------------------|---|------------------------------|--------------------------|----------------------------------|------------------------------|----------------------------|------------------------------|---|
| | | Sterling Rs. | APE Pumps Rs. | Guppo Auria Rs. | Auria International Rs. | Bengal Steel Rs. | HJL Rs. | HPL Rs. | Orient Rs. | MEL Rs. | Neptune Rs. | WPL-Thy Rs. | |
| Sale of Products Interest income Rent income Service Charges received Dividend received Service charge for Corporate Guarantee Project Expenses paid Purchase of Goods Interest Paid Electricity charges paid Rent paid Commission payment Amenities paid Dividend paid Investments made Loans given Loan re funded Loan taken Loan repaid Remuneration, Commission and Fees - Mr. U. Chakraborty - Mr. P. Agarwal - Mr. K. K. Ganeriwala - Mrs. Ritu Agarwal - Mr. V. N. Agarwal | Clyde Rs. | 6,57,248 | 42,48,274 (1,67,21,735) 8,97,441 (8,71,107) | 15,05,423 (41,09,023) | 1,86,21,593 (18,07,873) | - (Nil) 4,23,27,430 (3,00,70,737) | - (Nil) (Nil) (Nil) | 51,26,150 (65,14,480) | - (Nil) 60,00,000 (Nil) | - (Nil) (Nil) (Nil) | 2,07,15,184 (77,80,518) | - (Nil) (Nil) (Nil) | (Nil) (|

Figures in bracket indicate previous year's figure.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

j) Related Party Transactions (contd.) :

Disclosure of transactions with Related parties during the year (contd.).

| | Joint Venture | Subsidiary | | | | | Companies over which control / significant influence of key management personnel exists | | | | | | key management Rs. |
|---------------------------------|-----------------------|---------------------------|---------------|-----------------------|---------------------------------|----------------------|---|--------------|---------------|-------------------|--------------------|-------------------------|--------------------|
| | | Sleeting Rs. | APE Pumps Rs. | Gruppo Aturia Rs. | Aturia International Rs. | Bengal Steel Rs. | HUL Rs. | HPL Rs. | Orient Rs. | MEL Rs. | Neptune Rs. | WPL-Thy Rs. | |
| As at March 31st, 2017 | | | | | | | | | | | | | |
| Trade Receivables | 19,94,642 (Nil) | 17,67,349 (1,52,01,467) | - (40,76,616) | 71,73,926 (18,38,319) | - (Nil) | - (Nil) | 18,975 (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 47,26,216 (1,19,95,723) | - (Nil) |
| Other Receivables * | - (Nil) | 33,05,858 (27,86,855) | - (Nil) | - (Nil) | 9,66,16,672 (9,78,43,704) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 1,08,00,000 (Nil) | - (Nil) | - (Nil) | - (Nil) |
| Deposit - Rent | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) |
| Deposit - Electricity | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) |
| Trade Payables | 12,24,755 (Nil) | 14,66,690 (16,32,047) | - (Nil) | - (73,986) | - (Nil) | - (Nil) | 5,42,64,001 (10,88,51,208) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 5,52,263 (5,64,967) | - (Nil) |
| Other Payables | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 6,30,000 (37,52,000) | 21,13,016 (12,24,922) | - (3,99,452) | - (12,64,561) | 1,41,020 (48,473) | 70,688 (31,24,785) | - (Nil) | - (Nil) |
| Investments | 40,00,000 (40,00,000) | 2,11,81,500 (2,11,81,500) | - (Nil) | - (Nil) | 39,29,58,960 (39,29,58,960) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) |
| Loan outstanding * | - (Nil) | 1,47,45,000 (1,51,08,000) | - (Nil) | - (Nil) | 74,25,97,900 (72,14,30,150) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 6,00,00,000 (Nil) | - (Nil) | - (Nil) | - (Nil) |
| Corporate Guarantee outstanding | - (Nil) | - (Nil) | - (Nil) | - (Nil) | 1,25,90,71,850 (1,59,18,74,389) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) | - (Nil) |

Figures in bracket indicate previous year's figure.

* after adjusting applicable (gain) / loss on Foreign Currency translation and transaction.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

k) Disclosure required under Accounting Standard (AS) - 15 (Revised) are as follows :

(Rupees in Lacs)

| | | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | | |
|--|--|--------------------------------|---|--------------------------------|---|----------|
| | | Gratuity (Funded) | Leave Encash- ment (Non Funded) | Gratuity (Funded) | Leave Encash- ment (Non Funded) | |
| A) Components of Employer Expenses :- | | | | | | |
| 1. Current Service Cost | | 30.17 | 15.80 | 24.54 | 14.80 | |
| 2. Interest Cost | | 30.58 | 9.88 | 21.58 | 8.74 | |
| 3. Expected Return on Plan Assets | | (8.01) | – | (0.79) | – | |
| 4. Actuarial (Gain) / Loss | | 0.13 | 5.31 | 0.75 | 2.52 | |
| 5. Past Service Cost | | 0.00 | – | – | – | |
| 6. Expenses recognized in the Statement of Profit and Loss | | 52.87 | 30.99 | 46.08 | 26.06 | |
| B) Net Assets / (Liability) recognised in the Balance Sheet as at 31st March :- | | | | | | |
| 1. Present value of obligation as at 31st March | | 414.71 | 142.40 | 299.62 | 127.02 | |
| 2. Fair value of Plan Assets as at 31st March | | (102.20) | – | (9.59) | – | |
| 3. (Assets) / Liability recognized in the Balance Sheet | | 312.51 | 142.40 | 290.03 | 127.02 | |
| C) Change in the Defined Benefit Obligation (DBO) during the year ended 31st March :- | | | | | | |
| 1. Present value of obligation at the beginning of the year | | 392.66 | 127.02 | 278.46 | 112.81 | |
| 2. Current Service Cost | | 30.17 | 15.80 | 24.54 | 14.80 | |
| 3. Interest Cost | | 30.58 | 9.88 | 21.58 | 8.74 | |
| 4. Past Service Cost | | 0.00 | – | – | – | |
| 5. Actuarial (Gain) / Loss | | 0.13 | 5.31 | 0.75 | 2.52 | |
| 6. Benefits paid | | (38.83) | (15.61) | (25.71) | (11.85) | |
| 7. Present value of obligation at the end of the year | | 414.71 | 142.40 | 299.62 | 127.02 | |
| D) Change in the Fair Value of Plan Assets :- | | | | | | |
| 1. Plan Assets at the beginning of the year | | 102.24 | – | 8.79 | – | |
| 2. Actual return on Plan Assets | | 8.01 | – | 0.79 | – | |
| 3. Actuarial gain / (loss) on plan assets | | (0.49) | – | – | – | |
| 4. Actual Company's contribution | | 31.27 | 15.61 | 25.71 | 11.85 | |
| 5. Benefits paid | | (38.83) | (15.61) | (25.71) | (11.85) | |
| 6. Fair value of Plan Assets at the end of the year | | 102.20 | – | 9.58 | – | |
| E) Actuarial assumptions :- | | | | | | |
| 1. Discount rate (p.a) | | 0.08 | 7.78% | 7.75% | 7.78% | |
| 2. Expected rate of return (p.a) | | 0.08 | N.A | 8.00% | N.A | |
| 3. Salary escalation (p.a) | | 0.05 | 5.00% | 5.00% | 5.00% | |
| F) Experience adjustment on account of actuarial assumption of Gratuity :- | 2016 - 17 | 2015 - 16 | 2014 - 15 | 2013 - 14 | 2012 - 13 | |
| | 1. Defined Benefit Obligation as at 31st March | 414.71 | 299.61 | 278.45 | 241.63 | 230.98 |
| | 2. Plan Asset as at 31st March | 102.20 | 9.59 | 8.79 | 8.78 | 11.15 |
| | 3. Surplus/(Deficit) | (312.51) | (290.02) | (269.66) | (232.85) | (219.83) |
| | 4. Experience adjustment on Plan Assets - Gain/(Loss) | 0.00 | – | 0.25 | (0.27) | (0.36) |
| | 5. Experience adjustment on Plan Liabilities - (Gain)/Loss | (8.55) | 1.12 | 25.23 | (16.01) | 10.65 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016(contd.)**

- l) Disclosure pertaining to Corporate Social Responsibility expenditures as per section 135 of the Companies Act, 2013:
 – Gross amount required to be spent by the Company during the year : Rs 46,58,040/-
 – Amount spent by the Company : Rs. 1,57,953/- (included in Miscellaneous Expenses)
- m) **Disclosure in accordance with Accounting Standard - 7 (Revised) on "Accounting for Construction Contract" issued by The Institute of Chartered Accountants of India.**

| | 2016-17 (Rs.) | 2015-16 (Rs.) |
|--|----------------------|----------------------|
| Contract Cost incurred | 7,02,01,391 | — |
| Add : Recognised profit net of recognised losses | 67,79,176 | — |
| Contract Revenue | 7,69,80,567 | — |
| Progress billing | 6,77,60,139 | — |
| Unbilled Revenue (Net) | 92,20,428 | — |
| Due from Customer | 92,20,428 | — |
| Due to Customer | — | — |
| Advance payment received | 4,23,47,430 | — |
| Amount of retentions | 64,93,641 | — |

- n) As at 31st March, 2017, the Company has recognised revenue aggregating to Rs 92,20,428/- (previous year - Nil) for contracts in progress which remains unbilled at the year end. Since milestones required for approval of the bills by the customers, as per the terms of the contract, have not been achieved, the bills have not been raised on the customers. The management is certain that the billing milestone will be achieved in due course and accordingly the billing will be done.
- o) Segment Reporting :

The Company's operations predominantly relate to design, development, manufacture, marketing, installation and servicing of vertical and horizontal pumps of various sizes required for irrigation schemes, thermal / nuclear power plants etc. The Company has identified Geographical Segment as Primary Segment taking into consideration the nature of products, different risks and returns involved in the business, and the organisation structure of the Company. The geographical segment is based on location of customer, - within India and outside India. No disclosure of geographical segment is made in this Financial Statement since the figures does not qualify the criterion of disclosure, as prescribed.

- p) **Value of Raw Materials and Components consumed are as follows :**

| | Year ended 31.03.2017 | | Year ended 31.03.2016 | |
|--|------------------------------|----------------------|------------------------------|-----------------------|
| | Percentage | Value Rs. | Percentage | Value Rs. |
| (i) Indigenous | 99.82 | 164,62,69,931 | 98.12 | 123,71,29,263 |
| (ii) Imported | 0.18 | 29,51,582 | 1.88 | 2,36,44,345 |
| | 100.00 | 164,92,21,513 | 100.00 | 1,26,07,73,608 |
| q) Value Stores and Spare Parts Consumed (100% indigenous) | 100.00 | 4,72,90,821 | 100.00 | 4,67,22,654 |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)**

| | Year ended 31.03.2017 Rs. | Year ended 31.03.2016 Rs. |
|--|--|--|
| r) Expenditure in Foreign Currency in connection with : | | |
| (i) Foreign Business Tour | 1,12,72,862 | 1,13,55,742 |
| (ii) Professional Fees and Other Services | 10,72,97,086 | 4,38,98,414 |
| (ii) Commission expenses | — | — |
| (iii) Interest expenses | — | — |
| (iv) Others | 17,99,806 | 2,18,75,072 |
| | 12,03,69,754 | 7,71,29,228 |
| s) Earning in Foreign Exchange in respect of : | | |
| (i) F. O. B value of Exports | 16,53,12,168 | 10,45,80,491 |
| (ii) Service Income | — | — |
| (iii) Interest income | 4,32,40,225 | 3,09,41,845 |
| (iv) Others | 9,01,974 | 1,51,32,048 |
| | 20,94,54,367 | 15,06,54,384 |
| t) C.I.F. Value of Imports : | | |
| (i) Raw Materials & Components | 31,85,687 | 2,19,04,961 |
| (ii) Machinery | 9,67,825 | 46,682 |
| | 41,53,512 | 2,19,51,643 |
| u) Dividend remitted to Non-resident Shareholders in Foreign Currency : | 2016 - 17 | 2015 - 16 |
| (i) Number of Non – resident shareholders | 52 | 55 |
| (ii) Number of Shares held by Non – resident shareholders | 1,28,737 | 1,49,339 |
| (iii) Amount remitted for the year (Rs.) | 2,57,474 | 2,98,678 |
| (iv) Financial year to which Dividend relates | 2015 - 16 | 2014 - 15 |
| v) Previous year's figures have been rearranged / regrouped wherever found necessary. | | |

Signature to Notes 1 to 28.

