



MAHARASHTRA SEAMLESS LIMITED

JINDAL
D.P. JINDAL GROUP

Annual Report-2015-16

**making the
right
move**



**In hard times
our best move
was to move on**



Our core strength is to move on when faced with economic volatility and rapid change. At MSL, we kept on our process of growth and consolidation intact and we remained committed to our strategic growth plan by adding value to our company through product innovation and financial prudence. Further, with the anti dumping duty in place we expect rapid development in sectors, especially in oil and infrastructure.

Our corporate strategy focuses on core areas:

Innovation and quality

Objectives

- Help to improve production processes, through continuous or breakthrough change
- Improve practices of cost cutting measures
- Restructure our operation for optimum productivity





**moving out is
our best move for
market expansion**



Expansion of our Export Markets:

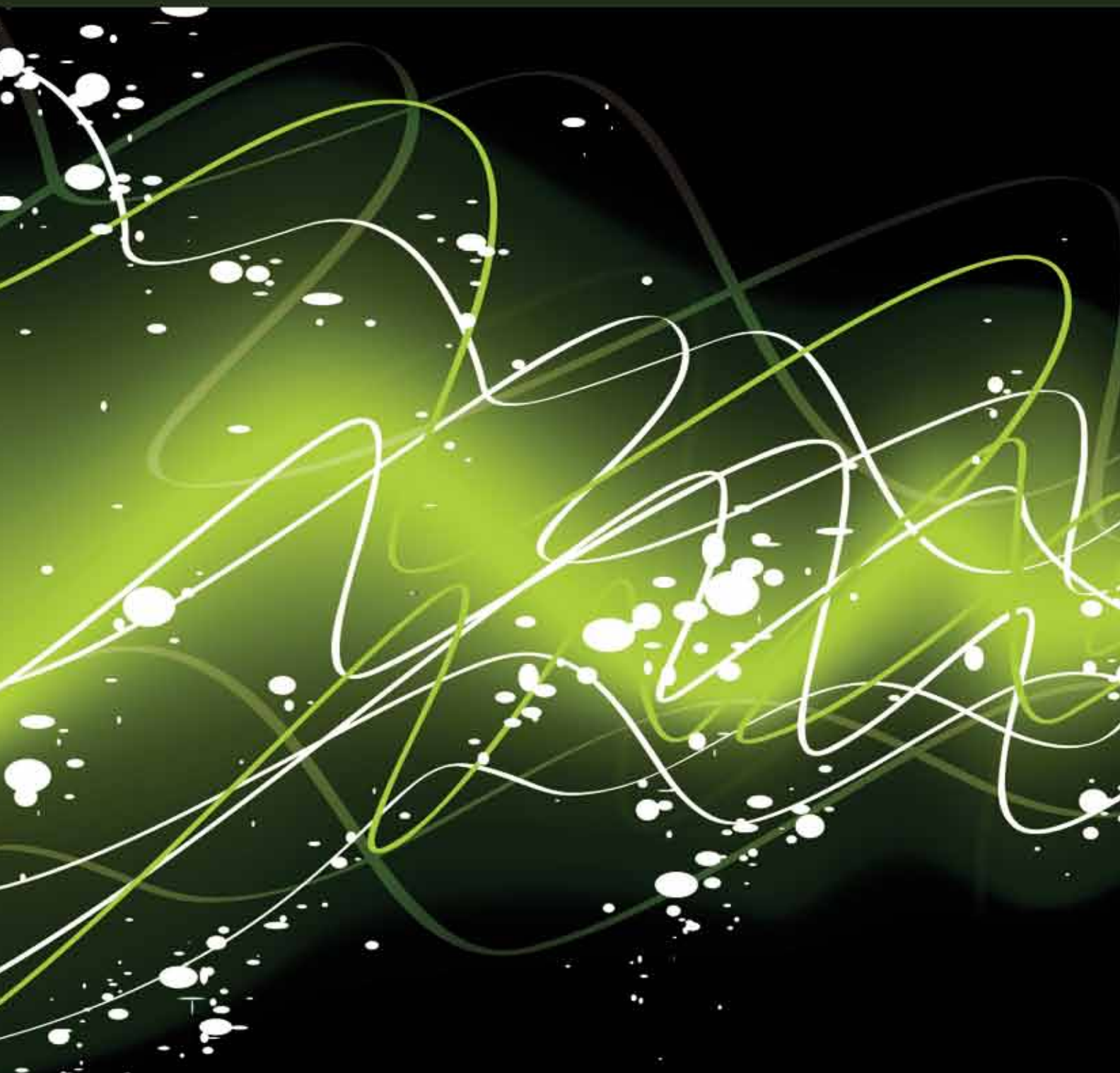
With our intense focus on improvement of operational efficiency and cost cutting exercise we are also on the lookout for exploring new markets for our products and services. We have been consistent in expanding our existing overseas markets. We plan to penetrate in the markets of Canada, Latin America and Europe besides our existing markets in US and Mexico.

Moreover, D.P. Jindal Group has exposed its portfolio in many diverse business activities-from offshore oil drilling to mining in order to help diversify risks.

With a long term investment in plan, MSL has acquired stake in Iron Ore mine in Brazil



**some of our
moves are
environmentally right**



Going by our core values of sustainability, quality and leadership, we commit to operate in a responsible way with respect to the environment in particular in tandem with initiatives taken by the Governments, both nationally and internationally. MSL has a 7MW wind Power generating plant in Maharashtra and a 5MW Solar Power plant in Rajasthan. The company has also won another 20MW Solar Power project through competitive bidding in Rajasthan in the current financial year.



Company generated
161.51 Lakh units that
works out to

29%

of its total consumption.



**to value CSR
is a move from our
heart**



A sustainable society and wellbeing of our people is at the heart of MSL's principal responsibility. We intend to promote employee's welfare, respect the cultural diversity of its teams and reject all forms of gender discrimination. We are aggressively in pursuance of policies favouring Women Empowerment and employees' health & safety.

Human Resource Development

Our HR program is the foundation of our performance and people management processes and a key instrument for identifying and promoting talent. It is supported by sessions of training process designed to ensure talent development and to encourage individual advancement and motivation.

Key Focus areas of our CSR programme are:

- Eradicating Hunger & poverty
- Ecological Balance
- Healthcare & Sanitation
- Rural Development
- Promotion of Education
- Women Empowerment
- Promotion of Sports



Executive Chairman's Statement



Dear Shareholders,

It is my privilege to reach you through this report. The last financial year has been very challenging year for your company due to an unprecedented and unfair inflow of Pipes from China PR at very low prices, forcing domestic players to revise prices and thereby affecting their margins adversely. Acceding to the Industry's petition, the Govt. had imposed safeguard duty, but it failed to safeguard the interest of domestic industry due to steep fall in global steel prices.

Govt. of india on the plea from Industry stepped in and undertook corrective trade remedial measure by imposition of Anti -Dumping Duty on imports from China. This timely intervention is going to help domestic industry to sustain and survive.

Increasing Oil and Gas consumption in Asia-Pacific will continue to be driving force for increased pipeline construction. The Govt of India has introduced various policy reforms, which will attract investment and encourage the domestic oil and gas sector. Maharashtra Seamless Limited (MSL) has ventured into speciality product like coated pipes. Also with the premium thread facility available, it enjoys an edge over other competitors for the growing demand in the Oil and Gas Sector

India continues to be major and one of the most attractive economies of the world. The Government is focussing on reforms to spearhead infrastructure development in Roads, Power, and Oil & Gas to build a foundation for accelerated growth and development year on year. The Govt's 'Make in India' initiative, Smart Cities, Power for all, Water Supply, Improved Sanitation and Solid Waste Management etc. will boost the demand of your Company's products.

MSL is geared up with renewed energy and positive outlook. We remain committed to drive the business towards delivering consistent, profitable and ethically driven growth path.

To maintain highest level of competitiveness and to consolidate its leading position in Seamless Pipe industry, MSL has undertaken Operational Excellence Program. This initiative involves re-looking at our systems, processes and structure in order to identify opportunities of improvement. This initiative is reaffirmation of MSL's continuous improvement culture.

MSL continuously penetrating into new countries for export in our efforts to explore new geographies. At the same time, we have maintained focus on supplying to Europe and North America.

MSL believes in clean environment and have been investing in Green Energy. Power Generation from its 12 MW capacity of Wind and Solar Power is equivalent to 29% of total power consumption of its manufacturing facilities. MSL has also won through competitive bidding 20 MW Solar Power Capacity under National Solar Mission (NSM) in Rajasthan.

I am happy to share that "Jindal Star", a brand of D.P. Jindal Group, was elated to be honoured with India's Most Trusted Brand Award 2015 based on a survey conducted by IBC Infomedia Pvt. Ltd., a division of IBC Infomedia Corporation, USA.

We continue to invest in our human capital regularly. We have strong and motivated force of our employees. We support our employees by formulating career development and progression plan. we also work towards enhancing the skills of our employees by providing various training programs. Your Company also foster the culture of innovation by encouraging employees to present new ideas in their respective domain or otherwise. We also have Reward and Recognition Scheme.

Pursuing the corporate philosophy of bringing prosperity to all stakeholders, MSL has been investing extensively in CSR initiatives like-Education- School/Scholarship, Health- Hospitals/Medical Camps/Safe Drinking Water, helping old age/widow and poor and Animal Welfare Activities.

I express my gratitude for the guidance and contribution of my fellow Directors. I commend MSL team as everyone has contributed to the Company's growth and their dedication, commitment and hard work is indeed an inspiration. I am thankful to the customers, business partners and banks for their sustained support. I look forward to your continued support in our journey to build a sustainable and progressive enterprise.

Thanking you

D P Jindal

Message from Managing Director



Dear shareholders,

The year gone by has been very challenging,

We have managed to get an anti dumping duty in place on Chinese imports for seamless pipes. This shall help us bag a higher market share in India, both in oil sector and other infrastructure segments.

Other countries worldwide like Canada and Turkey have taken similar steps to curb unfair trade practices and protect domestic industry.

Our exports have been consistent and we plan to target Canada, Latin America and Europe besides our existing markets in USA and Mexico.

International oil prices are set to rebound after a year or so, and domestic infrastructure demand shall grow with relevant Government policies and incentives in place.

We have hired consultants to do cost cutting in our factory and improve process flow and restructure our operations.

This exercise shall help us to be more competitive and outbid our competitors to maintain leadership position.

We have conducted in-house training for our staff and moving towards more professionalization and decentralization so as to have more management focus on strategic growth and key policy matters.

We have diversified into solar power sector in Rajasthan and availing tax benefits on the same Besides catering to the environment initiatives undertaken by the governments both nationally and worldwide.

Maharashtra Seamless Limited (MSL) strives to add value to the Company and its shareholders through product innovation, financial prudence, customer service and better investment opportunities.

We are focusing on following best industry practices and benchmarking with top pipe companies in the world to have a state of the art products and services.

Our ERP systems are customized for better functionality and integration of various departments, Our communication systems and conferencing facilities are helping us improve productivity and reduce travel time and cost.

Our exposure in Group business of oil drilling helps us to diversify risk, besides capitalizing on new business opportunities.

We have stake in iron ore mine in Brazil, where we plan to remain invested for longer term and benefit when the upturn in the steel cycle happens.

I would like to assure you that MSL has strong business fundamentals. Temporary fall in market share or profitability due to unfavorable market dynamics shall largely be contained in the near future and we shall reward our shareholders with consistent value addition and sharing wealth through dividends.

I would lastly like to thank all customers, bankers, suppliers, business associates, shareholders and employees of the company for their continued support and encouragement and wish we carry forward this journey towards progress and prosperity.

Thank you all,

Saket Jindal

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BOARD OF DIRECTORS

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

AUDIT COMMITTEE

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

CFO

ASHOK SONI

VP & COMPANY SECRETARY

D.C. GUPTA

AUDITORS

Kanodia Sanyal & Associates
New Delhi

BANKERS

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

REGISTERED OFFICE

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

HEAD OFFICE

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

CORPORATE OFFICE

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

MUMBAI OFFICE

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

KOLKATA OFFICE

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

CHENNAI OFFICE

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

WORKS:

1. SEAMLESS & ERW PIPES

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

2. WIND POWER:

Village Nivkane, Taluka Patan,
Distt. Satara, Maharashtra

3. SOLAR POWER:

Pokaran, Distt.- Jaisalmer,
Rajasthan

Website: www.jindal.com



DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 28th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2016.