Place : Kolkata
Date : 14th July, 2017

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E
(V. K. SINGHI)
Partner
Membership No. 50051

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

P. AGARWAL
DIN 00249468
Managing Director

K. K. GANERIWALA
DIN 00408722
Executive Director

U. CHAKRAVARTY
Membership no. F 5127
General Manager (Finance)
& Company Secretary

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

| | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|--|--|-----------------------|--|-----------------------|
| | Rs. | Rs. | Rs. | Rs. |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit before Tax and Extraordinary Items | | 29,83,02,166 | | 25,58,31,739 |
| Adjustment for: | | | | |
| (Profit) / Loss on sale of Fixed Assets | (38,967) | | 60,176 | |
| (Gain)/ Loss on Foreign Exchange | 5,65,63,411 | | (3,34,37,820) | |
| Depreciation | 2,99,20,816 | | 2,81,77,481 | |
| Interest income | (5,04,84,451) | | (3,21,32,782) | |
| Dividend income | (80,00,000) | | — | |
| Liabilities no longer required written back | (15,40,361) | | — | |
| Bad debts / Advances written off (net) | 1,54,57,450 | | 17,13,864 | |
| Interest charge | 11,18,04,387 | 15,36,82,285 | 7,24,69,113 | 3,68,50,032 |
| Operating Profit before Working Capital Changes | | 45,19,84,451 | | 29,26,81,771 |
| Adjustment for: | | | | |
| Trade and other receivables | (38,88,47,339) | | (44,50,40,063) | |
| Inventories | (1,87,52,177) | | (3,23,79,320) | |
| Trade payables | 24,58,29,235 | (16,17,70,281) | 4,70,88,332 | (43,03,31,051) |
| Cash Generated from Operations | | 29,02,14,170 | | (13,76,49,280) |
| Tax paid | | (11,58,54,125) | | (9,40,58,098) |
| Net Cash from Operating Activities | | 17,43,60,045 | | (23,17,07,378) |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| Purchase of Fixed Assets | (1,81,57,942) | | (1,51,80,290) | |
| Sale of Fixed Assets | 45,547 | | 3,15,979 | |
| Purchase of Investments | — | | (28,42,40,000) | |
| Interest Received | 5,80,44,598 | | 2,88,589 | |
| Dividend Received | 80,00,000 | | — | |
| Net Cash used in Investing Activities | | 4,79,32,203 | | (29,88,15,722) |

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2017

| | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|---|--------------------------------|-----------------------|--------------------------------|---------------------|
| | Rs. | Rs. | Rs. | Rs. |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds from Long Term Borrowing | 7,50,00,000 | | 9,30,00,000 | |
| Repayments of Long Term Borrowing | (23,83,74,221) | | (7,05,67,330) | |
| Proceeds from Short Term Borrowing | 12,00,00,000 | | 60,01,17,424 | |
| Repayments of Short Term Borrowing | (2,92,59,224) | | — | |
| Dividend paid | (1,94,18,783) | | (1,93,27,798) | |
| Dividend Tax paid | (39,76,695) | | (7,52,553) | |
| Interest paid | (11,47,52,121) | | (7,10,25,900) | |
| Net Cash used in Financing Activities | | (21,07,81,044) | | 53,14,43,843 |
| Net Increase / (Decrease) in Cash and Cash Equivalents | | 1,15,11,204 | | 9,20,743 |
| Cash and Cash Equivalents (Opening balance) | | 1,38,72,050 | | 1,29,51,307 |
| Cash and Cash Equivalents (Closing balance) | | 2,53,83,254 | | 1,38,72,050 |

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006.

| | 31.03.2017 | 31.03.2016 |
|--------------------------------------|--------------------|--------------------|
| | Rs. | Rs. |
| 2. Cash & cash equivalents include : | | |
| – Cash in hand | 14,92,651 | 6,59,190 |
| – On Current Accounts | 65,07,672 | 47,26,791 |
| On Unclaimed Dividend A/C | 14,73,680 | 13,58,303 |
| On Margin Deposit A/cs | 89,39,574 | 9,33,238 |
| On Fixed Deposit A/cs | 69,69,677 | 61,94,528 |
| | 2,53,83,254 | 1,38,72,050 |

3. Previous year's figures have been regrouped/ rearranged wherever found necessary.
This is the Cash Flow Statement referred to in our Report of even date.

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

(V. K. SINGHI)

Partner
Membership No. 50051

P. AGARWAL
DIN 00249468

Managing Director

K. K. GANERIWALA
DIN 00408722

Executive Director

U. CHAKRAVARTY
Membership no. F 5127

General Manager (Finance)
& Company Secretary

Place : Kolkata

Date : 14th July, 2017

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF WPIL LIMITED**

To the Members of WPIL Limited

This Audit Report supersedes the earlier report dated 30th May, 2017 and is being revised in pursuance of amalgamation of Financial Statements with effect from 1st April, 2016 as per Scheme of Amalgamation between Mody Industries (Foreign Collaboration) Private Limited, (a wholly owned Subsidiary) and WPIL Limited (Holding Company) sanctioned by the National Company Law Tribunal, Kolkata Bench on 31st May 2017 and certified copy of the Order duly filed with the Registrar of Companies, West Bengal.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of WPIL Limited (hereinafter referred to as “the Holding Company”) and 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, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that gives a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and 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 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.

Auditor's Responsibility

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated

financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 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 financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint ventures as at 31st March, 2017, their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements/financial information of subsidiaries namely Aturia International Pte Limited (Singapore) (formerly known as WPIL International Pte. Ltd.), Mathers Foundry Limited (United Kingdom), APE Pumps Pty Limited (South Africa), Mather & Platt (SA) Pty Limited (South Africa), WPIL SA Holdings (Pty) Limited (South Africa), Gruppo Aturia S.p.A, Rutschi Fluid AG and Pompes Rutschi SAS, whose financial statements/financial information reflect Total Assets of Rs. 71,693.96 Lakhs as at 31st March, 2017, Total Revenues of Rs.42,168.09 Lakhs and Net Cash flows amounting to Rs.794.38 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements/financial information of Subsidiaries namely Sterling Pumps Pty Limited (Australia), Global Pump Services FZE (United Arab Emirates) and PSV Zambia Limited (Zambia), and the Joint Venture Companies namely Clyde Pump India Private Limited (India) and WPIL (Thailand) Co. Limited (Thailand), whose financial statements/financial information reflect Total Assets of Rs. 5126.48 Lakhs as at 31st March, 2017, Total Revenues of Rs.4773.61 Lakhs and Net Cash Flows amounting to Rs.59.07 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on such unaudited financial statements/financial information.

- (c) The financial statements of the foreign entities have been restated where considered necessary, to comply with Generally Accepted Accounting Principles in India. Disclosures in respect of the above mentioned Financial Statements are given to the extent of available information.

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

Report on Other Legal and Regulatory Requirements

- 1) As required by section 143(3) of the Act, 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 financial statements,
 - b) in our opinion, proper books of account as required by law maintained by the Holding Company its subsidiaries included in the Group and its Joint Ventures (incorporated in India) including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors,
 - c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company its subsidiaries included in the Group and its Joint Ventures (incorporated in India) including relevant records relating to the preparation of the consolidated financial statements,
 - d) in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014,
 - e) on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its Subsidiary Companies and Joint Ventures incorporated in India, none of the directors of the Group Companies and Joint Ventures incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its Subsidiary Companies and Joint Ventures incorporated in India and the operating effectiveness of such controls, refer to our separate report in “Annexure A”, and
 - 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Consolidated Financial Statements disclosed the impact of pending litigations on the consolidated financial position of the Group and its Joint Ventures in Note 27(c) to the Consolidated Financial Statements;

-
- ii. the Group and its Joint Ventures did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. there was no amount due which were, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and the Joint Venture incorporated in India during the year ended 31st March, 2017.
 - iv. the Holding Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of account maintained by the Company.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001
Dated : 14th July, 2017

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(V. K. SINGHI)
Partner
Membership No. 050051

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph-1(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of WPIL Limited on the Consolidated Financial Statements of the Company for the year ended 31st March, 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2017 we have audited the internal financial controls over financial reporting of WPIL Limited (hereinafter referred to as “the Holding Company”) and its subsidiary companies and Joint Ventures which are Companies incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies incorporated in India and its Joint Ventures incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors 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.

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company, its subsidiary companies and its Joint Ventures which are incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting relates to Holding Company only, as all the Subsidiaries and Joint Venture are incorporated outside India except Clyde Pumps India Private Limited (Joint Venture) whose accounts have not been audited. Our opinion is not modified in respect of this matter.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001

Dated : 14th July, 2017

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(V. K. SINGHI)
Partner

Membership No. 050051

CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH, 2017

| | Note No. | 31st March, 2017 | | 31st March, 2016 | |
|-------------------------------------|-------------|------------------|----------------------|------------------|----------------------|
| | | Rs. | Rs. | Rs. | Rs. |
| I. EQUITY AND LIABILITIES | | | | | |
| 1) Shareholders' Funds | | | | | |
| a) Share Capital | 3 | 9,76,70,800 | | 9,76,70,800 | |
| b) Reserves and Surplus | 4 | 246,07,63,672 | 255,84,34,472 | 235,54,11,903 | 245,30,82,703 |
| 2) Minority Interest | | | 20,47,42,485 | | 13,79,04,647 |
| 3) Non - Current Liabilities | | | | | |
| a) Long-term Borrowings | 5 | 95,40,82,000 | | 140,51,57,045 | |
| b) Deferred Tax Liabilities (net) | 6 | 2,75,63,538 | | 2,70,80,603 | |
| c) Long-term Provisions | 7 | 10,29,39,473 | 108,45,85,011 | 11,15,86,596 | 154,38,24,243 |
| 4) Current Liabilities | | | | | |
| a) Short-term Borrowings | 8 | 139,35,96,479 | | 159,78,51,208 | |
| b) Trade Payables | 9 | 149,32,76,275 | | 121,14,75,072 | |
| c) Other Current Liabilities | 10 | 127,71,37,680 | | 111,60,54,829 | |
| d) Short-term Provisions | 11 | 11,88,29,499 | 428,28,39,934 | 13,23,30,217 | 405,77,11,326 |
| Total | | | 813,06,01,901 | | 819,25,22,919 |
| II. ASSETS | | | | | |
| 1) Non - Current Assets | | | | | |
| a) Property, Plant and Equipment | | | | | |
| i) Tangible Assets | 12 | 129,50,17,180 | | 139,61,52,667 | |
| ii) Intangible Assets | | 60,53,11,823 | | 67,81,76,464 | |
| iii) Capital Work-in-Progress | | 2,36,60,618 | | 64,99,808 | |
| | | 196,61,63,424 | | 208,08,28,939 | |
| b) Non - Current Investments | 13 | 27,41,966 | | 27,41,966 | |
| c) Long - term Loans and Advances | 14 | 12,05,13,164 | 204,72,44,751 | 7,38,81,824 | 215,74,52,729 |
| 2) Current Assets | | | | | |
| a) Inventories | 15 | 196,29,79,491 | | 202,10,15,668 | |
| b) Trade Receivables | 16 | 335,97,27,534 | | 329,40,54,924 | |
| c) Cash and Cash Equivalents | 17 | 28,41,01,378 | | 35,47,72,205 | |
| d) Short - term Loans and Advances | 18 | 40,70,74,027 | | 31,48,84,323 | |
| e) Other Current Assets | 19 | 6,94,74,720 | 608,33,57,150 | 5,03,43,069 | 603,50,70,190 |
| Total | | | 813,06,01,901 | | 819,25,22,919 |