FINANCIAL RESULTS

The highlights of the financial results are as under:

	Year Ended 31.03.2016	Year Ended 31.03.2015
	(₹ in Crore)	
Revenue from Operations	1019.17	1355.16
Depreciation	28.66	29.24
Profit Before Tax	66.43	159.62
Provision for Taxation		
- Current	13.76	33.40
- MAT Credit	(0.06)	(3.89)
- Deferred Tax	7.49	7.55
- Earlier years	6.08	-
Profit After Tax	39.17	122.56
Balance brought forward from previous year	247.45	190.85
Profit available for appropriations	<u>286.62</u>	<u>313.41</u>
Appropriations:		
Proposed Dividend	16.75	33.50
Dividend Distribution Tax	3.41	6.82
Transfer to General Reserve	5.00	25.00
Transfer to Capital Redemption Reserve	-	0.64
Balance carried to Balance Sheet	<u>261.46</u>	247.45
	<u>286.62</u>	<u>313.41</u>

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 2.50 (50%) per equity share of ₹ 5/- each for the year ended 31st March, 2016.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 5.00 crore to the General Reserve out of the amount available for appropriation.

RESULTS OF OPERATIONS

Revenue from Operations during the year was ₹ 1019.17 crore against ₹ 1355.16 crore in the previous year, Profit before tax for the year was ₹ 66.43 crore as against ₹ 159.62 crore in the previous year. Profit after Tax and adjustment for the year was ₹ 39.17 crore as against ₹ 122.56 crore in the previous year.

The operations during the year were adversely impacted due to continuous dumping of pipes by china and sharp drop in oil prices in the international market, which has impacted the demand of seamless pipes.

The imposition of safeguard duty was not as protective as envisaged. Taking cognizance of the petition made by your Company along with other industry players for imposition of anti-dumping duty, the authority after investigation has recommended imposition of provisional anti-dumping duty on imports from China PR. This would help your Company and provide the level playing field to the industry.



The timely action of imposition of anti-dumping duty will aid in faster recovery of domestic producers and would work substantially towards continuing to the success of 'Make in India' program of the Central Govt.

Your Company expects further improvements in coming years through focus on various measures to improve productivity, efficiency and cost cutting exercise and also exploring new market.

During the current year, your Company has won, through competitive bidding, 20 MW Solar power project in the State of Rajasthan under National Solar Mission.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 the Company has prepared Consolidated Financial Statements as per Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures. The audited Consolidated Financial Statement along with Auditors' Report thereon forms part of this annual report.

SUBSIDIARY COMPANIES

Your Company has four subsidiaries. There has been no material change in the nature of business of subsidiary companies.

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

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri S. P. Raj, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. A brief profile has been provided in the notice of the Annual General Meeting.

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

Shri Naresh Chand Jain resigned as Director of the Company on 24th July, 2015. The Board expresses its appreciation of Shri Jain for his valuable guidance as Director of the Company

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

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

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the key managerial personnel of the Company are Shri S. P. Raj, Whole-time Director, Shri Ashok Soni, Chief Financial Officer and Shri Dinesh Chandra Gupta, Company Secretary.

BOARD MEETINGS

During the year, 5 (Five) Board meetings were held and gap between any two meetings did not exceeded 120 days. The details of meetings are given in the Corporate Governance Report, which forms part of this report.

BOARD EVALUATION

The Board of Directors has carried out an Annual performance evaluation of its own, Board Committees and Individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

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



POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

RISK MANAGEMENT

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

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

INTERNAL FINANCIAL CONTROLS

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed and there are no material departures;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2016 have been prepared on a going concern basis.
- (v) that the internal financial controls laid down by the Board and being followed by the company are adequate and were operating effectively.
- (vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

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

AUDIT COMMITTEE

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

VIGIL MECHANISM

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

CORPORATE SOCIAL RESPONSIBILITY

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

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



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

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

All related party transactions are periodically placed before the Audit Committee and Board for review and approval.

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

CORPORATE GOVERNANCE REPORT

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

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

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

AUDITORS

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

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

COST AUDIT

In conformity with the Directives of the Central Government, the Company has appointed M/s R. J. Goel & Co. Cost Accountants as Cost Auditors under Section 148 of the Companies Act, 2013, for audit of cost records of the Company for the year ending 31st March, 2017.

SECRETARIAL AUDIT

The Board has appointed Mr. Namo Narain Agarwal, (FCS No. 234) Company Secretary in practice to conduct Secretarial Audit for the financial year ended 31st March, 2016. The Secretarial Audit Report for the year ended 31st March, 2016 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

FIXED DEPOSITS

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

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

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

PARTICULARS OF EMPLOYEES

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

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



MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2016 and till the date of this report.

ACKNOWLEDGEMENT

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

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

For and on behalf of the Board

Place: Gurgaon

Dated: 28th July, 2016

D.P. Jindal

Executive Chairman



ANNEXURE TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy:

- Sodium Vapor lights were replaced with LED Lights in the plant.
- VFD (Variable Frequency Drives) were installed in plant conveyor systems/ facer machine to reduce the power consumption.
- Introduced double decker tube loading system in spheroidizing furnace to save electricity consumption.

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

- The conversion work of oil fired furnaces of 6 inch Plant into Gas fired is completed and very soon all the furnaces will be utilizing natural gas as alternative source of energy.

c) Capital investment on energy conservation equipments

7" Plant new crimper system introduced to improve yield and conserve energy (Electricity and Fuel).

B. TECHNOLOGY ABSORPTION

i) Efforts made towards technology absorption:

- Quenching facility modified to achieve desired mechanical properties in higher wall thickness pipes.
- Developed in-house Abrasive/Beed Blasting facility for threaded pipes to achieve high quality threads.
- API 5L PSL-2 - X-70 Grade pipe rolling process established and executed successfully.
- Modern Vacuum circuit breaker with numerical relay and energy meters have been replaced in place of old SFB breakers with electro mechanical relays.
- P-91 rolling process has been established and executed successfully.

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

This will reduce energy consumption, down time of the equipment and improve the production. Few specific benefits are:

1. Achieved desired mechanical properties and uniform hardness of pipes upto 40mm wall thickness through modified quenching system
2. Yield improvement at 7" Mill through modified Crimper machine on sustainable basis.
3. Better Quality pipe threads have been achieved API 5 CT PSL-2 and PSL-3 which complies with the API specification.
4. Spheroidizing Furnace load pattern modification resulted in doubling the production /output.
5. Power consumption drastically reduced by introducing LED lights in place of Sodium Vapour lights.

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

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

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

- a. Capital Nil
- b. Revenue 267.25
- c. Total 267.25
- d. Total R & D expenditure is 0.26% of total turnover

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned

- Used - ₹ 154.9 Crore
- Earned* - ₹ 37.63 Crore

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


FORM NO.AOC-2

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

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

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

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

For and on behalf of the Board

Place: Gurgaon

Dated: 28th July, 2016

D.P. Jindal

Executive Chairman



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

PARTICULARS OF EMPLOYEES

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

- a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial year 2015-16.

S.N.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2015-16 (Rs. In Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2015-16
1	MR. D P JINDAL* (Executive Chairman)	192.61	85.96	3998.13
2	MR. SAKET JINDAL (Managing Director)	147.87	65.99	0.03
3	MR. S P RAJ (Wholetime Director)	30.36	14.18	8.82
4	MR. U C AGARWAL (Non-Executive Director)	3.65	1.63	-30.81
5	MR. P. N. VIJAY (Non-Executive Director)	2.90	1.29	3.57
6	MR. SANJEEV RUNGTA (Non-Executive Director)	1.30	0.58	85.71
7	MR. N C JAIN** (Non-Executive Director)	1.20	0.54	-75.00
8	DR. ROMA KUMAR (Non-Executive Director)	2.60	1.16	-13.33
9	MR. ASHOK SONI*** CFO	30.56	NA	-
10	MR. D. C. GUPTA V.P. & Company Secretary	23.46	NA	9.99

*Mr D. P. Jindal who was a non-Executive Director during the financial year 2014-15, was appointed as Executive Chairman w.e.f. 1st April, 2015.

** Resigned as Director w.e.f. 24th July, 2015.

*** Mr Ashok Soni was Chief Financial Officer only for part of the financial year 2014-15 w.e.f. 10th December, 2014.

- b. Percentage increase in the median remuneration of employees in the financial year 2015-16 compared to 2014-15. – 14.09%

- c. As on 31st March, 2016, there were 1143 permanent employees on the rolls of the Company.

- d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 8.14% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2015-16 was 1.48%.

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



Annual Report on Corporate Social Responsibility (CSR)

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

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

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

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

2. The Composition of the CSR Committee. The CSR Committee of Directors comprises of Shri D. P. Jindal, Chairman of the Committee, Shri U. C. Agarwal and Shri S. P. Raj as its other members.
3. Average net profit of the Company for last three financial years - ₹ 15,603.84 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 312.28 Lakhs
5. Details of CSR spent during the financial year
 - (a) Total amount to be spent for the financial year - ₹ 312.28 Lakhs
 - (b) Amount unspent, if any - Nil
 - (c) Manner in which the amount spent during the financial year is detailed below:
attached
6. Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR.
Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

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

Saket Jindal
Managing Director

D. P. Jindal
Chairman, CSR Committee



5(c) Manner in which the amount spent during the financial year 2015-16

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken.	Amount Outlay (Budget) project or programs wise (₹)	Amount spent on the projects or programs subheads : (1) Direct Expenditure (2) Overheads (₹)	Cumulative Expenditure upto the reporting period (₹)	Amount Spent : Direct or through implementing agency
1	Providing Food support for Poor and meal for students at school	Eradicating hunger, poverty and malnutrition.	Delhi, NCR	15000	15000	15000	Direct
2	Plantation and Greenery expenses	Ecological Balance	Pipe Nagar, Distt. Raigad, Maharashtra	10500	10500	10500	Direct
3	Medical Facilities including Preventive Health Care	Health care including preventive health care and sanitation	Pipe Nagar, Distt. Raigad, Maharashtra	4,000,000	4,000,000	4,000,000	Through B C Jindal Charitable Trust
4	Distribution of Blankets in Rural areas and construction of Gram Panchayat Building	Rural Development project	Pipe Nagar, Distt. Raigad, Maharashtra	996,560	996,560	996,560	Direct
5	Education Facilities & Infrastructures	Promoting education	Pipe Nagar, Distt. Raigad, Maharashtra	25,844,200	25,844,200	25,844,200	₹ 25,587,200 Direct and ₹ 257,000 through B C Jindal Medical Welfare and Education Society
6	Empowering Women	Empowering Women	Pipe Nagar, Distt. Raigad, Maharashtra	280,952	280,952	280,952	Direct
7	Promotion of Sports	Promotion of Sports	Pipe Nagar, Distt. Raigad, Maharashtra	350,000	350,000	350,000	Direct
	Total CSR Spend			31,497,212	31,497,212	31,497,212	



FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% of total turnover of the Company
I	Steel Pipes & Tubes	349.9	92.53%



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April, 2015]				No. of Shares held at the end of the year [As on 31st March, 2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2172467	-	2172467	3.24	2785794	-	2785794	4.16	0.92
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	37003720	-	37003720	55.23	37003720	-	37003720	55.23	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	39176187	-	39176187	58.47	39789514	-	39789514	59.39	0.92
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FIs	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April, 2015]				No. of Shares held at the end of the year [As on 31st March, 2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	39176187	-	39176187	58.47	39789514	-	39789514	59.39	0.92
B. Public Shareholding									
I. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	4404646	6000	4410646	6.58	3465085	6000	3471085	5.18	-1.40
b) Banks / FI	11769	3400	15169	0.02	186843	3400	190243	0.28	0.26
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	155497	-	155497	0.23	-	-	-	-	-0.23
g) FIs	6923854	-	6923854	10.34	-	-	-	-	-10.33
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	11495766	9400	11505166	17.17	3651928	9400	3661328	5.46	-11.70
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6930164	39600	6969764	10.40	6542714	38800	6581514	9.82	-0.58
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4126561	1473878	5600439	8.36	4505009	1375978	5880987	8.78	0.41
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2582921	-	2582921	3.86	3714461	-	3714461	5.54	1.68
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	410150	-	410150	0.61	469240	-	469240	0.70	0.09
Qualified Foreign Investor	148388	-	148388	0.22	6182551	-	6182551	9.23	9.01
Trusts	550191	-	550191	0.82	550191	-	550191	0.82	-
Clearing Members	56420	-	56420	0.09	169840	-	169840	0.25	0.17
Sub-total (B)(2):-	14804795	1513478	16318273	24.36	22134006	1414778	23548784	35.15	10.78
Total Public Shareholding (B)=(B)(1)+ (B)(2)	26300561	1522878	27823439	41.53	25785934	1424178	27210112	40.61	-0.92
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	65476748	1522878	66999626	100	65575448	1424178	66999626	100	0


ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2015]			Shareholding at the end of the year [As on 31st March, 2016]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company*	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	D P Jindal	51,355	0.08	0	138,522	0.21	0	0.13
2	D P Jindal (HUF)	21,457	0.03	0	66,006	0.10	0	0.07
3	Saket Jindal	1,731,625	2.58	0	2,117,618	3.16	0	0.58
4	Saket Jindal (HUF)	5,269	0.01	0	5,269	0.01	0	-
5	Savita Jindal	141,536	0.21	0	207,154	0.31	0	0.10
6	Raghav Jindal	45,778	0.07	0	75,778	0.11	0	0.04
7	Raghav Jindal (HUF)	4,472	0.01	0	4,472	0.01	0	-
8	Rachna Jindal	60,735	0.09	0	60,735	0.09	0	-
9	Shruti Raghav Jindal	36,224	0.05	0	36,224	0.05	0	-
10	Shreepriya Jindal	33,951	0.05	0	33,951	0.05	0	-
11	Shreeja Jindal	34,065	0.05	0	34,065	0.05	0	-
12	Devanshi Jindal	6,000	0.01	0	6,000	0.01	0	-
13	Brahma Dev Holding & Trading Ltd.	5,758,992	8.60	0	5,758,992	8.60	0	-
14	Haryana Capfin Ltd.	2,852,540	4.26	0	2,852,540	4.26	0	-
15	Jindal Global Finance & Investment Ltd.	200	0.0	0	200	0.00	0	-
16	Global Jindal Fin-Invest Ltd.	5,424,944	8.10	0	5,424,944	8.10	0	-
17	Odd & Even Trade & Finance Pvt. Ltd.	11,690,000	17.45	0	11,690,000	17.45	0	-
18	Stable Trading Co. Ltd.	11,277,044	16.83	0	11,277,044	16.83	0	-
19	SWOT Trading & Services LLP*	-	-	-	0	0.00	0	-
	TOTAL	39,176,187	58.47	0	39,789,514	59.39	0	-

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

S.N.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year/end of the year	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	D P Jindal	73,355	0.11	01-Apr-2015	-	-	-	-
		19,600	0.03	17-Apr-2015	Increase	Open Market Purchase	92,955	0.14
		23,467	0.03	10-Nov-2015	Increase	Open Market Purchase	116,422	0.17
		9,300	0.02	19-Nov-2015	Increase	Open Market Purchase	125,722	0.19
		12,800	0.02	22-Mar-2016	Increase	Open Market Purchase	138,522	0.21
				31-Mar-2016	-	-	138,522	0.21
2	Saket Jindal	18,07,376	2.69	01-Apr-2015	-	-	-	-
		17,705	0.03	17-Apr-2015	Increase	Open Market Purchase	1,825,081	2.72



		1,000	0.00	20-Apr-2015	Increase	Open Market Purchase	1,826,081	2.73
		29,895	0.04	21-Apr-2015	Increase	Open Market Purchase	1,855,976	2.77
		28,500	0.04	22-Apr-2015	Increase	Open Market Purchase	1,884,476	2.81
		141,920	0.21	04-Nov-2015	Increase	Open Market Purchase	2,026,396	3.02
		91,222	0.14	05-Nov-2015	Increase	Open Market Purchase	2,117,618	3.16
		-	-	31-Mar-2016	-	-	2,117,618	3.16
3	D P Jindal (HUF)	21,457	0.03	01-Apr-2015	-	-	-	-
		1549	0.00	13-Nov-2015	Increase	Open Market Purchase	23006	0.03
		43,000	0.06	30-Nov-2015	Increase	Open Market Purchase	66,006	0.09
				31-Mar-2016	-	-	66,006	0.09
4	Savita Jindal	141,536	0.21	01-Apr-2015	-	-	-	-
		25,000	0.04	22-Apr-2015	Increase	Open Market Purchase	166,536	0.25
		28,418	0.04	01-Oct-2015	-	-	194,954	0.29
		12,200	0.02	04-Nov-2015	-	-	207,154	0.31
				31-Mar-2016			207,154	0.31
5	Raghav Jindal	45,778	0.07	01-Apr-2015	-	-	-	-
		30,000	0.04	23-Apr-2015	Increase	Open Market Purchase	75,778	0.11
		-	-	31-Mar-2016	-	-	75,778	0.11
6	SWOT Trading & Services LLP*	N.A.	N.A.	01-Apr-2015	N.A.	N.A.	N.A.	N.A.
		6454	0.01	29-Mar-2016	-	Open Market Purchase	6454	0.01
		9790	0.01	30-Mar-2016	-	Open Market Purchase	16,244	0.02
		478	0.00	31-Mar-2016	-	Open Market Purchase	16,722	0.02

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

* since the shares acquired by SWOT Trading & Services LLP were not credited to the demat account by 31st March, 2016, no effect of the above has been incorporated in the shareholding pattern as on 31st March, 2016.


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

S.N.	Name of shareholders	Shareholding		Date of transaction	Increase /Decrease in shareholding during the year	Reason	Cumulative	
		No of shares at the beginning of the year/at the end of the year	% of the Total Shares of the Company				No of shares	% of the Total Shares of the Company
1	FRANKLIN TEMPLETON INVESTMENT FUNDS	4138822 4144043	6.18 6.19	01.04.2015 10.07.2015 31.03.2016	5221	Transfer	4144043	6.19
2	RELIANCE CAPITAL TRUSTEE COMPANY LIMITED A/C RELIANCE GROWTH FUND	1949034 1964034	2.91 2.93	01.04.2015 05.06.2015 31.03.2016	15000	Transfer	1964034	2.93
3	DSP BLACKROCK MICRO CAP FUND	1404879 881862	2.10 1.32	01.04.2015 22.01.2016 11.03.2016 31.03.2016	-23000 -500017	Transfer Transfer	1381879 881862	2.06 1.32
4	RELIGARE FINVEST LTD	1363507 1154299	2.04 1.72	01.04.2015 17.04.2015 24.04.2015 29.05.2015 12.06.2015 19.06.2015 26.06.2015 17.07.2015 24.07.2015 21.08.2015 28.08.2015 27.11.2015 31.03.2016	50 -8115 -7500 -34954 34954 -44954 -2000 -2025 -2270 -139357 -3037	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	1363557 1355442 1347942 1312988 1347942 1302988 1300988 1298963 1296693 1157336 1154299	2.02 2.01 1.96 2.01 1.94 1.94 1.94 1.94 1.73 1.72
5	JHANJHARI HOLDINGS P LTD	1347891 1347891	2.01 2.01	01.04.2015 31.03.2016		No Change		
6	GVN FUELS LTD	1123652 1157485	1.68 1.73	01.04.2015 10.04.2015 15.05.2015 12.06.2015 31.07.2015 07.08.2015 18.09.2015 06.11.2015 08.01.2016 11.03.2016 31.03.2016	-1484 16572 15978 5979 -4092 103332 -103332 800 80	Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	1122168 1138740 1154718 1160697 1156605 1259937 1156605 1157405 1157485	1.67 1.70 1.72 1.73 1.73 1.88 1.73 1.73 1.73
7	AKASH BHANSHALI	1094059 1224766	1.63 1.83	01.04.2015 04.12.2015 31.03.2016	130707	Transfer	1224766	1.83
8	TEMPLETON GLOBAL INVESTMENT TRUST - TEMPLETONBRIC FUND	725197 725197	1.08 1.08	01.04.2015 31.03.2016		No Change		
9	BLACKROCK INDIA EQUITIES FUND (MAURITIUS) LIMITED	693757 622752	1.04 0.93	01.04.2015 24.04.2015 01.05.2015 28.08.2015 22.01.2016 31.03.2016	-21268 -22856 -18338 -8543	Transfer Transfer Transfer Transfer	672489 649633 631295 622752	0.97 0.94 0.93
10	RAM SARAN AGARWAL RAM SARAN AGARWAL	550191 550191	0.82 0.82	01.04.2015 31.03.2016		No Change		
11	LATA BHANSHALI	25000 1088254	0.04 1.62	01.04.2015 11.03.2016 18.03.2016 31.03.2016	700000 363254	Transfer Transfer	725000 1088254	1.08 1.62


v) Shareholding of Directors and Key Managerial Personnel:

Name Of The Directors/KMPs	Shareholding at the beginning of the year 01-04-2015		Cumulative Shareholding at the end of the year 31-03-2016	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Dharam Pal Jindal - Director				
At the beginning of the year	73,355	0.11	73,355	0.11
Purchase on 17th April, 2015	19,600	0.03	92,955	0.14
Purchase on 10th November, 2015	23,467	0.04	116,422	0.17
Purchase on 19th November, 2015	9,300	0.01	125,722	0.19
Purchase on 22nd March, 2016	12,800	0.01	138,522	0.21
At the end of the year	-	-	138,522	0.21
Saket Jindal - Director				
At the beginning of the year	1,807,376	2.69	1,807,376	2.69
Purchase on 17th April, 2015	17,705	0.03	1,825,081	2.72
Purchase on 20th April, 2015	1,000	0.00	1,826,081	2.72
Purchase on 21st April, 2015	29,895	0.04	1,855,976	2.77
Purchase on 22nd April, 2015	28,500	0.04	1,884,476	2.81
Purchase on 04th November, 2015	141,920	0.21	2,026,396	3.02
Purchase on 05th November, 2015	91,222	0.14	2,117,618	3.16
At the end of the year	-	-	2,117,618	3.16
U. C. Agarwal - Director				
At the beginning of the year	700	0.00	700	0.00
At the end of the year	-	-	700	0.00
Naresh Chand Jain – Director*				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	NA	NA
Sanjeev Rungta - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
P N Vijay - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
S P Raj - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Roma Kumar - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Dinesh Chandra Gupta - KMP				
At the beginning of the year	1,110	0.00	1,110	0.00
At the end of the year	-	-	1,110	0.00
Ashok Soni – KMP				
At the beginning of the year	151	0.00	151	0.00
At the end of the year	-	-	151	0.00

* Ceased as Director on 24th July, 2015



V. INDEBTEDNESS

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		336,572	-	336,572
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		336,572		336,572
Change in Indebtedness during the financial year				
* Addition	-	69,011,417	-	69,011,417
* Reduction			-	
Net Change			-	
Indebtedness at the end of the financial year				
i) Principal Amount	-	69,347,989	-	69,347,989
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	69,347,989	-	69,347,989

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(₹)

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total
		Shri Dharam Pal Jindal (WTD)	Shri Saket Jindal (MD)	Shri S P Raj (WTD)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19,200,000	14,725,440	2,775,152	36,700,592
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600	39,600	239,731	318,931
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission				
	- as % of profit				
	- others, specify...	-	-	-	
5	Others, please specify:				
	Provident Fund:	21,600	21,600	21,600	64,800
	Total (A)	19,261,200	14,786,640	3,036,483	37,084,323


B. Remuneration to other Directors

(₹)

S.N.	Particulars of Remuneration	Name of Directors					Total
		U. C. Agarwal	Sanjeev Rungta	N. C. Jain*	P. N. Vijay	Roma Kumar**	
1	Independent Directors						
	Fee for attending Board/ Committee Meetings	365,000	130,000	120,000	290,000	260,000	1165,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	365,000	130,000	120,000	290,000	260,000	1165,000
2	Other Non-Executive Directors						
	Fee for attending Board Committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	365,000	130,000	120,000	290,000	260,000	1165,000
	Total Managerial Remuneration ***						38,249,323

* Ceased as Director on 24.07.2015

** Appointed as an Independent Director of the Company w.e.f. 28th September, 2015

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

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

(₹)

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		Ashok Soni Chief Financial Officer	D.C. Gupta V.P. & Company secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	3,027,280	2,317,591	5,344,871
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	7,200	7,200	14,400
	(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	-	-	-
5	Others, please specify:			
	Provident Fund	21,600	21,600	43,200
	Total	3,056,080	2,346,391	5,402,471

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					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

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



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period) and;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015.
- (vi) Management has, in its Representation Letter, identified and confirmed the applicability and compliance of all laws as being specifically applicable to the Company, relating to Labour / Pollution / Environment / Production process etc, apart from other general laws.

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

- (i) Mandatory Secretarial Standards issued by the Institute of Company Secretaries of India, and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges,

and found the same having been generally complied with.

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

I further report that:

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

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

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

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

I further report that, during the audit period, the Company had no specific event having major bearing on the Company's affairs.

Place : New Delhi
Dated : 28th July, 2016

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

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



'Annexure A'

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

My report of even date on Secretarial audit for the financial year ended 31st March, 2016 is to be read along with this letter stating that -

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

Place : New Delhi
Dated : 28th July, 2016

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



CORPORATE GOVERNANCE REPORT

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

Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 2, 2015 replacing the earlier listing agreement (w.e.f. December 1, 2015) with an aim to consolidate and streamline the provisions of earlier listing agreements for different segments of the Capital market.