Significant Accounting Policies

1 & 2

 The accompanying Notes form an
integral part of the Financial Statements

 For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

 As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

 P. AGARWAL
DIN 00249468

Managing Director

 K. K. GANERIWALA
DIN 00408722

Executive Director

 Place : Kolkata
Date : 14th July, 2017

 (V. K. SINGHI)
Partner
Membership No. 50051

 U. CHAKRAVARTY
Membership no. F 5127

 General Manager (Finance)
& Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2017

| | Note No. | Year ended 31st March, 2017 Rs. | | Year ended 31st March, 2016 Rs. | |
|--|----------|---------------------------------------|----------------------|---------------------------------------|-----------------------|
| I. Revenue from Operations | 20 | 735,68,44,462 | | 740,86,91,393 | |
| Less: Excise Duty | | 8,81,10,916 | 726,87,33,545 | 9,95,11,772 | 7,30,91,79,621 |
| II. Other Income | 21 | | 5,40,77,647 | | 11,03,64,478 |
| III. Total Revenue (I + II) | | | 732,28,11,192 | | 741,95,44,099 |
| IV. Expenses | | | | | |
| Cost of Raw Materials and Components consumed | 22 | | 350,03,49,311 | | 326,88,14,671 |
| Changes in Inventories of Finished Goods and Work-in-Progress | 23 | | (4,05,91,694) | | (20,70,05,621) |
| Employee Benefits Expenses | 24 | | 168,57,02,796 | | 205,81,66,067 |
| Finance Costs | 25 | | 36,10,70,361 | | 27,42,17,729 |
| Depreciation | 12 | 23,07,45,200 | | 26,92,82,147 | |
| Less: Transferred from Revaluation Reserve | | 7,39,875 | 23,00,05,325 | 7,47,995 | 26,85,34,152 |
| Other Expenses | 26 | | 146,21,51,044 | | 170,36,23,243 |
| | | | 719,86,87,143 | | 736,63,50,240 |
| V. Profit before tax (III - IV) | | | 12,41,24,050 | | 5,31,93,859 |
| VI. Tax expense | | | | | |
| – Current Tax | | 10,88,88,007 | | 9,74,05,648 | |
| – Tax adjustment of previous year | | 11,07,733 | | 57,90,470 | |
| | | 10,99,95,740 | | 10,31,96,117 | |
| – Deferred Tax | | 1,66,76,266 | | (1,80,18,454) | |
| | | 12,66,72,005 | | 8,51,77,663 | |
| – Tax Expense of Joint Venture | | 1,46,23,235 | 14,12,95,240 | 76,27,458 | 9,28,05,121 |
| Profit after tax before share of Minority Interests for the year (V - VI) | | | (1,71,71,190) | | (3,96,11,262) |
| Less: Minority Interests | | | (9,06,43,887) | | (4,97,07,004) |
| Profit for the year | | | 7,34,72,697 | | 1,00,95,742 |
| Earnings per share (Face value of Rs 10/- each) | | | | | |
| (a) Basic | | | 7.52 | | 1.03 |
| (b) Diluted | | | 7.52 | | 1.03 |

Significant Accounting Policies 1 & 2

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

(V. K. SINGHI)

Partner
Membership No. 50051

For and on behalf of Board of Directors of WPIL Limited
(CINNo. L36900WB1952PLC020274)

P. AGARWAL
DIN 00249468
Managing Director

K. K. GANERIWALA
DIN 00408722
Executive Director

U. CHAKRAVARTY
Membership no. F 5127
General Manager (Finance)
& Company Secretary

Place : Kolkata

Date : 14th July, 2017

1 BASIS OF PREPARATION

The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared Financial Statements to comply in all material respects with the Accounting Standard, notified under Section 133 of The Companies Act, 2013 read together with Paragraph 7 of the Companies (Accounts) Rules, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES**a) ACCOUNTING CONVENTION**

The Financial Statements are prepared in accordance with historical cost convention, modified by revaluation of certain fixed assets.

b) PROPERTY, PLANT & EQUIPMENT AND DEPRECIATION

Fixed Assets are stated at cost except for certain assets which were revalued and shown at valuation as per Valuer's Certificate.

Cost includes inward freight, duties, taxes and expenses incidental to acquisition and installation. In respect of self-constructed fixed assets, cost includes value of materials, labour and proportionate allocable overheads.

In respect of revalued assets the difference between written down value of assets and its valuation is transferred to Revaluation Reserve.

No depreciation is provided on Freehold Land (except for some Subsidiaries). Value of Leasehold Land is amortized over the period of lease. Depreciation on all other assets is provided on pro-rata basis using Straight line method over the useful life of assets. Depreciation on differential increase in values arising out of revaluation is recouped from Revaluation Reserve.

The residual value of all other assets for depreciation purpose is considered at 5% of the original cost of the assets and depreciation has been allocated over the useful life of the assets.

Tangible Fixed Assets of Subsidiary Companies are depreciated using straight-line method over their expected useful lives as per prevalent policies of the respective Companies.

The excess of the cost to the Company of its investments in its subsidiaries over its share of Capital and Reserves of the Subsidiaries are treated as Goodwill. The Goodwill is disclosed as an intangible asset in the consolidated Balance Sheet.

Intangible Assets are amortized to the Statement of Profit and Loss over its estimated economic life.

c) IMPAIRMENT OF ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard – 28 issued by The Institute of Chartered Accountants of India, for the purposes of arriving at impairment loss thereon, being the difference in the book value and the recoverable value of the relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

SIGNIFICANT ACCOUNTING POLICIES (*contd.*)

d) LEASING

In Subsidiary Company(ies), the Assets obtained under hire purchase contracts and finance leases are capitalized as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of finance charges allocated to future periods. The finance element of the rental payment is charged to the Statement of Profit and Loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Leases of assets under which all the risks and benefits of ownership are effectively retained by the Lessor are classified as Operating Leases. Rentals under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the lease term.

e) INVESTMENTS

Non-Current Investments are stated at cost unless there is a permanent diminution in value.

f) INVENTORIES

Finished Goods and Components are valued at cost (NET of CENVAT Credit) or net realizable value, whichever is lower. Other inventories are valued at cost or net realizable value, whichever is lower.

Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing stocks and finished goods to their location and condition including appropriate overheads wherever applicable.

Cost of own manufactured components is determined by considering raw material cost and proportionate share of labour and overheads.

Cost of Work-in-progress is determined by considering raw material cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion, except in case of a subsidiary company where it is valued at cost or net realizable value whichever is lower.

g) RESEARCH AND DEVELOPMENT EXPENSES

Revenue Expenditure on Research and Development are charged to the Statement of Profit and Loss of the year in which it is incurred. Capital expenditure is considered as addition to Fixed Assets and depreciated as stated above.

h) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at exchange rates ruling on the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract. Non-monetary foreign currency items are carried at cost.

SIGNIFICANT ACCOUNTING POLICIES (contd.)

Gain or loss on settled transactions are recognized in the Statement of Profit and Loss except for purchase of fixed assets which are adjusted to carrying amount of fixed assets. Unsettled transactions as at the year end are translated at the closing rate and the gain or loss is recognized in the Statement of Profit and Loss except for liabilities incurred for purchase of fixed assets which are adjusted to the carrying amount of fixed assets.

i) RETIREMENT BENEFITS

The Company contributes to Provident Fund and Superannuation Fund which is administered by duly constituted and approved Trust/Government and such contributions are charged against revenues every year.

Accrued liability in respect of retirement gratuities are actuarially ascertained at the year end as per the requirements of Accounting Standard – 15 (Revised) on Employee Benefits. The Company has created a Gratuity Fund under Group Gratuity Scheme of L.I.C.I. under which yearly premium is being paid to take care of current as well as past liability. The annual premium is charged to the Financial Statements.

Accrued liability in respect of leave encashment benefits on retirement is actuarially ascertained at the year end as per the requirements of Accounting Standard – 15 (Revised) on Employee Benefits and provided for in the Financial Statements.

A Subsidiary Company operates a defined contribution pension scheme and the pension charge represents the amount payable by the Company to the fund during the year.

j) GOVERNMENT GRANTS

In case of a Subsidiary Company, 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. Other grants are credited to the Statement of Profit and Loss as the related expenditure is incurred.

k) REVENUE RECOGNITION**On Sale of goods**

In case of sale of goods, the transfer of property in goods result in the transfer of significant risk and reward of ownership to the buyer and revenue is recognized at the time of transfer of property which is measured by invoiced value of goods dispatched during the year. Revenue from product sales are stated inclusive of discounts, but net of applicable taxes and duties.

On Construction Contracts

Revenue on contracts is recognized using percentage completion method wherein the stage of completion is determined with reference to the ratio of contract cost incurred for work performed upto the reporting date to the estimated total contract cost. In the case of unit rate contracts, the stage of completion is determined with reference to the valuation of actual amount of work completed as per the contract rates.

In cases, where the current estimates of the total contract cost and revenue indicate a loss, such loss is recognized as an expense.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

SIGNIFICANT ACCOUNTING POLICIES (contd.)

On Sale of Services:

Revenue from installation and servicing is recognized in the Financial Statements on completion of the job or as per stipulations in the contract and the expenditure incurred but not invoiced is carried forward as work-in-progress.

l) FINANCIAL DERIVATIVES AND HEDGING TRANSACTIONS

Financial derivatives and hedging contracts are accounted for on the date of their settlement and realized gain/incurred loss in respect of contracts is recognized in the Statement of Profit and Loss along with the underlying transactions.

m) BORROWING COSTS

Borrowing costs incurred in relation to acquisition or construction of assets which necessarily takes substantial period of time to get ready for intended use are capitalized/allocated as part of such assets. Other borrowing costs are charged as expenses in the year in which the same are incurred.

n) SEGMENT REPORTING

Based on synergies, risks and returns associated with the business operations and in terms of Accounting Standard-17, the Company is predominantly engaged in the single business segment i.e. Pumps and its accessories and parts during the year. The analysis of geographical segment is based on the areas in which the customers of the Company are located.

o) TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the applicable Income Tax Act. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is calculated at current statutory income tax rates as applicable and is recognized on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration to prudence are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

p) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Cost of Product Warranties including provisions are included under the head "Miscellaneous Expenses" which includes cost of raw materials and components for free replacement of spares and other overheads.

q) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to WPIL Limited (the Company), its Subsidiaries and Joint Ventures (the Group). The Consolidated Financial Statements are in conformity with Accounting Standard 21 on "Consolidated Financial Statements" and Accounting Standard – 27 on "Financial Reporting of Interests in Joint Ventures" as notified under the Companies (Accounting Standards) Rules, 2006 and are prepared as set out below:-

- (i) The Financial Statements of the Company and its Subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after adjustments/elimination of inter-company balances, transactions including unrealized profit etc.
- (ii) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect and are presented to the extent practicable and possible, in the same manner as the Company's separate Financial Statements.
- (iii) The difference between the costs of investments in the Subsidiaries, over its portion of equity at the time of acquisition of shares is recognized in the Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be.
- (iv) The translation of the foreign currencies into Indian Rupees (reporting currency) is performed for equity in the foreign subsidiaries and joint venture, assets and liabilities using the closing exchange rate at the Balance Sheet date and for revenues, costs and expenses using average exchange rates prevailing during the period. The resultant exchange difference arising thereof is respectively recognized as part of equity (Foreign Exchange Translation Reserve Account) and in the Consolidated Statement of Profit and Loss for that year by the Company until the disposal of investments.
- (v) Interest in Joint Ventures is reported using proportionate consolidation method in the Consolidated Financial Statements. A separate line item is added in the Consolidated Financial Statements for proportionate share of assets, liabilities, income and expenses.

3 SHARE CAPITAL
(a) Authorised

1,03,60,000* Equity Shares of Rs.10/- each
(2016 – 98,60,000 Ordinary Shares)

14,000 11% Redeemable Cumulative
Preference Shares of Rs.100/- each

* Includes 5,00,000 Equity Shares of Rs. 10/- each
of the Transferor Company

(b) Issued, Subscribed and Paid Up

97,67,080 Equity Shares of Rs.10/- each fully paid up
(2016 – 97,67,080 Ordinary Shares)

| | 31st March, 2017 | 31st March, 2016 |
|--|-------------------------|-------------------------|
| | Rs. | Rs. |
| | 10,36,00,000 | 9,86,00,000 |
| | 14,00,000 | 14,00,000 |
| | 10,50,00,000 | 10,00,00,000 |
| | 9,76,70,800 | 9,76,70,800 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| | | 31st March, 2017 | | 31st March, 2016 | |
|---|--|-----------------------|----------------------|------------------|----------------|
| | | Rs. | Rs. | Rs. | Rs. |
| 4 RESERVES AND SURPLUS | | | | | |
| a) Capital Reserve on reissue of forfeited shares As per last Financial Statement | | | 3,500 | | 3,500 |
| b) Capital Redemption Reserve As per last Financial Statement | | | 14,00,000 | | 14,00,000 |
| c) Securities Premium Reserve (created on Issue of Shares) | | | 98,89,20,000 | | 98,89,20,000 |
| d) Revaluation Reserve As per last Financial Statement | | 48,72,151 | | 48,92,323 | |
| Add: On Amalgamation | | 3,25,51,298 | | — | |
| Less : Transferred to Statement of Profit and Loss | | 7,39,875 | 3,66,83,574 | 20,172 | 48,72,151 |
| e) General Reserve As per last Financial Statement | | 96,54,68,476 | | 81,30,81,656 | |
| Less: On Amalgamation | | 1,54,68,476 | | — | |
| Add: Transfer from Surplus | | 15,00,00,000 | 110,00,00,000 | 15,23,86,820 | 96,54,68,476 |
| f) Surplus As per last Financial Statement | | 41,30,41,742 | | 51,82,36,417 | |
| Less: On Amalgamation | | 5,85,36,922 | | — | |
| Add: Consequent to change in Group's Interest | | (31,16,327) | | 8,18,74,143 | |
| | | 35,13,88,493 | | | |
| Add: Excess provision for tax on Dividend for Year 2015 written back | | — | | 57,584 | |
| | | 35,13,88,493 | | 60,01,68,143 | |
| Add/(Less): Transfer to Goodwill/Capital Reserve | | — | | (35,96,163) | |
| Add: Profit for the year as per Statement of Profit and Loss (including share of Joint Ventures of Rs. 2,89,92,957) | | 7,34,72,697 | | 1,00,95,742 | |
| | | 42,48,61,190 | | 60,66,67,722 | |
| Less: Share of Joint Ventures (net of dividend) | | 2,09,92,958 | | 1,77,28,305 | |
| | | 40,38,68,232 | | 58,89,39,417 | |
| Less: Appropriations | | | | | |
| - Transfer to General Reserve | | 15,00,00,000 | | 15,23,86,820 | |
| - Proposed Dividend | | 1,95,34,160 | | 1,95,34,160 | |
| - Tax on Dividend | | 39,76,695 | 23,03,57,377 | 39,76,695 | 41,30,41,742 |
| g) Foreign Exchange Translation Reserve As per last Financial Statement | | (11,19,23,720) | | (1,86,03,677) | |
| Add: Consequent to change in Group's Interest | | 1,72,44,066 | | (34,84,968) | |
| Add: For the year | | 8,01,15,882 | (1,45,63,771) | (8,98,35,074) | (11,19,23,720) |
| h) Contribution Reserve As per last Financial Statement | | (5,65,900) | | — | |
| Add: Consequent to change in Group's Interest | | 1,12,753 | | — | |
| Add: For the year | | 4,53,147 | — | (5,65,900) | (5,65,900) |
| Share of Joint Ventures | | | 11,79,62,992 | | 9,41,95,654 |
| | | | 246,07,63,672 | | 2,35,54,11,903 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| | 31st March, 2017 | | 31st March, 2016 | |
|---|----------------------|----------------------|----------------------|----------------------|
| | Rs. | Rs. | Rs. | Rs. |
| 5 LONG TERM BORROWINGS | | | | |
| Secured : | | | | |
| Term Loans: | | | | |
| a) From Banks | 94,35,29,279 | | 1,28,34,61,394 | |
| Less: Repayable within one year | 24,67,86,778 | 69,67,42,501 | <u>23,14,50,557</u> | 105,20,10,837 |
| b) From Others | 13,21,76,649 | | 16,06,44,815 | |
| Less: Repayable within one year | 2,07,05,996 | 11,14,70,653 | <u>70,78,322</u> | 15,35,66,493 |
| Unsecured : | | | | |
| a) From Banks | 25,66,26,742 | | 27,99,33,498 | |
| Less: Repayable within one year | 11,07,57,897 | 14,58,68,846 | <u>8,03,53,784</u> | 19,95,79,715 |
| | | 95,40,82,000 | | <u>140,51,57,045</u> |
| 6 DEFERRED TAX LIABILITIES (Net) | | | | |
| a) Deferred Tax Liabilities | | | | |
| – Depreciation on Fixed Assets | | 8,73,43,573 | | 9,76,46,125 |
| b) Deferred Tax Assets | | | | |
| – Employee Benefits | (55,52,301) | | (23,64,474) | |
| – Others | (5,14,74,981) | (5,73,27,282) | <u>(6,45,61,270)</u> | (6,69,25,744) |
| Share of Joint Ventures | | (27,76,753) | | (36,39,779) |
| | | 2,75,63,538 | | <u>2,70,80,603</u> |
| 7 LONG TERM PROVISIONS | | | | |
| – Leave Encashment | | 90,58,613 | | 93,16,088 |
| – Gratuity | | 7,71,57,090 | | 8,95,88,011 |
| Share of Joint Ventures | | 1,67,23,770 | | 1,26,82,497 |
| | | 10,29,39,473 | | <u>11,15,86,596</u> |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| | 31st March, 2017 | | 31st March, 2016 | |
|---|-------------------------|----------------------|-------------------------|----------------|
| | Rs. | Rs. | Rs. | Rs. |
| 8 SHORT TERM BORROWINGS | | | | |
| LOANS REPAYABLE ON DEMAND | | | | |
| (a) Secured | | | | |
| Cash Credit/Term Loans from Banks | | 116,05,95,993 | | 1,40,01,22,151 |
| (b) Unsecured | | | | |
| Short Term Loans from : | | | | |
| – Banks | 22,00,00,000 | | 10,00,00,000 | |
| – Corporate Bodies | 1,30,00,486 | 23,30,00,486 | 9,77,29,058 | 19,77,29,058 |
| | | 139,35,96,479 | | 159,78,51,208 |
| 9 TRADE PAYABLES | | | | |
| a) Acceptances | | 5,78,71,929 | | 3,45,91,309 |
| b) Sundry Creditors | | 139,44,71,809 | | 115,15,75,639 |
| Share of Joint Ventures | | 4,09,32,537 | | 2,53,08,124 |
| | | 149,32,76,275 | | 121,14,75,072 |
| 10 OTHER CURRENT LIABILITIES | | | | |
| a) Current maturities of Long Term Borrowings | | 37,82,50,671 | | 31,88,82,663 |
| b) Advance from Customers | | 54,41,60,431 | | 41,86,08,942 |
| c) Interest accrued but not due on loans | | 81,11,957 | | 1,02,91,652 |
| d) Unclaimed Dividends | | 14,73,680 | | 13,58,303 |
| e) Other Payables | | | | |
| – Statutory Liabilities | 19,54,49,278 | | 19,02,05,354 | |
| – Deposits | 20,81,000 | | 20,81,000 | |
| – Others | 11,89,53,621 | 31,64,83,899 | 14,51,41,427 | 33,74,27,781 |
| Share of Joint Ventures | | 2,86,57,042 | | 2,94,85,488 |
| | | 127,71,37,680 | | 111,60,54,829 |
| 11 SHORT TERM PROVISIONS | | | | |
| a) For Income Tax | | 2,32,77,683 | | 3,60,24,590 |
| b) For Proposed Dividend | | 1,95,34,160 | | 1,95,34,160 |
| c) For Tax on Proposed Dividend | | 39,76,695 | | 39,76,695 |
| d) For Leave Encashment | | 1,45,91,071 | | 1,21,32,455 |
| e) For Warranties | | 2,97,07,799 | | 2,87,50,356 |
| f) For Others | | 95,94,412 | | 2,86,68,996 |
| Share of Joint Ventures | | 1,81,47,678 | | 32,42,965 |
| | | 11,88,29,499 | | 13,23,30,217 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
12 PROPERTY, PLANT AND EQUIPMENT

| | GROSS BLOCK | | | | | |
|--------------------------------|---|-------------------------------|---------------------------------|---|---|-----------------------|
| | Cost/ Valuation As at 31.03.2016 | Additions on Consolidation | Additions during the year | Disposals/ Adjustments during the year | Foreign Exchange Difference effect | As at 31.03.2017 |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| TANGIBLE ASSETS | | | | | | |
| Land : Freehold | 46,12,33,207 | — | — | — | — | 46,12,33,207 |
| Leasehold | 20,26,14,680 | — | — | — | — | 20,26,14,680 |
| Buildings | 16,60,60,280 | — | — | — | 3,54,330 | 16,64,14,609 |
| Plant and Machinery | 178,02,82,461 | — | 3,25,39,085 | 71,602 | 28,028 | 181,27,77,972 |
| Factory Equipment | 60,67,67,976 | — | 1,61,48,987 | — | 4,86,234 | 62,34,03,197 |
| Patterns and Moulds | 12,79,07,954 | — | 73,61,218 | — | — | 13,52,69,172 |
| Electrical Installation | 2,42,32,758 | — | 1,05,000 | — | — | 2,43,37,758 |
| Furniture and Fittings | 24,88,98,526 | — | 12,21,542 | 60,000 | 94,742 | 25,01,54,810 |
| Office Equipment | 88,31,478 | — | 16,07,181 | — | — | 1,04,38,659 |
| Computers | | | | | | |
| – Owned | 4,34,23,778 | — | 14,40,929 | — | — | 4,48,64,707 |
| – Leased | 26,12,261 | — | — | — | — | 26,12,261 |
| Motor Vehicles | 4,95,76,093 | — | 34,31,243 | — | — | 5,30,07,336 |
| Total Tangible Assets | 372,24,41,452 | — | 6,38,55,185 | 1,31,602 | 9,63,334 | 378,71,28,368 |
| INTANGIBLE ASSETS | | | | | | |
| Goodwill | 44,65,00,223 | 9,58,38,983 | 1,70,77,553 | 13,93,22,421 | — | 42,00,94,338 |
| Software | | — | — | — | — | — |
| – Owned | 4,02,17,844 | — | 21,31,212 | — | — | 4,23,49,056 |
| Research & Development costs | 36,18,63,407 | — | 1,02,07,045 | — | 16,84,311 | 37,37,54,763 |
| Others | 8,74,31,545 | — | 4,54,90,938 | 73,62,858 | 36,194 | 12,55,95,818 |
| Total Intangible Assets | 93,60,13,018 | 9,58,38,983 | 7,49,06,748 | 14,66,85,280 | 17,20,506 | 96,17,93,975 |
| Grand Total | 465,84,54,470 | 9,58,38,983 | 13,87,61,933 | 14,68,16,882 | 26,83,839 | 474,89,22,343 |
| Previous Year | | | | | | |
| – Tangible Assets | 181,39,17,860 | 164,48,80,982 | 28,90,42,488 | 2,53,99,878 | — | 372,24,41,452 |
| – Intangible Assets | 36,71,20,065 | 47,19,02,692 | 11,01,39,321 | 2,95,07,709 | 1,63,58,649 | 93,60,13,018 |
| Total | 218,10,37,925 | 211,67,83,674 | 39,91,81,809 | 5,49,07,587 | 1,63,58,649 | 4,65,84,54,470 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
12 PROPERTY, PLANT AND EQUIPMENT (Contd.)