The Company has executed fresh Listing Agreements with the Stock Exchanges pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in compliance with the requirements as stipulated under Clause 49 of the Listing Agreements and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

I. BOARD OF DIRECTORS

Composition

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

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

Board Functioning & Procedure

During the year 2015-16, the Board of Directors met five times and the gap between two meetings did not exceed 120 days. The Board meetings were held on 13th May, 2015, 26th May, 2015, 5th August, 2015, 30th October, 2015 and 1st February, 2016. Video/tele-conferencing facilities are provided to facilitate Directors present at other locations, to participate in the meetings. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies as on 31st March, 2016 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held		
			Board Meeting	Last AGM	Directorships	Committee Memberships	Committee Chairmanship
Mr. D.P. Jindal	Executive Chairman	138,522	5	Yes	5	1	-
Mr. Saket Jindal	MD	2,117,618	4	No	2	-	-
Mr. S. P. Raj	WTD	-	5	Yes	4	-	-
Mr. U. C. Agarwal	Independent	700	5	No	1	3	3
Mr. Sanjeev Rungta	Independent	-	2	No	3	3	-
Mr. N. C Jain*	Independent	-	2	N.A.	N.A.	N.A.	N.A.
Mr. P. N. Vijay	Independent	-	5	No	3	3	3
Mrs. Roma Kumar**	Independent	-	5	Yes	2	-	-

MD = Managing Director; WTD=Whole Time Director

Note:

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

* Resigned as Director w.e.f. 24th July, 2015.

** Appointed as an Independent Director of the Company w.e.f. 28th September, 2015.



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

During the year ended 31st March, 2016, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

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

Separate Meeting of Independent Directors

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

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

During the year under review, the Independent Directors met on February 1, 2016. All Independent Directors were present at the meeting.

Familiarisation Programme

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

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

CODE OF CONDUCT

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

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

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

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2016.

Date: 28 July, 2016

SAKET JINDAL
Managing Director

2. AUDIT COMMITTEE

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

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



COMPOSITION

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

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

During the year under review meetings of the Audit Committee were held on 13th May, 2015, 26th May, 2015, 5th August, 2015, 30th October, 2015 and 1st February, 2016 and the gap between two meetings did not exceed 120 days. The composition, names of the members, chairperson, and attendance of the members at its meetings are as follows :

Members	Designation	No. of meetings attended
Mr. U. C. Agarwal	Chairman	5
Mr. D. P. Jindal	Member	5
Mr. Sanjeev Rungta	Member	2
Mr. N. C. Jain*	Member	2
Mr. P. N. Vijay*	Member	3

* Mr. P. N. Vijay was appointed as a member of the Committee w.e.f. 26th May, 2015, in place of Mr. N. C. Jain

INTERNAL AUDITORS

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

3. NOMINATION AND REMUNERATION COMMITTEE

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

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

The Nomination and Remuneration Committee of the Company is comprised of three Directors, all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non-Executive Director. During the year under review meetings of the Nomination and Remuneration Committee were held on 5th August, 2015 and 1st February, 2016. The composition, names of the members, chairperson, and attendance of the members at its meetings are as follows :

Members	Designation	No. of meetings attended
Mr. U.C. Agarwal	Chairman	2
Mr. Sanjeev Rungta	Member	2
Mrs. Roma Kumar*	Member	2

* Appointed as a member of the Committee w.e.f. 26th May, 2015

Mr. N. C. Jain ceased as a member of the Committee w.e.f. 26th May, 2015.



Nomination and Remuneration Policy

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

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

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

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

As per the Policy followed by the Company, the Non-Executive Directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is ₹ 50,000 per Board meeting, ₹ 10,000 per Audit Committee and Independent Directors' meeting and ₹ 2,500 per Stakeholders' Relationship Committee meeting.

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

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

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

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

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

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

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

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

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

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



Details of Directors' Remuneration

a) The Details of remuneration paid to Managing Director and Whole Time Director during the year ended 31st March, 2016:-

(₹)

Name and Designation	Salary	Perquisites & other benefits	Total
Mr. D. P Jindal Executive Chairman	13,200,000	6,061,200	19,261,200
Mr. Saket Jindal, Managing Director	10,800,000	3,986,640	14,786,640
Mr. S. P. Raj Whole -Time -Director	1,689,420	13,47,063	3,036,483

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

b) The Non-Executive Directors are paid by way of sitting fees for each meeting of the Board of Directors, Audit Committee, Stakeholder's Relationship Committee and Independent Directors, attended by them. Details of remuneration paid as sitting fee to Non-Executive Directors during the year ended 31st March, 2016: -

(₹)

Director	Sitting Fees
Mr. U. C. Agarwal	365,000
Mr. Sanjeev Rungta	130,000
Mr. N. C. Jain	120,000
Mr. P. N. Vijay	290,000
Mrs. Roma Kumar	260,000

Apart from receiving Directors' remuneration by way of sitting fee for attending meetings as above, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March 2016.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

During the year under review, the said Committee met on 26th May, 2015. All members were present in the meeting.

The constitution of the Committee is as follows:-

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

Mr. U C Agarwal was appointed as a member of the Committee at the Board Meeting held on 26th May, 2015 in place of Mr. N. C. Jain.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

**COMPOSITION**

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

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

COMPLIANCE OFFICER

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

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

Number of Shareholders complaints received during the period 01.04.2015 to 31.03.2016	:	9
Number of complaints not solved to the satisfaction of shareholders	:	9
Number of pending complaints as on 31.03.2016	:	Nil

SUBSIDIARY COMPANIES

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

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

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

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

GENERAL BODY MEETINGS

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

Financial year	Date	Location of the Meeting	Time
2012-13	30.09.2013	Registered Office of the Company at Pipe Nagar, Raigad	10.30 A.M.
2013-14	26.09.2014	Registered Office of the Company at Pipe Nagar, Raigad	10.30 A.M.
2014-15	28.09.2015	Registered Office of the Company at Pipe Nagar, Raigad	12.15 P.M.

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

Date of AGM	Special Resolution Passed
30.09.2013	None
26.09.2014	None
28.09.2015	- Approval for related party transactions with Star Drilling Pte. Ltd; Singapore an associate of the Company. - Approval for related party transactions with Dev Drilling Pte. Ltd; Singapore a joint venture of the Company. - Approval for related party transactions with Internovia Natural Resources FZ LLC, UAE, a subsidiary of the Company.

(III) Special resolution passed through Postal Ballot

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

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



DISCLOSURES

i) Related Party Transactions

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

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

ii) Accounting Standards

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

iii) Details on Non Compliance

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

iv) CEO/ CFO Certificate

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

v) Whistle Blower Policy

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

vi) Adoption of Mandatory and Non- mandatory requirements

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

Audit Qualifications

The Financial Statements of the Company are unqualified.

Separate posts of Chairman and CEO

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

Reporting of Internal Auditor

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

vii) Risk Management

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

CERTIFICATE ON CORPORATE GOVERNANCE REPORT

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

DISCLOSURE ON NON-COMPLIANCE

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

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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



MEANS OF COMMUNICATION

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

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

GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

Date & Time	:	27th September, 2016 at 12:15 P.M.
Venue	:	Registered Office of the Company at Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka-Roha, Distt. Raigad, Maharashtra – 402126

b) Financial Year : 1st April, 2015 to 31st March, 2016

c) Book Closure : 15th September, 2016 to 20th September, 2016 (Both days inclusive)

d) Dividend : Dividend of ₹ 2.50 (50 %) per equity share for the year ended 31st March, 2016, if approved by the members, would be payable on or after 28th September, 2016.

Financial Calendar (Tentative):

- Financial reporting for the quarter ended 30th June, 2016	Aug/ Sept, 2016
- Financial reporting for the quarter ending 30th September, 2016	Nov/ Dec, 2016
- Financial reporting for the quarter ending 31st December, 2016	Jan/ Feb, 2017
- Financial reporting for the quarter/year ending 31st March, 2017	April/ May, 2017

Listing on Stock Exchanges:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fee for the year 2016-17 has been paid to both Stock Exchanges.

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

ISIN for equity shares: INE 271B01025

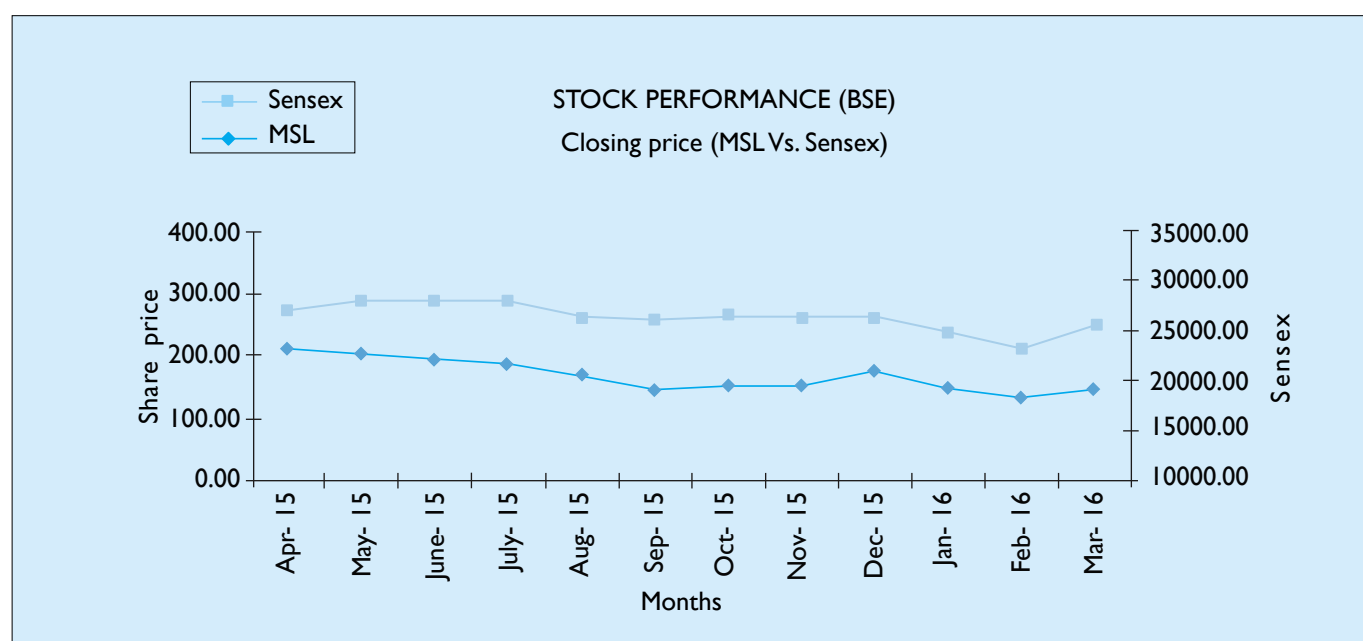


Stock Market Data

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

Month	MSL BSE Price (₹)		BSE Sensex	
	High	Low	High	Low
April, 2015	221.75	193.30	29,094.61	26,897.54
May, 2015	223.90	198.20	28,071.16	26,423.99
June, 2015	208.00	186.10	27,968.75	26,307.07
July, 2015	201.80	177.00	28,578.33	27,416.39
Aug, 2015	214.90	140.40	28,417.59	25,298.42
Sept, 2015	166.50	138.50	26,471.82	24,833.54
Oct, 2015	167.90	141.00	27,618.14	26,168.71
Nov, 2015	158.70	144.05	26,824.30	25,451.42
Dec, 2015	181.00	153.00	26,256.42	24,867.73
Jan, 2016	178.50	141.50	26,197.27	23,839.76
Feb, 2016	152.00	131.10	25,002.32	22,494.61
Mar, 2016	150.00	132.00	25,479.62	23,133.18

Share performance chart



Distribution of shareholding as on 31st March, 2016

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	24094	92.37	3,527,546	5.27
501 to 1000	1194	4.57	948,566	1.42
1001 to 10000	680	2.61	1,851,218	2.76
10001 to 100000	77	0.29	2,176,648	3.25
100001 to 500000	18	0.08	3,788,940	5.66
500001 & above	19	0.08	54,706,708	81.64
Total	26,082	100	66,999,626	100

**Shareholding Pattern as on 31st March, 2016**

Category	No. of shares held	% of holding
Promoter & Promoter Group	39,789,514	59.39
Mutual Funds/UTI	3471085	5.18
Financial Institutions/Banks	190,243	0.28
Foreign Portfolio Investors	6,182,551	9.23
Bodies Corporate	65,81,514	9.83
Resident Individuals	9,595,448	14.32
NRIs	469,240	0.70
Trusts	550,191	0.82
Clearing Members	169,840	0.25
Total	66,999,626	100

Dematerialization of Shares

97.87 % of the Paid-up Equity Share Capital of the Company is in dematerialised form as on 31st March, 2016.