| DEPRECIATION | | | | | NET BLOCK | | |
|----------------------|----------------------|---------------------|--|---|----------------------|----------------------|----------------------|
| Upto 31.03.2016 | On Consolidation | For the year | Deductions/ Adjustments during the year | Foreign Exchange Translation reserve | Upto 31.03.2017 | As at 31.03.2017 | As at 31.03.2016 |
| Rs. | Rs. | Rs. | Rs. | | Rs. | Rs | Rs |
| (1,34,03,086) | — | 37,26,692 | — | 4,99,92,776 | 4,03,16,381 | 42,09,16,826 | 47,46,36,294 |
| 1,17,75,632 | — | 52,51,084 | — | 1,79,50,936 | 3,49,77,651 | 16,76,37,028 | 19,08,39,048 |
| 7,90,96,321 | — | 94,83,099 | — | 6,25,400 | 8,92,04,820 | 7,72,09,790 | 8,69,63,959 |
| 132,05,63,277 | — | 6,68,71,210 | 68,022 | (1,43,79,216) | 137,29,87,248 | 43,97,90,724 | 45,97,19,185 |
| 52,19,77,680 | — | 2,14,50,241 | — | 37,10,207 | 54,71,38,128 | 7,62,65,069 | 8,47,90,296 |
| 8,90,42,064 | — | 38,48,364 | — | (27,82,908) | 9,01,07,520 | 4,51,61,651 | 3,88,65,889 |
| 1,28,92,436 | — | 22,29,186 | — | — | 1,51,21,622 | 92,16,136 | 1,13,40,322 |
| 22,74,17,034 | — | 1,15,65,025 | 57,000 | (2,05,79,293) | 21,83,45,765 | 3,18,09,045 | 2,14,81,492 |
| 75,55,144 | — | 4,74,029 | (1,473) | 26,433 | 80,57,080 | 23,81,579 | 12,76,334 |
| 3,42,17,069 | — | 37,46,800 | 2,734 | 2,732 | 3,79,63,868 | 69,00,839 | 92,06,709 |
| 26,12,261 | — | — | — | — | 26,12,261 | — | — |
| 3,25,42,953 | — | 55,25,861 | 20,55,603 | (7,34,368) | 3,52,78,844 | 1,77,28,492 | 1,70,33,140 |
| 232,62,88,785 | — | 13,41,71,590 | 21,81,885 | 3,38,32,698 | 249,21,11,188 | 129,50,17,180 | 139,61,52,667 |
| 51,67,042 | — | 91,16,132 | — | 17,76,502 | 1,60,59,676 | 40,40,34,661 | 44,13,33,182 |
| 84,36,869 | — | 1,30,06,477 | — | 17,02,602 | 2,31,45,949 | 1,92,03,107 | 3,17,80,974 |
| 17,26,58,979 | — | 6,21,75,111 | — | 1,19,63,893 | 24,67,97,983 | 12,69,56,780 | 18,92,04,427 |
| 7,15,73,664 | — | 1,22,75,890 | — | (1,33,71,010) | 7,04,78,544 | 5,51,17,274 | 1,58,57,881 |
| 25,78,36,555 | — | 9,65,73,610 | — | 20,71,986 | 35,64,82,152 | 60,53,11,823 | 67,81,76,464 |
| 258,41,25,340 | — | 23,07,45,200 | 21,81,885 | 3,59,04,685 | 284,85,93,340 | 190,03,29,003 | 207,43,29,131 |
| 75,91,20,910 | 142,22,87,260 | 15,32,26,831 | 1,30,97,194 | (48,47,522) | 232,62,88,785 | 139,61,52,667 | |
| 23,64,776 | 16,42,36,343 | 11,60,55,316 | 2,95,05,704 | 46,85,824 | 25,78,36,555 | 67,81,76,464 | |
| 76,14,85,686 | 158,65,23,603 | 26,92,82,147 | 4,26,02,897 | (1,61,698) | 258,41,25,340 | 207,43,29,131 | — |

| 31st March, 2017 | | 31st March, 2016 | |
|-------------------------|------------|-------------------------|------------|
| Rs. | Rs. | Rs. | Rs. |

13 NON - CURRENT INVESTMENTS
- Long Term (at cost)
Unquoted
Other Investments

| Nos. | Currency | Face Value | Description | | | | |
|------|----------------|------------|---|---------------|------------------|---------------|------------------|
| — | INR | | Government Securities | | | | |
| | | | 7 Year Post Office National Savings Certificate | 23,000 | | 23,000 | |
| | | | Less : Provisions made | 23,000 | — | <u>23,000</u> | — |
| 1 | INR | 7,000 | (5% Non-Redeemable Debenture Stock) Woodland Multi Speciality Hospital Limited | | 7,000 | | 7,000 |
| 9 | INR | 1,000 | (6 1/2% Non-Redeemable Debenture Stock) Bengal Chamber of Commerce and Industry | | 9,000 | | 9,000 |
| 510 | TUNISIAN DINAR | 100 | Equity Shares in Cowater Industry SA | | 27,25,966 | | 27,25,966 |
| | | | | | 27,41,966 | | <u>27,41,966</u> |

14 LONG TERM LOANS AND ADVANCES
- UNSECURED

(Considered good)

Security Deposits :

| | | | | |
|-------------------------|--------------------|--------------------|------------------|-------------|
| – Earnest Money Deposit | 3,42,76,342 | | 2,73,23,286 | |
| – Others | 26,76,598 | 3,69,52,940 | <u>10,13,517</u> | 2,83,36,803 |

| | | | | |
|----------------|--|--------------------|--|-------------|
| Other Advances | | 4,47,18,826 | | 4,13,72,001 |
|----------------|--|--------------------|--|-------------|

| | | | | |
|--------------------------------|--|---------------------|--|--------------------|
| Share of Joint Ventures | | 3,88,41,398 | | 41,73,021 |
| | | 12,05,13,164 | | <u>7,38,81,824</u> |

15 INVENTORIES (at lower of cost or net realisable value)

| | | | |
|---------------------------------|----------------------|--|--------------|
| a) Raw Materials and Components | 55,25,85,619 | | 64,33,74,819 |
| b) Work-in-Progress | 101,65,03,289 | | 96,14,85,969 |
| c) Finished Goods | 36,14,90,911 | | 37,51,36,952 |
| d) Stores and Spare Parts | 86,19,027 | | 55,96,498 |

| | | | | |
|--------------------------------|--|-----------------------|--|----------------------|
| Share of Joint Ventures | | 2,37,80,644 | | 3,54,21,431 |
| | | 1,96,29,79,491 | | <u>202,10,15,668</u> |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| | 31st March, 2017 | | 31st March, 2016 | |
|---|-------------------------|----------------------|-------------------------|---------------|
| | Rs. | Rs. | Rs. | Rs. |
| 16 TRADE RECEIVABLES | | | | |
| - UNSECURED | | | | |
| (Considered good) | | | | |
| a) Debts outstanding for a period exceeding six months | | 37,06,12,594 | | 44,31,73,008 |
| b) Other Debts | | 290,56,11,039 | | 279,53,20,818 |
| Share of Joint Ventures | | 8,35,03,902 | | 5,55,61,099 |
| | | 335,97,27,534 | | 329,40,54,924 |
| 17 CASH AND CASH EQUIVALENTS | | | | |
| a) Balance with Banks | | | | |
| - On Current Account | | 23,22,29,053 | | 29,83,16,552 |
| b) Cash-in-hand | | 22,62,062 | | 15,15,357 |
| c) Other Bank Balances | | | | |
| - On Unclaimed Dividend Account | 14,73,680 | | 13,58,303 | |
| - On Bank Deposits with less than 12 months maturity | 70,79,468 | | 66,14,779 | |
| - On Margin Deposit | 89,39,574 | 1,77,93,122 | 65,91,616 | 1,45,64,698 |
| Share of Joint Ventures | | 3,18,17,141 | | 4,03,75,597 |
| | | 28,41,01,378 | | 35,47,72,205 |
| 18 SHORT TERM LOANS AND ADVANCES | | | | |
| - UNSECURED | | | | |
| (Considered good) | | | | |
| a) Others : | | | | |
| - Balance with Central Excise Authority | 5,57,15,591 | | 6,83,33,433 | |
| - Balance with Sales Tax Authorities | 2,77,24,325 | | 1,65,08,056 | |
| - Others | 16,87,50,556 | 25,21,90,472 | 7,96,22,795 | 16,44,64,285 |
| b) Advance Payment of Income Tax (Net of Provision) | | 7,12,16,637 | | 6,84,98,210 |
| c) Loans and Advances to Related Party | | 6,00,00,000 | | 6,00,00,000 |
| Share of Joint Ventures | | 2,36,66,918 | | 1,65,21,829 |
| | | 40,70,74,027 | | 30,94,84,323 |
| 19 OTHER CURRENT ASSETS | | | | |
| - Interest Receivable* | | 1,18,14,842 | | 4,38,906 |
| - Other Receivables | | 4,74,68,961 | | 4,86,35,819 |
| - Unbilled Revenue | | 92,20,428 | | — |
| Share of Joint Ventures | | 9,70,489 | | 12,68,343 |
| | | 6,94,74,720 | | 5,03,43,069 |
| * Includes from related parties Rs. 1,08,00,000/- (2016– Rs. 54,00,000/-) | | | | |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| Year ended | | Year ended | |
|------------------|-----|------------------|-----|
| 31st March, 2017 | | 31st March, 2016 | |
| Rs. | Rs. | Rs. | Rs. |

20 REVENUE FROM OPERATIONS

| | | | | |
|-------------------------------------|----------------------|-----------------------|---------------|----------------|
| a) Sale of Products | | | | |
| - Pumps | 417,44,53,540 | | 454,99,77,284 | |
| - Spare Part of Pumps | 118,94,02,273 | | 129,92,28,958 | |
| - Castings | 45,18,07,486 | | 60,87,24,464 | |
| - Accessories of Pumps | 104,57,00,814 | | 41,82,83,288 | |
| - Others | 3,11,29,818 | 6,89,24,93,931 | 3,24,88,290 | 6,90,87,02,284 |
| b) Sale of Services | | 14,48,70,068 | | 35,60,80,005 |
| c) Sale from Construction Contracts | | 7,69,80,567 | | — |
| d) Other Operating Revenues | | | | |
| - Duty Drawback | | 1,15,75,571 | | 46,88,818 |
| - Others | | 3,92,56,346 | | 3,37,59,140 |
| Share of Joint Ventures | | 19,16,67,979 | | 10,54,61,145 |
| | | 7,35,68,44,462 | | 7,40,86,91,393 |

21 OTHER INCOME

| | | |
|--|--------------------|--------------|
| a) Interest Income (Gross) | 77,92,358 | 92,81,393 |
| b) Net Gain/(Loss) on Foreign Currency translation and transaction | 1,76,19,579 | 2,48,45,267 |
| c) Claims and Compensations received | — | 1,44,41,940 |
| d) Rent Income (Gross) | 14,25,600 | 25,90,200 |
| e) Sundry Income (Gross) | 2,66,15,652 | 5,73,45,574 |
| f) Liability no longer required, written back | 15,40,361 | — |
| g) Profit on sale of fixed assets | 7,21,078 | — |
| h) ERV Gain/(Loss) | (22,14,849) | (14,01,007) |
| Share of Joint Ventures | 5,77,868 | 32,61,112 |
| | 5,40,77,647 | 11,03,64,478 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| Year ended | | Year ended | |
|------------------|-----|------------------|-----|
| 31st March, 2017 | | 31st March, 2016 | |
| Rs. | Rs. | Rs. | Rs. |