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

The Company has no outstanding GDRs/ADRs/Warrants or any other convertible instruments as on 31st March, 2016.

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

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

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

2. Wind Power:

Village Nivkane, Taluka Patan,
District Satara, Maharashtra

3. Solar Power

Pokaran, Distt- Jaisalmer Rajasthan

Registrar and Share Transfer Agents:

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

Share Transfer System:

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

Investor correspondence address

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

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



CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

Maharashtra Seamless Limited

We have examined the compliance of Corporate Governance by Maharashtra Seamless Limited for the year ended on 31st March, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI Regulations and Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

FRN 008396N

R.K. KANODIA

Partner

Membership No. 016121

Place : New Delhi

Dated : 28th July, 2016



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Global Economy

Global economy grew by 3.1% during 2015, which is lower than the growth rate of 3.4% in 2014. Advanced Economies grew by 1.9% in 2015 compared to 1.8% in the previous year, while Emerging and Developing Economies grew by 4.0% in 2015 which was lower than 4.6% in the previous year on account of economic slowdown in China, Brazil and Russia. In the World Economic Outlook, IMF has projected that the global economy would grow by 3.2% in 2016 and further inch higher to 3.5% in 2017.

During the year, all three commodity price indices- Energy, Metal and Agriculture- remained soft due to falling consumption and excess supplies. Oil prices declined in spite of production cuts in US, partially offset by lifting of Iran's sanctions. Metal prices continued to reflect well-supplied markets and weaker demand from major emerging markets.

Indian Economy

The Indian economy has grown by 7.6% in FY16 compared to the 7.2% in the previous fiscal. As per the Central Statistical Organisation the cumulative growth in Index of Industrial Production (IIP) for the FY16 over the corresponding period of the past year, stands at 2.4%. The Consumer Price Index (CPI) during the year FY16 has been moving close to 5.0%, which is the target set by Reserve Bank of India for CPI. Whereas the Wholesale Price Index during the year remained in the negative zone. With CPI well in control and WPI in negative zone, RBI has during FY16, reduced REPO rate by 100bps.

The economic environment in India during the year has remained fundamentally strong. The inflation has broadly been under control and Fiscal and Current Account Deficit within target levels. The reform measures taken by Government coupled with large scale socio-economic initiatives like the Jan Dhan Yojana, Swachh Bharat, Make in India and Digital India are likely to have a tremendous positive impact on Indian economy. The "Startup India" action and Atal Innovation Mission have been started to promote entrepreneurial culture.

During the year, the Central Government has remained focused on strengthening the revival in the economy. It has started to increase its investment in infrastructure and reduce wasteful expenditures. India is currently one of the fastest growing global economies as per the IMF's estimates which is expected to further gain momentum over the coming years. The year also experienced improved tax collections and lowering the subsidy bill which kept the budget deficit under check.

Going forward, the Indian economy is poised to grow further from the current level on the back of new reforms initiated by the Government, increased investment from global financial institutions, lower oil prices and bigger infrastructure funding. The likely introduction of GST, which will replace state indirect taxes, is also expected to augment GDP growth in the long run. Currently the manufacturing sector in India contributes 15% of GDP. The Government of India under its "Make in India" initiative is trying to boost the contribution of manufacturing sector and aims to take it to 25%. Experts' view is that Indian Economy is expected to grow by 7.75% during FY17.

Review of operations and Business Outlook

Summary of Performance

(₹ In Lakhs)

Particulars	2015-16	2014-15
Revenue from Operations	1019.17	1355.16
Profit before tax	66.43	159.62
Profit after tax and adjustments	39.17	122.56

The year under review has been one of the most difficult years. The biggest problem for domestic industry is imports from China PR at very low prices. The Government imposed Safeguard duty for 30 months but it failed to protect the interest of domestic players as steep fall in global steel prices. The prices of Seamless pipes were under severe stress due to cheap imports, particularly from China PR.

The Company incurred loss on Inventory on account of steep fall in prices of its Raw material. Besides the above, the operations of the company were also impacted from the unfortunate fire at its Electric substation due to lightening. The same has been reflected in the company's performance of the year.

Empathizing with the serious plight of the domestic industry, The Government of India, Ministry of Finance, vide notification No. 18/2016 dated 18th May 2016 imposed the long awaited Anti-Dumping duties on the import of SEAMLESS PIPES & TUBES into India from China PR.



With this imposition, the pricing scenario is expected to improve as domestic producers who were earlier selling at a distress will work to strengthen their performance with intense focus on increasing cash flows, improving operational efficiency, optimizing supply chains, and right-sizing their operations. With prices expected to go up gradually, an improvement in margins is anticipated which should help revive the industry.

The timely action of imposition of the Anti-dumping duties will aid in the faster recovery of domestic producers and would work substantially towards contributing to the success of the 'Make in India' campaign of the Hon'ble Prime Minister.

The Government of India is strongly focused on infrastructure development to boost economic growth. The Annual growth is expected to be 7.7%-8.0% in 2016-17 backed by a stable Government, higher business confidence and optimism of better governance. There are some signs of recovery in the overall economy

Infrastructure being a key driver of the economy is a major force for propelling India's overall development. Implementation of initiatives of the Government in Ports, Power, Oil and Gas, Electrification of all villages, Water and Waste Management, adopting Euro VI norms at all Refineries, Namami Gange and Smart Cities would help the industry to register growth at a faster pace.

Oil prices are gaining some support and momentum in the International market and are approaching USD 50 barrier which is providing the much needed impetus to the subdued sentiments in Pipe Industry. While Oil prices are recovering, OCTG is unlikely to see a sharp turnaround as the rig count in USA continue to fall and is likely to fall below 400 rig threshold.

Without doubt during FY 16, the Company had been hit by dumping of Chinese Pipes all around the world at unbelievable prices coupled with pressure on oil pricing, dwindling demand and huge stockpile of Inventories in all major global economies. However despite this, the Company had been able to add 9 new countries in its portfolio of exporting countries coupled with execution of prestigious projects of global importance.

Market demand in Middle East region is stable and four major drillers in GCC combined have exhibited an increase in number of rigs by more than 30% between Jan 2014 to April 2016 which remains a huge opportunity to tap in coming months.

We firmly believe that fast consumption of Inventories coupled with continuous and consistent support on oil prices would enable the operators to resume activities on the inactive rigs and also plan for their drilling investments (both short and long term) thereby providing the much needed thrust to Pipe industry.

The Company expects further improvements in coming years through focus on various measures to improve productivity, efficiency and cost cutting exercise and also exploring new markets.

Human Resources/Employee Relations

Employees are the most valuable asset and your Company, which places the engagement, development and retention of talent as its highest priority, to enable achievement of organisational vision. Your Company is committed to the welfare and career growth of its employees. The Company continues to invest in its human capital regularly with an aim to enhance organisation and individual capabilities to make them effective and efficient in the short run and long run.

The Company is driving the learning and development agenda through a mix of in-house and external learning interventions in the functional, behavioral and cross functional areas. Select employees are encouraged to attend management development programs conducted by renowned institutes across the country and best practices learnt are being implemented in the Company. A unique knowledge sharing platform has been developed to share the knowledge amongst the colleague through short duration learning interventions. The Company has robust performance and talent management system which is progressive and totally aligned to the organisation's and employee's needs.

Pursuant to the legislation "Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013", the Company has framed a Policy on Prevention of Sexual Harassment at Workplace. Internal Complaints Committee (ICC) has been set up to redress complaints to be received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company's management firmly believes that a strong and stable industrial relation is essential for success of any organisation. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual co-operation, confidence and respect duly recognizing the rights of the workers. A very rigorous labour law compliance mechanism is in place to help us run our businesses in the most ethical manner. As on 31st March 2016, the Company had 1143 employees.

Whistle Blower Policy / Vigil Mechanism

The Company has a Whistle Blower Policy which enables its Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and provides safeguards against victimisation of Director(s)/employee(s), to avail of the mechanism. The Policy has been appropriately communicated to the employees within the organisation and posted on the website of the Company.



Risks and Concerns

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

Internal Financial Control Systems

The Company has comprehensive internal financial control system for all major processes to ensure reliability of reporting. The system also helps management to have timely data/ feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial control system of the Company is commensurate with the size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement. The Company has appointed an Audit Firm as an Internal Auditor, which is given a Audit Programme approved by Audit Committee at the beginning of the financial year. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. The Audit Committee reviews the observations of the Internal Audit critically. The composition and working of the Audit Committee forms part of the Corporate Governance Report.

Environment, Health and Safety

The Company believes that a clean environment in and around the work place fosters health and prosperity for individuals, groups and the community they belong to. We ensure that best environment engineering controls are adopted in the factories. These controls aim in preventing accidents, environment pollution and health hazards. The Pollution control equipments installed in our Plants ensure achievement of internationally acclaimed practices which are recommended to be followed elsewhere in the world. The Company's policies give highest priority to safety, both occupational and general health of employees, and on environment protection.

Green Energy – Wind and Solar Energy

The Company has 7 MW Wind Power Capacity in Maharashtra and 5 MW Solar Power Capacity in Rajasthan. Company has generated 161.51 Lakhs electrical units during the year under review as compared to 168.49 Lakhs electrical units in the previous year. This works out to 29 % of the Company's power consumption. The Company has also won through competitive bidding 20 MW of Solar power capacity in Rajasthan, which will be set up in the current financial year.

INDEPENDENT AUDITORS' REPORT

To the Members of Maharashtra Seamless Limited

1) Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of Maharashtra Seamless Limited ("the Company") which comprise the Balance Sheet as at March 31st, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of 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.

3) 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, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder, and the order under section 143(11) of the Act.

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

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

4) Emphasis of Matter

We draw attention to note no. 2.41(ii & iii) to the Financial Statements, relating to Company has given interest free loan to Jindal Premium Connection Pvt. Limited, Gondkhari Coal Mining Limited and Maharashtra Seamless Ltd Employees Welfare Trust which had been formed with the sole objective of employee welfare respectively, Further, we draw attention to note no. 2.35 regarding non-availability of financial statements of M/s Gondkhari Coal Mining Limited (a JV entity) for F.Y 2015-16 and impaired ability to continue as Joint Venture due to cancellation of coal block by Supreme Court Judgement, we are unable to report information as per requirement of Accounting Standard - 27."

5) 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 March 31st, 2016, and its Profit and its Cash Flow for the year ended on that date.

6) Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" 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 purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as 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 written representations received from the directors as on March 31st, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2016 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".
- 7) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.;
 - ii. The Company did not have any long – term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

R.K.Kanodia

Partner

Place : Delhi

Date : 26th May, 2016

Membership no.: 016121

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph I under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31st, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) In respect of loans, secured or unsecured, granted by the Company to the other parties covered in the register maintained under section 189 of the Companies Act, 2013:
 - (a) The Company has granted loans to eight companies. The maximum amount involved during the year was ₹ 42,419 lakhs the year-end balance of loan granted to such companies was ₹ 31,675 lakhs.
 - (b) In respect of loans granted by the company the interest payments are regular except refer note no. 2.41(ii & iii) to the financial statements and the principal amounts are being received/renewed on the due dates.
 - (c) There is no overdue amount in respect of the above loans.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of grant of loans, making investments, provide guarantees and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits are not applicable to the Company.
- 6) We have broadly reviewed the cost records maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records, u/s 148(1) of the Companies Act, 2013 and are of opinion that prima facie the prescribed records and accounts have been maintained by the company. However, we have not made a detailed examination of these records to verify whether they are accurate or complete.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31st, 2016 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanations given to us, details of dues of income tax, Sales tax, Custom Duty, Wealth Tax, Excise Duty and Cess which have not been deposited as on March 31st, 2016 on account of any dispute are given below:

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount (₹ in lakhs)
Sales Tax	Demand for Sales Tax	Maharashtra Sales Tax Authority (Appellate Tribunal)	2001-2002	4.65
Excise Duty	Demand For Excise Duty	CESTAT	2002-03	0.37
		CESTAT	2005-08	138.75
		CESTAT	2007-09	28.12
		CESTAT	2005-07	11.22
		CESTAT	2006-07	11.68
		CESTAT	2004-08	36.49
		CESTAT	2007-08	2.18
		CESTAT	2007-08	4.32
		CESTAT	2007-08	1.31
		CESTAT	2008-09	34.35
		COMM (A)	1999-00	5.71
		COMM (A)	2009-10	0.06
		COMM (A)	1998-00	12.99
		High Court	2005-07	3.46
		High Court	2006-07	4.25
Income Tax	Demand for Income Tax	Commissioner Appeal	2009-2010	4.53
			2010-2011	4.92
				428.93

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- 14) In our opinion and according to information and explanations available to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or directors of its holding, subsidiary or associate company or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

R.K.Kanodia

Partner

Place : Delhi

Date : 26th May, 2016

Membership no.: 016121

“Annexure B” to the Independent Auditor’s Report
of even date on the Standalone Financial Statements of Maharashtra Seamless Limited

1) Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date:

We have audited the internal financial controls over financial reporting of Maharashtra Seamless Limited (“the Company”) as of March 31st, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

2) Management’s Responsibility for Internal Financial Controls

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

3) Auditors’ Responsibility

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

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

4) Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

5) Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

6) Opinion

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

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

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

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

R.K.Kanodia

Partner

Membership no.: 016121

Place : Delhi

Date : 26th May, 2016

FINANCIAL STATEMENTS


BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2.1	3,349.98	3,349.98
(b) Reserves and Surplus	2.2	274,770.18	276,854.67
		<u>278,120.16</u>	<u>280,204.65</u>
2 Non - Current Liabilities			
(a) Long - Term Borrowings	2.3	-	79.28
(b) Deferred Tax Liabilities (Net)	2.4	8,812.94	8,063.53
(c) Other Long - Term Liabilities	2.5	3,096.97	4,021.59
		<u>11,909.91</u>	<u>12,164.40</u>
3 Current Liabilities			
(a) Short - Term Borrowings	2.6	693.48	3.36
(b) Trade Payables	2.7	13,200.71	6,608.75
(c) Other Current Liabilities	2.8	6,450.84	8,790.39
(d) Short - Term Provisions	2.9	1,104.21	1,789.92
		<u>21,449.24</u>	<u>17,192.42</u>
TOTAL		<u>311,479.31</u>	<u>309,561.47</u>
II. ASSETS			
1 Non - Current Assets			
(a) Fixed Assets	2.10		
(i) Tangible Assets		61,323.46	62,620.03
(ii) Intangible Assets		21.22	32.50
(iii) Revalued Assets		49,690.01	53,779.00
(iv) Capital Work - in - Progress		3,097.36	3,331.03
(v) Silver Coins in Hand		1.73	1.64
(b) Non - Current Investments	2.11	26,563.38	30,973.38
(c) Long - Term Loans and Advances	2.12	4,621.00	4,637.03
		<u>145,318.16</u>	<u>155,374.61</u>
2 Current Assets			
(a) Current Investments	2.11	36,390.65	31,072.31
(b) Inventories	2.13	49,558.68	48,952.36
(c) Trade Receivables	2.14	26,499.40	29,791.93
(d) Cash and Cash Equivalents	2.15	829.29	1,565.08
(e) Short - Term Loans and Advances	2.16	51,413.09	40,743.46
(f) Other Current Assets	2.17	1,470.04	2,061.72
		<u>166,161.15</u>	<u>154,186.86</u>
TOTAL		<u>311,479.31</u>	<u>309,561.47</u>

Significant Accounting Policies and
Notes on Financial Statements

I-2.49

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

ASHOK SONI
CFO

R.K. KANODIA
Partner
Membership No. 016121

D.C. GUPTA
VP & Company Secretary

Place : Gurgaon
Dated : 26th May, 2016

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

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

S.P. RAJ
Wholetime Director


STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
I Revenue From Operations	2.18	101,916.62	135,516.46
II Other Income	2.19	6,463.46	8,281.31
III Total Revenue (I + II)		108,380.08	143,797.77
IV Expenses:			
Cost of Materials Consumed	2.20	70,022.07	98,746.95
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	2.21	4,240.31	(4,014.89)
Employee Benefits Expense	2.22	4,531.54	4,225.74
Finance Costs	2.23	249.80	359.46
Depreciation and Amortization Expense	2.10	2,866.31	2,924.03
Other Expenses	2.24	19,826.66	25,594.36
Total Expenses		101,736.69	127,835.65
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		6,643.39	15,962.12
VI Exceptional Items		-	-
VII Profit Before Extraordinary Items and Tax (V - VI)		6,643.39	15,962.12
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII- VIII)		6,643.39	15,962.12
X Tax Expenses:			
(a) Current Tax		1,376.00	3,340.00
(b) Deferred Tax		749.41	754.92
(c) MAT Credit		(6.41)	(389.00)
(d) Earlier Years		607.67	-
XI Profit for the Year (IX - X)		3,916.72	12,256.20
XII Earnings Per Equity Share (Par value ₹ 5/-)			
(1) Basic		5.85	18.28
(2) Diluted		5.85	18.28

Significant Accounting Policies and
Notes on Financial Statements

I-2.49

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

R.K. KANODIA
Partner
Membership No. 016121

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

Place : Gurgaon
Dated : 26th May, 2016

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Directors

S.P. RAJ
Wholetime Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
A. Cash Flow from Operating Activities		
Net Profit Before Extraordinary Items and Tax	6,643.39	15,962.12
Adjustments for :		
Depreciation and Amortisation	2,866.31	2,924.03
(Profit) / Loss on Sale / Write off of Assets (Net)	4.85	(29.56)
Finance Costs	199.54	309.03
Interest Income	(1,953.81)	(2,349.10)
Dividend Income	(340.78)	(25.62)
Net Gain on Sale of Investments	(1,768.18)	(4,183.04)
Rental Income	(59.84)	(67.19)
Cash Flow from Operating Activities before Working Capital Changes	5,591.48	12,540.67
Changes in Working Capital :		
Adjustments for (Increase) / Decrease in Operating Assets :		
Inventories	(606.32)	(5,431.18)
Trade Receivables and Other Receivables	2,126.70	2,033.75
Short - Term Loans and Advances	(9,464.55)	(8,234.80)
Long - Term Loans and Advances	33.32	4,284.16
Adjustments for Increase / (Decrease) in Operating Liabilities :		
Trade Payables and Other Liabilities	4,658.72	(6,643.88)
Cash Flow from Operating Activities after Working Capital Changes	2,339.35	(1,451.28)
Cash Flow from Extraordinary Items	-	-
Cash Generated from Operations	2,339.35	(1,451.28)
Net Income Tax (Paid) / Refunds	(1,334.78)	(3,440.17)
Net Cash Flow from / (used in) Operating Activities (A)	1,004.57	(4,891.45)
B. Cash Flow from Investing Activities		
Capital Expenditure on Fixed Assets	(1,383.52)	(2,384.62)
Proceeds from Sale of Fixed Assets	53.79	38.82
Current Investments :		
- Purchased	(20,028.26)	(30,305.64)
- Proceeds from Sale	21,013.46	41,543.12
Purchase of Long - Term Investments :		
- Subsidiaries	-	(0.80)
- Others	(751.65)	-
Proceeds from Sale of Long - Term Investments :		
- Others	626.29	680.87
Interest Received	1,950.23	2,294.94
Dividend Received	340.78	25.62
Rental Income	59.84	67.19
Net Cash Flow from / (used in) Investing Activities (B)	1,880.96	11,959.50

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
C. Cash Flow from Financing Activities		
Proceeds / (Repayment) of Long - Term Borrowings	(79.28)	25.07
Buy Back of Equity Shares	-	(2,767.85)
Proceeds / (Repayment) of other Short - Term Borrowings	690.12	(693.55)
Finance Costs	(199.54)	(309.03)
Dividend Paid	(3,350.64)	(4,000.96)
Tax on Dividend	(681.98)	(683.20)
Net Cash Flow from / (used in) Financing Activities (C)	(3,621.32)	(8,429.52)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(735.79)	(1,361.47)
Cash and Cash Equivalents at the Beginning of the Year	1,565.08	2,926.55
Cash and Cash Equivalents at the End of the Year	829.29	1,565.08

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

R.K. KANODIA
Partner
Membership No. 016121

Place : Gurgaon
Dated : 26th May, 2016

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

U.C. AGARWAL
P.N.VIJAY

ROMA KUMAR
Directors

S.P. RAJ
Wholetime Director

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

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

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

b) Use of Estimates

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

c) Revenue Recognition

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

d) Government Grants, Subsidy and Export Incentive

Government grants and subsidies are recognised only when there is reasonable assurance that the conditions attached to them will be complied with and grants / subsidies will be received. Capital Grants received from Government agencies for the Project Capital Subsidy are credited to Capital Reserve.

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

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

Tangible Fixed Assets other than those, which have been revalued, are stated at cost of acquisition, construction, net of accumulated depreciation and accumulated Impairment losses, if any. The cost comprises purchase price and borrowing costs. If capitalization criteria are met, the cost of replacing part of the fixed assets and directly attributable cost of bringing the asset to its working condition for the intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately, this applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major overhauling is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Tangible Fixed Assets, which have been revalued, are stated at the revalued figures, on the basis of revaluation report of Approved Valuer, less depreciation.

ii) Depreciation & Amortisation

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

iii) Expenditure during construction period

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

iv) Impairment of Assets

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

v) Intangible Assets

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

f) Investments

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

**g) Inventories**

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

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

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

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

Scrap is valued at net realisable value.

h) Employee Benefits

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

i) Foreign Currency Transactions

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

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

Non-monetary items are carried at cost.

j) Borrowing Cost

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

k) Income-Tax

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

l) Financial Derivatives Transactions

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

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

m) Events occurring after the Balance Sheet Date

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

n) Provisions, Contingent Liabilities and Contingent Assets

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

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

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



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)
NOTE : 2.1				
SHARE CAPITAL				
a) Authorised Share Capital				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	80,000,000	4,000.00	80,000,000	4,000.00
Add : Additions during the year	-	-	-	-
Less : Reduction during the year	-	-	-	-
At the End of the Year	80,000,000	4,000.00	80,000,000	4,000.00
Preference Shares (Par value ₹ 10/-)				
At the Beginning of the Year	20,000,000	2,000.00	20,000,000	2,000.00
Add : Additions during the year	-	-	-	-
Less : Reduction during the year	-	-	-	-
At the End of the Year	20,000,000	2,000.00	20,000,000	2,000.00
b) Issued, Subscribed and Paid up				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	66,999,626	3,349.98	68,283,124	3,414.15
Add : Additions during the year	-	-	-	-
Less : Reduction during the year on account of buy back	-	-	1,283,498	64.17
At the End of the Year	66,999,626	3,349.98	66,999,626	3,349.98

Terms / Rights attached to Equity Share

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

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

The Board of Directors, in their meeting on 26th May 2016, proposed a dividend of ₹ 2.50 per Equity Share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended 31st March, 2016 amounted to ₹ 2,015.98 lakhs including corporate dividend tax of ₹ 340.99 lakhs. The dividend pay-out is calculated on 66,999,626 no. of shares to the member whose name appear in the register of member as on 26th May, 2016.

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



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
c) List of shareholders holding more than 5% shares :				
Franklin Templeton Investment Funds	4,144,043	6.19	4,138,822	6.18
Global Jindal Fin-Invest Ltd.	5,424,944	8.10	5,424,944	8.10
Brahmadev Holding & Trading Ltd.	5,758,992	8.60	5,758,992	8.60
Stable Trading Company Ltd.	11,277,044	16.83	11,277,044	16.83
Odd & Even Trades & Finance Ltd.	11,690,000	17.45	11,690,000	17.45

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

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

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

Pursuant to the approval of the Board of Directors of the company, for buy back of Equity Shares U/s 77A of the Companies Act, 1956, during the year company has bought Nil (Previous Year 1,283,498) Equity Shares and extinguished the same. Consequently a sum of ₹ Nil (Previous Year ₹ 64.17 lakhs) has been reduced from Share Capital & ₹ Nil (Previous Year ₹ 2,703.68 lakhs) has been reduced from Securities Premium Account.

Capital Redemption Reserve has been created of ₹ Nil (Previous Year ₹ 64.17 lakhs) being nominal value of shares bought back U/s 77A of the Companies Act, 1956.