22 COST OF RAW MATERIALS AND COMPONENTS CONSUMED

| | | |
|--------------------------------|---------------|---------------|
| a) Pig Iron/Ferrous Scrap | 1,85,96,887 | 1,82,63,141 |
| b) Cables & Winding Wires | 1,82,21,277 | 4,09,63,274 |
| c) Pipes & Tubes | 8,28,14,844 | 3,45,53,878 |
| d) Steel Shafting | 9,45,84,414 | 11,03,29,225 |
| e) Bronze & other metal ingots | 1,95,18,082 | 1,65,83,747 |
| f) Motors, Engines & Starters | 23,81,45,013 | 36,50,88,905 |
| g) C.I. Castings | 7,11,85,697 | 5,62,63,007 |
| h) M.S. Sheets | 10,19,34,712 | 14,48,47,728 |
| i) Steel/Alloy Steel Castings | 35,80,00,707 | 37,13,32,825 |
| j) Others | 242,56,91,772 | 207,82,18,991 |

Share of Joint Ventures

| | |
|----------------------|----------------------|
| 7,16,55,906 | 3,23,69,951 |
| 350,03,49,311 | 326,88,14,671 |

23 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS
Opening Stock :

| | | |
|--------------------|-----------------|----------------------------|
| - Work in Progress | 96,14,85,969 | 12,26,92,323 |
| - Finished Goods | 37,51,36,952 | 11,48,27,446 |
| - On Consolidation | — 133,66,22,921 | 89,93,56,741 113,68,76,509 |

Closing Stock:

| | | |
|--------------------|----------------------------|----------------------------|
| - Work in Progress | 101,65,03,289 | 96,14,85,969 |
| - Finished Goods | 36,14,90,911 137,79,94,201 | 37,51,36,952 133,66,22,921 |

Share of Joint Ventures

| | |
|----------------------|-----------------------|
| 7,79,586 | (72,59,209) |
| (4,05,91,694) | (20,70,05,621) |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| Year ended | | Year ended | |
|------------------|-----|------------------|-----|
| 31st March, 2017 | | 31st March, 2016 | |
| Rs. | Rs. | Rs. | Rs. |

24 EMPLOYEE BENEFITS EXPENSES

| | | |
|--|-----------------------|----------------|
| a) Salaries and Wages | 1,30,46,88,635 | 1,58,70,90,634 |
| b) Contribution to Provident and Other Funds | 30,75,17,061 | 36,16,80,380 |
| c) Staff Welfare Expense | 4,36,76,372 | 4,80,90,046 |
| d) Exceptional redundancy expenses | 25,31,631 | 3,35,05,392 |
| Share of Joint Ventures | 2,72,89,097 | 2,77,99,614 |
| | 168,57,02,796 | 205,81,66,067 |

25 FINANCE COST

| | | |
|--|---------------------|--------------|
| a) Interest Expense | 23,32,19,199 | 18,30,81,594 |
| b) Other Finance Costs | 4,14,74,987 | 6,50,10,254 |
| c) Applicable (Gain)/Loss on Foreign currency translation and transactions | 8,60,26,596 | 2,60,53,153 |
| Share of Joint Ventures | 3,49,579 | 72,728 |
| | 36,10,70,361 | 27,42,17,729 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

| Year ended | | Year ended | |
|------------------|-----|------------------|-----|
| 31st March, 2017 | | 31st March, 2016 | |
| Rs. | Rs. | Rs. | Rs. |

26 OTHER EXPENSES

| | | | |
|---------------------------------------|----------------------|-----------|----------------------|
| Consumption of Stores and Spare Parts | 11,09,40,319 | | 15,09,45,532 |
| Excise Duty | 41,02,670 | | 50,00,987 |
| Power and Fuel | 16,04,78,846 | | 17,32,80,914 |
| Erection and Commissioning Expenses | 5,57,77,621 | | 4,27,88,927 |
| Rent | 10,61,21,043 | | 12,08,55,074 |
| Rates & Taxes | 5,17,30,698 | | 5,01,65,661 |
| Postage & Telephone | 3,94,26,928 | | 2,13,74,941 |
| Repairs to Machinery | 6,61,48,007 | | 8,01,10,744 |
| Repairs to Buildings | 96,62,447 | | 60,99,167 |
| Repairs to Others | 1,70,88,514 | | 2,64,41,967 |
| Insurance | 2,69,08,471 | | 3,47,91,614 |
| Travelling Expenses | 9,11,34,140 | | 9,09,30,529 |
| Loss on sale of Fixed Assets | — | | 75,80,456 |
| Professional & Consultancy Fees | 16,54,07,294 | | 22,52,97,554 |
| Carriage Outward | 2,21,56,018 | | 2,50,53,138 |
| Advertisement | 1,82,15,917 | | 1,82,24,207 |
| Liquidated damages & claims paid | 65,10,302 | | 2,47,65,706 |
| Bad Debts Written Off | 2,57,14,232 | | 1,91,13,033 |
| Dealer Discount | 2,11,75,050 | | 1,27,11,714 |
| Commission to other Selling Agents | 7,36,46,950 | | 6,63,44,991 |
| Service Charges | 7,53,87,695 | | 9,30,89,606 |
| Directors Fees | 80,000 | | 68,000 |
| Commission to Directors | 5,00,000 | | 5,00,000 |
| Auditors' Remuneration | | | |
| - As Auditor | 5,60,000 | | 5,60,000 |
| - For Taxation matters | 50,000 | | — |
| - For Other Services | 3,30,000 | | 3,47,500 |
| - For Reimbursement of Expenses | 60,000 | 10,00,000 | 50,000 |
| Miscellaneous Expenses | 28,53,17,180 | | 38,52,60,423 |
| Share of Joint Ventures | 2,75,20,703 | | 2,18,70,855 |
| | 146,21,51,044 | | 170,36,23,243 |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
27 OTHER INFORMATION

- a) The Consolidated Financial Statements for the year comprises of the Financial Statements of the Company and its Subsidiary Companies and Joint Ventures as detailed below:

| Sl. | Name of the Company | Country of Incorporation | % Holding either directly/indirectly through subsidiary as at 31st March | | Reporting period |
|-----------|---|--------------------------|--|-------|-------------------------------|
| | | | 2017 | 2016 | |
| A) | SUBSIDIARIES | | | | |
| i) | Aturita International Pte Limited\$ (F.K.A. WPIL International Pte Limited) | Singapore | 61.53 | 76.84 | 12 months ended 31st March |
| ii) | Mathers Foundry Limited (@) | United Kingdom | 61.53 | 76.84 | 12 months ended 31st March |
| iii) | Sterling Pumps Pty Limited | Australia | 53 | 53 | 12 months ended 31st March |
| iv) | Mody Industries (F.C.) Private Limited (%) | India | — | 100 | 12 months ended 31st March |
| v) | WPIL SA Holdings Pty Limited | South Africa | 61.53 | 76.84 | 12 months ended 31st March |
| vi) | APE Pumps Pty Limited | South Africa | 61.53 | 76.84 | 12 months ended 31st March |
| vii) | Mather & Platt (SA) Pty Limited | South Africa | 61.53 | 76.84 | 12 months ended 31st March |
| viii) | PSV Services Pty Limited (*) | South Africa | — | 76.84 | 12 months ended 31st March |
| ix) | PSV Properties 2 Pty Limited (*) | South Africa | — | 76.84 | 12 months ended 31st March |
| x) | PSV Zambia Limited | Zambia | 61.53 | 76.84 | 12 months ended 31st March |
| xi) | Global Pump Services (FZE) | United Arab Emirates | 61.53 | 76.84 | 12 months ended 31st March |
| xii) | WPIL Europe S.r.L. (#) | Europe | — | 76.84 | 12 months ended 31st March |
| xiii) | Gruppo Aturia S.p.A | Europe | 61.53 | 76.84 | 12 months ended 31st March |
| xiv) | Rutschi Fluid AG | Europe | 61.53 | 76.84 | 12 months ended 31st March |
| xv) | Pompes Rutschi SAS | Europe | 61.53 | 76.84 | 12 months ended 31st March |
| B) | JOINT VENTURES | | | | |
| i) | Clyde Pump India Private Limited | India | 40 | 40 | 12 months ended 31st March |
| ii) | WPIL (Thailand) Co. Limited | Thailand | 30.15 | 37.65 | 12 months ended 31st December |

(\$) The name of WPIL International Pte. Limited was changed to 'Aturia International Pte. Ltd.' with effect from 24th February, 2017 During the year the Minority Shareholder of Aturia International Pte. Ltd. contributed USD 20,00,000 (equivalent to Rs. 12,97,00,000/-) towards its Share Capital consequent to which our Company's share in Aturia International Pte. Ltd. has been changed to 61.53%.

(@) Mathers Foundry Limited has a Wholly Owned Subsidiary namely A.P.E. Pumps Limited in UK which has not yet started its operations

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
27 OTHER INFORMATION (contd.)

- (%) Mody Industries (F.C) Private Limited, wholly owned subsidiary of the company amalgamated with the company as per Scheme of Amalgamation u/s 391 to 394 and other applicable provisions of The Companies Act 1956 and The Companies Act, 2013 with effect from 1st April, 2016 pursuant to the order dated 31st May 2017 passed by The National Company Law Tribunal (NCLT). The said order has since been received and filed with the Registrar of Companies, West Bengal and given effect in the Financial Statements.
- (*) These Companies got deregistered in terms of their local laws consequent to their restructuring/merger with APE Pumps Pty Limited with effect from 01.01.2013
- (#) WPIL Europe S.r.L got merged with Gruppo Aturia S.p.A with effect from 27th March, 2017

The goodwill on consolidation has been accounted for in line with the relevant accounting policy set out in Note No – 2 (q).

| | 31st March | |
|---|------------|-----------|
| | 2017 | 2016 |
| | Rs. | Rs. |
| b) Claims against the Company not acknowledged as debts | 19,26,614 | 18,44,894 |

c) CONTINGENT LIABILITIES & PROVISIONS

- (i) Contingent Liabilities not provided for in the financial statements in respect of the following:

| | 2017 | 2016 |
|--|---------------|---------------|
| | Rs. | Rs. |
| – Income Tax matter under appeal | 80,44,024 | 28,98,918 |
| – Excise Duty matters under dispute (deposited Rs. 92.70 Lacs) | 8,84,30,890 | 7,91,60,890 |
| – Bank Guarantee outstanding | 29,33,22,284 | 36,95,88,142 |
| – Corporate Guarantee outstanding | 125,90,71,850 | 159,18,74,389 |

- (ii) Loans were obtained by our Singapore Subsidiary for acquisition of the UK, South African and European Subsidiaries and for their working capital requirements. Such loans are secured by Corporate Guarantee of Holding Company and/or the Corporate Guarantee of said Subsidiaries and/or an exclusive charge over the said Subsidiary's entire assets and pledge of their 100% shares.
- (iii) One of the South African Subsidiaries has availed of a medium term loan from a Bank in South Africa for the acquisition of a Landed Property which is secured against the same and the Suretyship of other South African Subsidiaries.
- (iv) The European Subsidiaries have Performance Guarantees, issued in favour of its Customers, outstanding as on 31st March, 2017 for Rs. 67,82,96,613 (2016 - Rs. 55,54,11,127/-). The same have been arranged from their Bankers.
- d) Accrued liability on account of Gratuity payable to the employees of the Company on retirement at future dates as per actuarial valuation as at 31st March, 2017 amounts to Rs. 4,14,71,042/- (2016 – Rs. 2,99,61,705/-). A total sum of Rs 5,98,66,560/- (Rs 30,97,000/- during the current year) has been charged in the Financial Statements and paid to LIC by way of premium under Group Gratuity Scheme for its employees to cover current as well as past liability.
- e) Warranty costs are accrued at the time the products are sold. Based on past experience, the provision is discharged over the contractual warranty period from the date of sale. During the year, Rs. 1,23,36,255/- have been incurred against earlier provisions and Rs. 1,15,56,435/- have been provided.
- f) Research and Deveopement Expenses relating to material consumption aggregating to Rs. 25.12 lacs (2016 - NIL), relating to other revenues nature aggregating to Rs. 131.03 lacs (2016 - Rs. 100.66 lacs) have been charged to respective heads of accounts in the Statement of Profit and Loss and relating to capital nature aggregating to Rs. 80.05 Lacs (2016