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.2		
RESERVES & SURPLUS		
Capital Redemption Reserve :		
As per Last Balance Sheet	1,617.81	1,553.64
Add : Transferred from Profit & Loss A/c on buy back of Equity Shares	-	64.17
	<u>1,617.81</u>	<u>1,617.81</u>
Securities Premium :		
As per Last Balance Sheet	25,827.24	28,530.92
Less : On buy back of Equity Shares	-	2,703.68
	<u>25,827.24</u>	<u>25,827.24</u>
Capital Investment Subsidy	25.00	25.00
Capital Reserve :		
As per Last Balance Sheet	166.53	30.08
Add : During the Year	<u>103.76</u>	<u>136.45</u>
	<u>270.29</u>	<u>166.53</u>



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
General Reserve :		
As per Last Balance Sheet	170,694.37	168,598.43
Less : Depreciation as per Companies Act, 2013	-	404.06
Add : Transferred from Profit & Loss A/c	500.00	2,500.00
	<u>171,194.37</u>	<u>170,694.37</u>
Profit and Loss Account :		
As per Last Balance Sheet	24,744.72	19,084.65
Add : Profit for the Year	3,916.72	12,256.20
Less : Transfer to Capital Redemption Reserve on buy back of Equity Shares	-	64.17
Less : Transfer to General Reserve	500.00	2,500.00
Less : Proposed Dividend on Equity Shares	1,674.99	3,349.98
Less : Tax on Proposed Dividend	340.99	681.98
	<u>26,145.46</u>	<u>24,744.72</u>
Revaluation Reserve :		
As per Last Balance Sheet	53,779.00	57,873.55
Less : Sale of Revalued Assets	-	5.56
Less : Depreciation on Revalued Assets	4,088.99	4,088.99
	<u>49,690.01</u>	<u>53,779.00</u>
	<u>274,770.18</u>	<u>276,854.67</u>

NOTE : 2.3

LONG - TERM BORROWINGS

Unsecured

- From other parties	-	79.28
	<u>-</u>	<u>79.28</u>

NOTE : 2.4

DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities

	As At 31.03.2015 (₹ in lakhs)	During the Year (₹ in lakhs)	As At 31.03.2016 (₹ in lakhs)
Fixed Assets	9,896.97	712.94	10,609.91
Deferred Tax Assets			
Others	1,833.44	(36.47)	1,796.97
	<u>8,063.53</u>	<u>749.41</u>	<u>8,812.94</u>



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.5		
OTHER LONG - TERM LIABILITIES		
Deferred Sales Tax	3,096.97	4,021.59
	<u>3,096.97</u>	<u>4,021.59</u>
NOTE : 2.6		
SHORT - TERM BORROWINGS		
Unsecured		
- Loans repayable on demand from Banks	693.48	3.36
	<u>693.48</u>	<u>3.36</u>
NOTE : 2.7		
TRADE PAYABLES		
Micro , Small & Medium Enterprises (Refer Note No. 2.32)	8.89	8.84
Creditors	13,191.82	6,599.91
	<u>13,200.71</u>	<u>6,608.75</u>
NOTE : 2.8		
OTHER CURRENT LIABILITIES		
Current Maturity of Long - Term Borrowings	-	30.95
Current Maturity of Other Long - Term Liabilities	924.62	930.43
Statutory Dues	1,811.29	2,133.92
Payable to Employees	681.12	646.87
Security Deposit	163.62	166.88
Advance from Customers	551.91	546.42
Unpaid Dividend	302.30	302.96
Proposed Dividend	1,674.99	3,349.98
Tax on Proposed Dividend	340.99	681.98
	<u>6,450.84</u>	<u>8,790.39</u>
NOTE : 2.9		
SHORT - TERM PROVISIONS		
Provision for Expenses	1,104.21	1,789.92
	<u>1,104.21</u>	<u>1,789.92</u>



NOTES ON FINANCIAL STATEMENTS

NOTE : 2.10

FIXED ASSETS

(₹ in lakhs)

Description	Gross Block (At Cost)				Depreciation				Net Block	
	As At 01.04.2015	Additions	Sales/ Adjustments	As At 31.03.2016	As At 31.03.2015	For The Year	Sales/ Adjustments	Upto 31.03.2016	As At 31.03.2016	As At 31.03.2015
Tangible Assets:										
Freehold - Land	718.27	189.58	-	907.85	-	-	-	-	907.85	718.27
Leasehold - Land	1,023.64	-	-	1,023.64	-	-	-	-	1,023.64	1,023.64
Land Site & Development	1,605.50	-	-	1,605.50	-	-	-	-	1,605.50	1,605.50
Shed & Building	18,275.78	-	-	18,275.78	3,583.88	481.48	-	4,065.36	14,210.42	14,691.90
Plant & Machinery	66,827.77	1,277.89	-	68,105.66	23,119.34	2,124.64	-	25,243.98	42,861.68	43,708.43
Office Equipment	498.29	63.72	-	562.01	401.01	37.33	-	438.34	123.67	97.28
Computer	460.69	31.04	-	491.73	411.10	26.45	-	437.55	54.18	49.59
Furniture & Fixtures	658.77	14.06	3.02	669.81	308.99	81.18	0.81	389.36	280.45	349.78
Vehicles	1,018.91	40.81	219.01	840.71	643.27	103.95	162.58	584.64	256.07	375.64
Total (A)	91,087.62	1,617.10	222.03	92,482.69	28,467.59	2,855.03	163.39	31,159.23	61,323.46	62,620.03
Previous Year	90,296.46	804.35	13.19	91,087.62	25,162.29	3,309.22	3.92	28,467.59	62,620.03	65,134.17
Intangible Assets:										
Software	251.06	-	-	251.06	218.56	11.28	-	229.84	21.22	32.50
Total (B)	251.06	-	-	251.06	218.56	11.28	-	229.84	21.22	32.50
Previous Year	246.31	4.75	-	251.06	199.69	18.87	-	218.56	32.50	46.62
Tangible Assets on account of Revaluation:										
Freehold - Land	3,834.83	-	-	3,834.83	-	-	-	-	3,834.83	3,834.83
Shed & Building	19,847.03	-	-	19,847.03	2,690.68	448.45	-	3,139.13	16,707.90	17,156.35
Plant & Machinery	54,631.08	-	-	54,631.08	21,843.26	3,640.54	-	25,483.80	29,147.28	32,787.82
Total (C)	78,312.94	-	-	78,312.94	24,533.94	4,088.99	-	28,622.93	49,690.01	53,779.00
Previous Year	78,318.50	-	5.56	78,312.94	20,444.95	4,088.99	-	24,533.94	53,779.00	57,873.55
Total (A+B+C)	169,651.62	1,617.10	222.03	171,046.69	53,220.09	6,955.30	163.39	60,012.00	111,034.69	116,431.53
Previous Year	168,861.27	809.10	18.75	169,651.62	45,806.93	7,417.08	3.92	53,220.09	116,431.53	123,054.34
Capital Work - in - Progress										
Land	43.82	-	8.82	35.00	-	-	-	-	35.00	43.82
Shed & Building	741.25	774.17	-	1,515.42	-	-	-	-	1,515.42	741.25
Plant & Machinery	2,491.62	255.41	1,253.34	1,493.69	-	-	-	-	1,493.69	2,491.62
Preoperative Expenses	24.54	8.00	24.54	8.00	-	-	-	-	8.00	24.54
Others	29.80	15.45	-	45.25	-	-	-	-	45.25	29.80
Total (D)	3,331.03	1,053.03	1,286.70	3,097.36	-	-	-	-	3,097.36	3,331.03
Previous Year	1,755.62	2,006.06	430.65	3,331.03	-	-	-	-	3,331.03	1,755.62
Current Year (A+B+C+D)									114,132.05	119,762.56
Previous Year									119,762.56	124,809.96

Management based on the internal and technical evaluation has reassessed the useful life of assets primarily consisting of Plant and Machinery for component accounting approach and believe that depreciation rate presently used as per schedule - II fairly reflects estimated useful life and residual value of fixed assets.



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
Note : 2.11				
INVESTEMENTS				
(Fully paid up unless otherwise specified)				
I. Non - Current				
A. Trade				
Un-Quoted				
Equity Shares of Subsidiary Company				
USD 1/- each Maharashtra Seamless (Singapore) Pte. Ltd.	3,150,000	1,661.05	3,150,000	1,661.05
Equity Shares of Associate Company				
₹ 10/- each of Jindal Premium Connections Pvt. Ltd.	4,389,095	438.91	4,389,095	438.91
B. Non- Trade				
Un-Quoted				
Equity Shares of Subsidiary Companies				
₹ 10/- each of Maharashtra Seamless Finance Ltd.	2,500,000	250.00	2,500,000	250.00
USD 1/- each of Discovery Oil And Mines Pte. Ltd.	2,000,000	118.55	2,000,000	118.55
AED 1000/- each Internovia Natural Resources FZ LLC	5	0.80	5	0.80
Equity Shares of Associate Company				
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd. (refer note no. 2.26)	4,500,000	2,225.81	4,500,000	2,225.81
Equity Shares of Joint Venture Companies				
USD 1/- each of Dev Drilling (Singapore) Pte. Ltd.	1,250,000	674.28	1,250,000	674.28
₹ 10/- each of Gondkhari Coal Mining Ltd.	15,150	1.52	15,150	1.52
Debentures				
₹ 2,500,000/- each of 18.65% NCD 05NV14 Tricone Projects India Ltd.		175.56		400.00
₹ 5,000,000/- each of 18.65% NCD 03JL15 Antarctica Properties Company Ltd.	-	-	4	200.00
Bonds				
₹ 1,000,000/- each of 10.30% Yes Bank Bonds	10	100.00	10	100.00
₹ 1,000/- each of 7.18% IRFC Bonds	75,000	751.65	-	-
Others				
Religare Credit Opportunities Fund Scheme I (RCOF)		1,426.93		1,500.00
Equity Shares				
Quoted				
Equity Shares				
₹ 10/- each of Coal India Ltd.	15,016	55.85	15,016	55.85
₹ 10/- each of Electro Steels Ltd.	22,300,000	1,397.27	22,300,000	1,397.27
₹ 5/- each of ISMT Ltd.	1,445,000	501.19	1,445,000	501.19
₹ 10/- each of Jindal South West Holding Ltd.	14,923	145.93	14,923	145.93


NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
₹ 10/- each of JSW Steel Ltd.	-	-	15,000	118.07
₹ 10/- each of JSW Energy Ltd.	194,875	101.22	194,875	101.22
₹ 10/- each of Videocon Industries Ltd.	46,018	88.53	46,018	88.53
₹ 10/- each of Monnet Ispat & Energy Ltd.	499,977	2,009.46	499,977	2,009.46
₹ 5/- each of Welspun Corp Ltd.	35,200	24.34	35,200	24.34
₹ 10/- each of Welspun Enterprises Ltd.*	21,120	34.29	1,760	34.29
Mutual Funds				
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	9,120,176	912.02	9,120,176	912.02
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	35,000,000	3,500.00	35,000,000	3,500.00
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	39,134,312	3,913.43	39,134,312	3,913.43
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	4,550,708	455.07	4,550,708	455.07
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	1,823,021	182.30	1,823,021	182.30
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	39,174,243	3,917.42	39,174,243	3,917.42
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	15,000,000	1,500.00	15,000,000	1,500.00
Kotak FMP Series 106 - Growth	-	-	10,000,000	1,000.00
Kotak FMP Series 107 - Growth	-	-	10,000,000	1,000.00
Kotak FMP Series 136 - Growth	-	-	20,000,000	2,000.00
Kotak FMP Series 137 - Growth	-	-	5,460,656	546.07
		26,563.38		30,973.38

II. CURRENT
Non - Trade
Quoted
Mutual Funds

Baroda Pioneer Liquid Fund - Plan A - Growth	-	-	156,184	2,500.00
Baroda Pioneer Treasury Advantage Fund - Plan A - Growth	55,239	917.22	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	-	-	582,242	1,000.00
Birla Sun Life Floating Rate Fund - Short Term Plan - Growth	722,308	1,378.43	-	-
Franklin India Low Duration Fund - Growth	6,526,222	1,000.00	6,526,222	1,000.00
Franklin India Treasury Management Account - Super Institutional - Growth	251,583	5,300.00	-	-
HDFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	5,011,705	1,278.54	4,910,177	1,160.76
HDFC Gilt Fund Long Term - Growth -	-	-	3,521,462	1,000.00
HDFC Liquid Fund - Growth	39,908	1,100.00	16,954,589	4,650.65


NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
HSBC Ultra Short Term Bond Fund - Growth	6,096,799	750.00	11,008,310	1,350.00
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	-	-	3,636,192	1,000.00
ICICI Prudential Liquid - Regular Plan - Growth	-	-	843,634	1,704.43
IDBI Liquid Fund - Regular - Bonus Plan - Growth	49,766	500.00	49,766	500.00
Kotak FMP Series 106 - Growth	10,000,000	1,000.00	-	-
Kotak FMP Series 107 - Growth	10,000,000	1,000.00	-	-
Kotak FMP Series 136 - Growth	20,000,000	2,000.00	-	-
Kotak FMP Series 137 - Growth	5,460,656	546.07	-	-
Kotak Low Duration Fund - Direct - Growth	23,463	400.00	-	-
Kotak Low Duration Fund Standard - Growth	257,387	4,550.00	-	-
Kotak Treasury Advantage Fund - Growth	-	-	6,829,845	1,500.91
L&T Floating Rate Fund - Growth	2,307,867	266.67	2,307,867	266.67
L&T Triple Ace Bond Fund - Bonus - Original - Growth	1,607,459	200.00	1,607,459	200.00
Principal Debt Opportunities Fund - Conservative Plan - Regular Plan - Growth	-	-	68,542	1,500.00
Reliance Arbitrage Advantage Fund - Monthly Dividend Plan - Dividend Payout	36,477,817	3,817.28	9,588,739	1,000.00
Reliance Liquid Fund - Treasury Plan - Growth	10,214	350.00	17,772	600.00
Reliance Money Manager Fund - Direct - Growth	17,1441	3,300.00	171,441	3,300.00
Religare Invesco Arbitrage Fund - Dividend Payout	20,144,988	2,547.55	-	-
Religare Fixed Maturity Plan - Series XVIII - Plan C (25 Months) - Growth	13,000,000	1,300.00	13,000,000	1,300.00
Religare Invesco Credit Opportunities Fund - Growth	-	-	34,076	500.00
Religare Invesco Ultra Short Term Fund - Bonus	89,800	888.89	89,800	888.89
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	-	-	7,590,040	2,300.00
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	27,563	600.00
UTI Short Term Income Fund - Institutional - Growth	11,476,385	2,000.00	-	-
UTI Gilt Advantage Fund - LTP - Growth	-	-	4,098,005	1,250.00
		36,390.65		31,072.31
Aggregate Value of Quoted Investments		55,128.97		54,474.77
Aggregate Value of Un-Quoted Investments		7,825.06		7,570.92
Market Value of Quoted Investments		58,245.74		54,757.16

*As per scheme of amalgamation company had received twelve equity shares for every one equity share.