27 OTHER INFORMATION (contd.)

- Rs. 60.02 Lacs) under different heads in Fixed Assets in the Balance Sheet.

g) Earnings Per Share

Net Profit for the year (Rs.)
Face Value per Share (Rs.)
Weighted Average Number of Shares
Basic and Diluted Earnings Per Share (Rs.)

| 31st March | |
|--------------------|-------------|
| 2017 | 2016 |
| 7,34,72,697 | 1,00,95,742 |
| 10.00 | 10.00 |
| 97,67,080 | 97,67,080 |
| 7.52 | 1.03 |

h) Lease Commitments
Mathers Foundry Limited

- i) Lease payments recognized in the Statement of Profit and Loss for the year under the head of Miscellaneous Expenses
- ii) Minimum lease payments under the agreements are as follows:-
- Not later than one year
 - Later than one year but not later than 5 years

Total
South African Subsidiaries

- i) Minimum lease payments under the agreements are as follows:-
- Not later than one year
 - Later than one year but not later than 5 years

| 31st March | |
|--------------------|-------------|
| 2017 Rs. | 2016 Rs. |
| 53,86,266 | 66,15,733 |
| 66,43,706 | 95,04,838 |
| 69,34,649 | 1,25,86,599 |
| 1,35,78,354 | 2,20,91,437 |
| 14,18,435 | 29,33,284 |
| 24,54,699 | 42,48,492 |

i) Related Party Transactions

Related Party disclosures as required under Accounting Standard - 18 on "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, as certified by the management, are given below :

A) List of Related Parties

- i) Key Management Personnel and their relatives
- Mr. P. Agarwal : Managing Director
 - Mr. V. N. Agarwal : Director, Father of Mr. P. Agarwal
 - Mrs. Ritu Agarwal: Director, Wife of Mr. P. Agarwal
 - Mr. K. K. Ganeriwala : Executive Director
 - Mr. U. Chakravarty : General Manager (Finance) and Company Secretary
 - Mr. Anton R. Merry: Wholetime Director of Sterling Pumps Pty Ltd
 - Mr. Peter Robinson: Executive Director of APE Pumps Pty Limited
 - Mr. Marino Pugliese: Director of Gruppo Aturia S.p.A
- ii) Companies over which Key Management Personnel or relatives are able to exercise control/significant influence
- Bengal Steel Industries Limited (BENGAL STEEL)
 - Hindusthan Udyog Limited (HUL)
 - Macneill Electricals Limited (MEL)
 - Neptune Exports Limited (NEPTUNE)
 - Orient International Limited (ORIENT)
 - Hindusthan Parsons Limited (HPL)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
B Disclosures of Transactions with Related Parties during the year.

| | Companies over which control/significant influence of Key Management Personnel exists | | | | | | Key Management Personnel |
|---------------------------------|---|-------------------------------|------------------------------|--------------------------|-------------------------|------------------------------|--------------------------|
| | Bengal Steel | HUL | MEL | Neptune | HPL | Orient | |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | |
| Sale of Products | - | 51,26,150 (65,14,480) | - | - | - | - | - |
| Interest Income | - | - | 60,00,000 (60,00,000) | - | - | - | - |
| Purchase of Goods | - | 8,79,16,529 (19,69,95,068) | - | - | - | - | - |
| Interest Paid | - | - | - | 26,67,123 | 53,49,041 (3,99,452) | 45,47,260 (12,64,562) | - |
| Electricity Charges Paid | - | - | 5,57,066 (5,95,513) | - | - | - | - |
| Rent Paid | 30,00,000 (48,00,000) | 84,00,000 (46,97,000) | 38,51,020 (38,44,880) | 56,18,880 (56,18,880) | - | - | - |
| Amenities Paid | - | 3,00,000 (49,82,028) | - | 3,52,084 (3,52,084) | - | - | - |
| Dividend Paid | - | 77,23,318 (77,23,318) | - | - | - | - | 3,92,884 (3,92,884) |
| Loan taken | - | - | - | - | (4,00,00,000) | (5,30,00,000) | - |
| Loans repaid | - | - | - | 4,00,00,000 | 4,00,00,000 | 3,30,00,000 (2,00,00,000) | - |
| Remuneration, Commission & Fees | | | | | | | |
| - Mr. P. Agarwal | - | - | - | - | - | - | 71,92,171 (55,28,000) |
| - Mr. K. K. Ganeriwala | - | - | - | - | - | - | 54,52,438 (41,29,247) |
| - Mr. V. N. Agarwal | - | - | - | - | - | - | 1,16,000 (1,10,000) |
| - Mrs. Ritu Agarwal | - | - | - | - | - | - | 1,08,000 (1,08,000) |
| - Mr. U. Chakravarty | - | - | - | - | - | - | 13,19,640 (13,00,524) |
| As at 31st March | | | | | | | |
| Trade Receivables | - | 18,975 | - | - | - | - | - |
| Interest Receivables | - | - | 1,08,00,000 (54,00,000) | - | - | - | - |
| Deposit - Electricity | - | (1,08,919) | - | - | - | - | - |
| Trade Payables | - | 5,42,64,001 (10,88,51,208) | - | - | - | - | - |
| Other Payables | 6,30,000 (37,52,000) | 21,13,016 (12,24,922) | 1,41,020 (2,57,473) | 70,688 (31,24,785) | - (3,99,452) | - (12,64,561) | - |
| Loan outstanding | - | - | 6,00,00,000 (6,00,00,000) | - | - | - | - |

Figures in bracket indicate Previous Year figures

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)

- j) The UK Subsidiary operates a defined contribution pension scheme in respect of its employees. The scheme and its assets are held by independent managers. The pension contributions cost to the Company in the year amounted to Rs. 48,40,506 (2016 - Rs. 78,63,769). The pension contributions outstanding as at 31st March, 2017 amounted to Rs. 8,77,281 (2016 - Rs. 10,53,146)

- k) **Disclosures required under Accounting Standard (AS)-15 (Revised) are as follows : (contd.)** (Rupees in Lacs)

| | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|--|--------------------------------|--|--------------------------------|--|
| | Gratuity (Funded) | Leave Encash- ment (Unfunded) | Gratuity (Funded) | Leave Encash- ment (Unfunded) |
| A) Components of Employer Expenses :- | | | | |
| 1. Current Service Cost | 30.19 | 15.80 | 28.54 | 14.80 |
| 2. Interest Cost | 30.58 | 9.88 | 28.35 | 8.74 |
| 3. Expected Return on Plan Assets | (8.01) | 0.00 | (7.95) | 0.00 |
| 4. Actuarial (Gain)/Loss | 0.13 | 5.31 | 4.32 | 2.52 |
| 5. Expenses recognized in the Statement of Profit and Loss | 52.87 | 30.99 | 53.26 | 26.06 |
| B) Net (Assets)/Liability recognised in the Balance Sheet as at 31st March :- | | | | |
| 1. Present value of obligation as at 31st March | 414.21 | 142.40 | 392.64 | 127.02 |
| 2. Fair value of Plan Assets as at 31st March | (102.20) | — | (102.23) | — |
| 3. (Assets)/Liability recognized in the Balance Sheet | 312.51 | 142.40 | 290.41 | 127.02 |
| C) Change in the Defined Benefits Obligation (DBO) during the year :- | | | | |
| 1. Present value of obligation at the beginning of the year | 392.64 | 127.02 | 363.57 | 112.81 |
| 2. Current Service Cost | 30.17 | 15.80 | 28.54 | 14.80 |
| 3. Interest Cost | 30.58 | 9.88 | 28.35 | 8.74 |
| 4. Actuarial (Gain)/Loss | (0.15) | 5.31 | 4.29 | 2.52 |
| 5. Benefits paid | (38.83) | (15.61) | (32.11) | (11.85) |
| 6. Present value of obligation at the end of the year | 414.21 | 142.40 | 392.64 | 127.02 |
| D) Change in the Fair Value of Plan Assets :- | | | | |
| 1. Plan Assets at the beginning of the year | 102.23 | — | 98.82 | — |
| 2. Actual return on Plan Assets | 8.01 | — | 7.95 | — |
| 3. Actuarial gain/(loss) on plan assets | (0.48) | — | (0.03) | — |
| 4. Actual Company's contribution | 31.27 | 15.61 | 27.60 | 11.85 |
| 5. Benefits paid | (38.83) | (15.61) | (32.11) | (11.85) |
| 6. Fair value of Plan Assets at the end of the year | 102.20 | — | 102.23 | — |
| E) Actuarial assumptions :- | | | | |
| 1. Discount rate (p.a) | 8.00% | 7.78% | 7.75(7.81)% | 7.78% |
| 2. Expected rate of return (p.a) | 8.00% | N.A | 8(7.81)% | N.A |
| 3. Salary escalation (p.a) | 8.00% | 5.00% | 5.00% | 5.00% |

F) Experience adjustment on account of actuarial assumption of Gratuity :

1. Defined Benefit Obligation as at 31st March
2. Plan Asset as at 31st March
3. Surplus / (Deficit)
4. Experience adjustment on Plan Assets
5. Experience adjustment on Plan Liabilities

| 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
|----------|----------|----------|----------|----------|
| 414.71 | 392.64 | 363.57 | 312.14 | 230.98 |
| 102.20 | 102.23 | 98.82 | 76.99 | 84.04 |
| (312.51) | (290.41) | (264.75) | (235.15) | (146.94) |
| (0.00) | 0.00 | 0.70 | 0.52 | 0.23 |
| (8.55) | 1.12 | (21.18) | 10.40 | 12.61 |

(*) Figures in brackets indicate rates applicable in the Company's Subsidiary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
l) Segment Reporting :

The Group is primarily engaged in the business of design, development, manufacture, marketing, installation and servicing of vertical and horizontal pumps of various sizes required for lift irrigation / major irrigation schemes, thermal / nuclear power plants etc. and accordingly there are no business segment. However pursuant to recent acquisitions across various geographical locations with different political and economic environment, risks and rewards etc, the group after review has identified geographical segments as primary reporting format. The geographical segments has been identified as India and Outside India.

| | 2017 Rs. | 31st March 2016 Rs. |
|--|-----------------------|------------------------------------|
| Segment Revenue | | |
| – India | 290,12,82,561 | <u>228,45,88,277</u> |
| – Outside India | 442,15,28,632 | <u>513,49,55,822</u> |
| | 732,28,11,192 | <u>741,95,44,099</u> |
| Segment Results (Profit before Tax) | | |
| – India | 33,28,37,381 | <u>31,72,66,517</u> |
| – Outside India | (20,87,13,331) | <u>(26,40,72,658)</u> |
| | 12,41,24,050 | <u>5,31,93,859</u> |
| Segment Assets | | |
| – India | 463,47,71,782 | <u>427,92,62,332</u> |
| – Outside India | 349,58,30,119 | <u>391,32,60,587</u> |
| | 813,06,01,901 | <u>819,25,22,919</u> |
| Segment Liabilities | | |
| – India | 190,43,87,085 | <u>170,59,19,711</u> |
| – Outside India | 346,30,37,860 | <u>389,56,15,858</u> |
| | 536,74,24,945 | <u>560,15,35,569</u> |

The Group does not have any Secondary Segment

m) Specified Bank Notes (SBN's) Disclosure :

The details of Specified Bank Notes (SBN's) held and transacted during the period November 8, 2016 to December 30, 2016, as specified in the MCA Notification G.S.R. 308(E), dt March 31, 2017, are provided in the table below :

| Particulars | SBNs | Other denomination notes | Total |
|--|-------------|---|--------------|
| Closing Cash in hand as on November 8, 2016 | 15,22,500 | 20,76,332 | 35,98,832 |
| (+) Permitted receipts | — | 38,41,058 | 38,41,058 |
| (-) Permitted payments | — | 34,07,404 | 34,07,404 |
| (-) Amounts deposited in Banks | 15,22,500 | 25,700 | 15,48,200 |
| Closing Cash in hand as on December 30, 2016 | — | 24,84,286 | 24,84,286 |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 (contd.)
n) Additional information as required by Paragraph 2 of General Instructions for preparation of Consolidated Financial Statements to Schedule III to The Companies Act, 2013

| | Name of the Entity | Net Assets | | Share in Profit/(Loss) | |
|-----------------------|--------------------------------------|-----------------------------------|-----------------|--------------------------------------|-----------------|
| | | As a % of Consolidated Net Assets | Amount (in Rs.) | As a % of Consolidated Profit/(Loss) | Amount (in Rs.) |
| Parent | WPIL Limited | 98.26% | 2,51,39,08,908 | 284.69% | 20,91,71,093 |
| | Foreign | | | | |
| 1 | Aturia International Pte. Ltd. | -15.59% | (39,87,78,319) | -147.01% | (10,80,12,991) |
| 2 | Mathers Foundry Limited | -13.02% | (33,31,62,354) | -293.60% | (21,57,13,530) |
| 3 | WPIL SA Holdings Pty Limited | 15.44% | 39,51,38,762 | 48.48% | 3,56,21,179 |
| 4 | Gruppo Aturia S.p.A | 11.79% | 30,16,23,202 | -4.22% | (30,99,237) |
| 5 | Global Pump Services (FZE) | -0.25% | (64,51,400) | -12.19% | (89,55,750) |
| 6 | Sterling Pumps Pty Limited | 6.42% | 16,42,72,901 | 71.90% | 5,28,25,087 |
| Joint Ventures | Indian | | | | |
| 1 | Clyde Pumps India Private Limited | 4.10% | 10,48,69,360 | 27.10% | 1,99,11,977 |
| | Foreign | | | | |
| 1 | WPIL (Thailand) Co. Limited | 0.51% | 1,30,93,632 | 12.36% | 90,80,980 |
| | Total Minority Interest /Adjustments | -7.66% | (19,60,80,221) | 112.48% | 8,26,43,887 |
| | TOTAL | 100.00% | 255,84,34,472 | 100.00% | 7,34,72,697 |

o) Previous year figures have been rearranged/regrouped by giving effect of audited financial statements since received for earlier years wherever found necessary.

p) Signature to Notes 1 to 27.

Place : Kolkata
Date : 14th July, 2017

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E
(V. K. SINGHI)
Partner
Membership No. 50051

For and on behalf of Board of Directors of WPIL Limited
(CINNo. L36900WB1952PLC020274)

P. AGARWAL
DIN00249468
Managing Director

K. K. GANERIWALA
DIN00408722
Executive Director

U. CHAKRAVARTY
Membership no. F 5127
General Manager (Finance)
& Company Secretary

Form AOC - 1

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

Statement containing salient features of the financial statement of subsidiaries/joint ventures

Part "A" : Subsidiaries

AMOUNT IN RS.

| Sl. No. | Name of the Subsidiary | Date of acquisition | Reporting period for subsidiary concerned, if different from the holding company's reporting period | Reporting currency and Exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries | Share Capital | Reserves & Surplus | Total assets | Total Liabilities | Investments (excluding investments made in Subsidiaries) | Total Revenue | Profit before Taxation | Provision for taxation | Profit after Taxation | % of Shareholding |
|---------|--------------------------------|---------------------|---|---|---------------|--------------------|---------------|-------------------|--|---------------|------------------------|------------------------|-----------------------|-------------------|
| 1 | Aturia International Pte.Ltd. | 20.04.2011 | NA | USD 1 = Rs 64.8500 | 63,98,39,036 | (20,42,32,130) | 253,66,66,168 | 253,66,66,168 | — | 10,09,49,675 | (10,69,05,258) | 11,07,733 | (10,80,12,991) | 61.53 |
| 2 | Sterling Pumps Pty Limited | 20.04.2011 | NA | AUD 1 = Rs 49.5400 | 794 | 16,08,94,822 | 24,79,36,355 | 24,79,36,355 | — | 25,78,70,279 | 6,64,45,251 | 1,36,20,163 | 5,28,25,087 | 53.00 |
| 3 | Mathers Foundry Limited | 06.07.2011 | NA | GBP 1 = Rs 80.9300 | 28,35,00,000 | (32,86,07,647) | 56,37,58,444 | 56,37,58,444 | — | 45,29,27,485 | (21,91,69,833) | (84,56,302) | (21,57,13,530) | 61.53 |
| 4 | WPIL SA Holdings Pty Limited @ | 13.06.2012 | NA | ZAR 1 = Rs. 4.8800 | 8,56,86,300 | 34,98,51,962 | 75,09,50,786 | 75,09,50,786 | — | 46,99,71,606 | 4,64,57,220 | 1,08,36,041 | 3,56,21,179 | 61.53 |
| 5 | Global Pump Services (FZE) | 30.12.2012 | NA | AED 1 = Rs. 18.0100 | 24,46,500 | (73,92,568) | 3,57,20,584 | 3,57,20,584 | — | 3,21,74,440 | (89,55,750) | — | (89,55,750) | 61.53 |
| 6 | Gruppo Aturia S.p.A # | 29.05.2015 | NA | Euro 1 = Rs. 69.2050 | 27,68,20,000 | 37,29,39,421 | 331,80,20,549 | 331,80,20,549 | 27,25,966 | 319,38,25,475 | 1,23,34,057 | 1,54,33,294 | (30,99,237) | 61.53 |

@ Including the Step down Subsidiaries in South Africa and Zambia

Including the Step down Subsidiaries in France and Switzerland

Part "B" : Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Ventures

AMOUNT IN RS.

| Sl. No. | Name of the Joint Venture | Date of association/ acquisition | Latest Audited Balance Sheet Date | Shares of Joint Ventures held by the Company at the year end | | | Profit/Loss for the year | | | | |
|---------|-----------------------------------|----------------------------------|-----------------------------------|--|---------------------------------------|-----------------------|---|--|--|-----------------------------|---------------------------------|
| | | | | Number | Amount of Investment in Joint Venture | Extent of Holding (%) | Description of how there is significant influence | Reason why the Joint Venture is not consolidated | Net Worth attributable to shareholding as per latest audited Balance Sheet | Considered in Consolidation | Not Considered in Consolidation |
| 1 | Clyde Pumps India Private Limited | 16.05.2008 | 31st March, 2016 | 4,00,000 | 40,00,000 | 40.00 | Joint Venture | NA | 9,53,86,022 | 1,99,11,977 | 2,98,67,966 |
| 2 | WPIL (Thailand) Co. Limited | 21.04.2011 | 31st December, 2015 | 3,01,500 | 24,53,815 | 30.15 | Joint Venture | NA | 54,09,192 | 90,80,980 | 2,10,38,358 |

For and on behalf of Board of Directors of WPIL Limited
(CINNo. L36900WB1952PLC020274)

P. AGARWAL
DIN 00249468
Managing Director

K. K. GANERIWALA
DIN 00408722
Executive Director

U. CHAKRAVARTY
Membership no. F 5127
General Manager (Finance)
& Company Secretary

Place : Kolkata
Date : 14th July, 2017

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2017

| | Year ended 31st March, 2017 | | Year ended 31st March, 2016 | |
|--|--------------------------------|-----------------------|--------------------------------|-----------------------|
| | Rs. | Rs. | Rs. | Rs. |
| A. CASH FLOW FROM OPERATING ACTIVITIES : | | | | |
| Net Profit before Tax and Extraordinary Items | | 12,41,24,050 | | 5,31,93,859 |
| Adjustment for: | | | | |
| (Profit)/Loss on sale of Fixed Assets | (7,21,078) | | 75,80,456 | |
| Impact of Foreign Exchange Translation (Net) | 22,14,849 | | 14,01,007 | |
| Depreciation | 23,00,05,325 | | 26,85,34,152 | |
| Interest Income | (77,92,358) | | (92,81,393) | |
| Liabilities no longer required written back | (15,40,361) | | — | |
| Bad Debts/Advances/Claims written off | 2,57,14,232 | | 1,91,13,033 | |
| Interest Charge | 23,32,19,199 | 48,04,59,909 | 18,30,81,594 | 47,04,28,850 |
| Operating Profit before Working Capital changes | | 60,52,23,858 | | 52,36,22,709 |
| Adjustment for: | | | | |
| Trade and Other Receivables | (24,06,45,174) | | (100,34,96,857) | |
| Inventories | 5,80,36,178 | | (155,40,87,640) | |
| Trade & Other Payables | 36,15,26,462 | 17,89,17,465 | 123,37,59,819 | (132,38,24,678) |
| Cash generated from operations | | 78,41,41,324 | | (80,02,01,969) |
| Tax Paid | | (12,54,61,073) | | (16,91,74,118) |
| Net Cash from Operating Activities | | 65,86,80,250 | | (96,93,76,088) |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| Purchase of Fixed Assets (Net of Capital WIP) | (15,59,22,743) | | (92,59,56,725) | |
| Sale of Fixed Assets | 73,43,289 | | 47,24,234 | |
| Purchase of Investments | — | | (27,25,966) | |
| Interest received | 18,16,421 | | 96,99,640 | |
| Net Cash from/(used) in Investing Activities | | (14,67,63,032) | | (91,42,58,817) |

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

| | Year ended | | Year ended | |
|---|-------------------------|-----------------------|-------------------------|----------------------|
| | 31st March, 2017 | | 31st March, 2016 | |
| | Rs. | Rs. | Rs. | Rs. |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | | | |
| Proceeds from Long Term Borrowings | — | | 1,36,30,55,261 | |
| Repayments of Long Term Borrowings | (39,17,07,037) | | (21,00,79,990) | |
| Proceeds from Short Term Borrowings | — | | 1,13,76,86,677 | |
| Repayments of Short Term Borrowings | (20,42,54,729) | | — | |
| Minority Contribution | 28,40,16,948 | | (15,25,97,645) | |
| Joint Ventures Share | (1,18,48,855) | | (66,14,162) | |
| Dividend paid | (1,94,18,783) | | (1,93,27,798) | |
| Dividend Tax Paid | (39,76,695) | | (7,52,553) | |
| Interest paid | (23,53,98,894) | | (17,69,82,775) | |
| Net Cash from/(used) in Financing Activities | | (58,25,88,045) | | 193,43,87,016 |
| Net Increase/(Decrease) in Cash & Cash Equivalents | | (7,06,70,827) | | 5,07,52,111 |
| Cash and Cash Equivalents (On Opening Date) | | 35,47,72,205 | | 30,40,20,094 |
| Cash and Cash Equivalents (On Closing Date) | | 28,41,01,378 | | 35,47,72,205 |

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006

| | 31st March, 2017 | 31st March, 2016 |
|--------------------------------------|-------------------------|-------------------------|
| | Rs. | Rs. |
| 2. Cash & Cash Equivalents include : | | |
| – Cash in hand | 22,62,062 | 15,15,357 |
| – With Scheduled Banks: | | |
| On Current Accounts | 23,22,29,053 | 29,83,16,552 |
| On Unclaimed Dividend A/C | 14,73,680 | 13,58,303 |
| On Fixed Deposit A/C | 73,79,868 | 66,14,779 |
| On Margin deposit A/C | 89,39,574 | 65,91,616 |
| Share of Joint Ventures | 3,18,17,141 | 4,03,75,597 |
| | 28,41,01,378 | 35,47,72,205 |

3. Previous year's figures have been regrouped/rearranged wherever fund necessary.
This is the Cash Flow Statement referred to in our Report of even date.

For and on behalf of Board of Directors of WPIL Limited
(CIN No. L36900WB1952PLC020274)

As per our Report of even date
For V. SINGHI & ASSOCIATES
Chartered Accountants
Registration No. 311017E

P. AGARWAL
DIN 00249468

Managing Director

K. K. GANERIWALA
DIN 00408722

Executive Director

(V. K. SINGHI)
Partner
Membership No. 50051

U. CHAKRAVARTY
Membership no. F 5127

General Manager (Finance)
& Company Secretary

Place : Kolkata
Date : 14th July, 2017

BOOK POST

If undelivered, please return to:

MCS Share Transfer Agent Limited

Unit : WPIL Limited

12/1/5, Manoharpukur Road, Ground Floor,
Kolkata-700026