NOTES ON FINANCIAL STATEMENTS

As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
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NOTE : 2.12

LONG - TERM LOANS AND ADVANCES

(Unsecured, Considered good)

Capital Advances	2,038.15	1,968.62
Security Deposits	290.14	342.38
Loan to Related Parties (Ref Note No. 2.41)	715.12	715.12
Loan to Other Body Corporates (Ref Note No. 2.41)	1,577.59	1,610.91
	<u>4,621.00</u>	<u>4,637.03</u>

NOTE : 2.13

INVENTORIES

(As Verified Valued and Certified by the Management)

Raw Material including Material in Transit	25,861.01	20,516.71
Finished Goods	13,094.50	15,388.47
Work - in - Process	5,771.19	7,778.13
Scrap	252.50	454.08
Stores & Spares	4,579.48	4,814.97
	<u>49,558.68</u>	<u>48,952.36</u>

NOTE : 2.14

Trade Receivables

(Unsecured, Considered good)

Over six months	2,691.73	1,406.68
Others	23,807.67	28,385.25
	<u>26,499.40</u>	<u>29,791.93</u>

NOTE : 2.15

CASH AND CASH EQUIVALENTS

Cash in hand	13.81	6.98
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Balances with Scheduled Banks

- In Current Accounts	14.47	304.01
- In Unclaimed Dividend Accounts	302.30	302.96
- In Fixed Deposit Account (Maturity within 1 year)	442.60	865.79
- In Fixed Deposit Account	56.11	85.34
	<u>829.29</u>	<u>1,565.08</u>

(Fixed Deposits includes ₹ 359.70 lakhs (Previous Year ₹ 416.58 lakhs) as margin money with appropriate authority).



NOTES ON FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.16		
SHORT - TERM LOANS AND ADVANCES		
Advances recoverable in cash or in kind	7,160.36	5,900.64
Loan to Related Parties (Ref Note No. 2.41)	30,960.30	28,883.17
Loan to Other Body Corporates (Ref Note No. 2.41)	11,478.29	4,090.87
Security Deposit paid	286.83	294.25
Income Tax (Net of Provisions)	1,527.31	1,574.53
	<u>51,413.09</u>	<u>40,743.46</u>
NOTE : 2.17		
OTHER CURRENT ASSETS		
MAT Credit Entitlement	1,342.95	1,938.21
Interest Accrued but not due	127.09	123.51
	<u>1,470.04</u>	<u>2,061.72</u>
	<u>Year Ended 31.03.2016 (₹ in lakhs)</u>	<u>Year Ended 31.03.2015 (₹ in lakhs)</u>
NOTE : 2.18		
REVENUE FROM OPERATIONS		
Sale of Products :		
Manufacturing	108,712.30	140,971.13
Scrap	2,224.44	3,194.81
	<u>110,936.74</u>	<u>144,165.94</u>
Less : Excise Duty	9,414.83	10,088.86
	<u>101,521.91</u>	<u>134,077.08</u>
Export Incentives	323.00	1,403.19
Income from Services	71.71	36.19
	<u>101,916.62</u>	<u>135,516.46</u>
NOTE : 2.19		
OTHER INCOME		
Dividend Received - Non Trade - Non Current	340.78	25.62
Interest Received	1,953.81	2,349.10
Profit on Sale of Non Current Investments (Net) - Non Trade	10.71	247.94
Profit on Sale of Current Investments (Net) - Non Trade	1,757.47	3,935.10
Foreign Exchange Fluctuation (Net)	1,122.13	702.27
Rent Received	59.84	67.19
Non Operating Income	1,218.72	924.53
Profit on Sale of Tangible Fixed Assets (Net)	-	29.56
	<u>6,463.46</u>	<u>8,281.31</u>



NOTES ON FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
NOTE : 2.20		
COST OF MATERIALS CONSUMED		
Opening Stock	20,516.71	10,025.08
Add : Purchases (Including Direct Expenses)	69,564.33	109,238.58
	90,081.04	119,263.66
Less : Closing Stock	20,058.97	20,516.71
	70,022.07	98,746.95
NOTE : 2.21		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK - IN - PROCESS AND STOCK - IN - TRADE		
Closing Stock :		
Finished Goods	13,094.50	15,388.47
Work - in - Process	5,771.19	7,778.13
Scrap	252.50	454.08
	19,118.19	23,620.68
Opening Stock :		
Finished Goods	15,388.47	10,440.53
Work - in - Process	7,778.13	8,309.06
Scrap	454.08	315.02
	23,620.68	19,064.61
Excise Duty on Differential Stock of Finished Goods	(262.18)	541.18
	4,240.31	(4,014.89)
NOTE : 2.22		
EMPLOYEE BENEFITS EXPENSE		
Salary, Wages & Other Allowances	4,298.79	3,977.35
Contribution to PF & Other Funds	172.95	147.63
Staff Welfare Expenses	59.80	100.76
	4,531.54	4,225.74
NOTE : 2.23		
FINANCE COSTS		
Interest Charges	199.54	309.03
Foreign Exchange Fluctuation Loss	4.45	18.81
Bank Charges & Commission	45.81	31.62
	249.80	359.46



NOTES ON FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
NOTE : 2.24		
OTHER EXPENSES		
Manufacturing Expenses :		
Stores & Spares Consumed	5,194.93	4,896.44
Power & Fuel	9,243.51	15,295.37
Water Charges	57.86	56.42
Repair & Maintenance (Plant & Machinery)	550.78	499.96
Repair & Maintenance (Building)	19.62	87.80
Job Work Charges	665.36	604.51
	<u>15,732.06</u>	<u>21,440.50</u>
Administrative Expenses :		
Rent	260.83	261.28
Rates & Taxes	69.30	77.15
Telephone & Communication Expenses	89.05	88.89
Printing & Stationery	21.62	10.15
Travelling & Conveyance:		
- Directors	72.01	72.77
- Others	228.15	287.06
Vehicle Upkeep & Maintenance	160.11	146.66
Directors' Fee	11.65	21.28
Insurance	40.24	56.57
Staff Recruitment & Training Expenses	20.29	6.44
Repair & Maintenance (Others)	197.26	255.50
Legal & Professional Charges	227.77	158.82
Corporate Social Responsibilities	315.00	227.29
Fees & Subscription	56.83	49.47
Electricity Charges	108.77	108.69
Auditors' Remuneration :		
- Audit Fee	10.00	10.00
- Tax Audit Fee	2.00	2.00
- Company Law Matter / Others	2.77	2.59
Internal Audit Fees	11.59	11.36
Cost Audit Fees	1.00	1.00
General Expenses	154.63	137.54
Loss on Sale of Tangible Fixed Assets (Net)	4.85	-
	<u>2,065.72</u>	<u>1,992.51</u>
Selling & Distribution Expenses :		
Tender Fee	8.47	8.85
Advertisement & Business Promotion	268.24	434.42
Freight Outward & Claims (Net)	1,253.09	1,502.03
Commission & Discount	461.75	163.65
Testing & Inspection charges	37.33	52.40
	<u>2,028.88</u>	<u>2,161.35</u>
	<u>19,826.66</u>	<u>25,594.36</u>



NOTES ON FINANCIAL STATEMENTS

2.25 CONTINGENT LIABILITIES

- a) Letter of Credit : ₹ 1,154.51 lakhs (Previous Year ₹ 3,256.95 lakhs)
- b) Guarantees & SBLC: Bank & Others : ₹ 232,959.11 lakhs (Previous Year ₹ 267,913.99 lakhs)
- c) Sales Tax Demand under Appeal : ₹ 4.65 lakhs (Previous Year ₹ 4.65 lakhs)
- d) Income Tax Demand under Appeal : ₹ 438.38 lakhs (Previous Year ₹ 9.45 lakhs)
- e) Excise Duty Demand under Appeal : ₹ 295.25 lakhs (Previous Year ₹ 500.30 lakhs)
- f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.

2.26 The Company had pledged 4,500,000 equity shares of USD 1/- each held in Jindal Pipes (Singapore) Pte. Ltd. in favour of Standard Chartered Bank (Hong Kong) Limited acting as security agent towards loan availed by associate company, Jindal Pipes (Singapore) Pte. Ltd. Further, the Company has also pledged amount invested in mutual fund amounting to ₹ 16,038.89 lakhs in favour of Axis Bank Ltd, Singapore acting as security agent towards loan availed by associate company, Star Drilling Pte. Ltd.

2.27 The Company has imported capital goods under the Export Promotion Capital Goods (EPCG) scheme of the Government of India, at concessional rate of duty against the Legal Undertaking (LUT) to fulfill Exports obligations. The duty saved on such import of capital goods during the year amounting to ₹ 87.58 lakhs (Previous Year ₹ 198.15 lakhs) and for this the company is under an obligation to export goods amounting to ₹ 525.50 lakhs (Previous Year ₹ 1,585.18 lakhs), within a period of eight years, commencing from the date of issue of licenses. The company has, however, fulfilled, the export obligation till date to the extent of ₹ Nil (Previous Year ₹ 1,585.18 lakhs), for which the LUTs are to be discharged.

Pending fulfillment of such future export obligations entails Custom Department a right to enforce the LUT executed by us to the extent of ₹ 525.50 lakhs (Previous Year ₹ Nil).

2.28 Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ 451.19 lakhs (Previous Year ₹ 386.34 lakhs).

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

As per AS -12 & accounting policy followed by the company the amount of such subsidies receivable is considered as Capital Receipt and during the year ₹ 103.76 lakhs is credited to Capital Reserve.

2.30 Tangible Fixed Assets namely Land, Factory Shed & Building and Plant & Machinery acquired upto 31st March 2009 were revalued on 1st April 2009. As a result of revaluation, Revaluation Reserve was created amounting to ₹ 78,323.75 lakhs, and additional depreciation of ₹ 4,088.99 lakhs (Previous Year ₹ 4,088.99 lakhs) provided on increased amount of assets due to revaluation has been adjusted from Revaluation Reserve.

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

2.32 The company owes ₹ 6.83 lakhs (Previous Year ₹ 7.55 lakhs) to Micro and Small Enterprises which are outstanding for more than 45 days as at 31st March, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. The Auditors have relied upon the same.



NOTES ON FINANCIAL STATEMENTS

- 2.33 The Company has incurred an expenditure of ₹ 315.00 lakhs (Previous Year ₹ 227.29 lakhs) towards promoting education, health care, eradication of hunger and malnutrition. These expenditures are covered under various schemes of Corporate Social Responsibility as prescribed under section 135 of Companies Act, 2013.

Gross amount required to be spent during the year ₹ 312 lakhs (approx.)

Amount Spent during the year ₹ 315 lakhs (approx.)

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

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

Name of the Companies	Date of Incorporation	Country of Incorporation	% Ownership Interest	
			As At 31.03.2016	As At 31.03.2015
Gondkhari Coal Mining Ltd.#	26th February, 2010	India	30.30%	30.30%
Dev Drilling Pte. Ltd.	31st January, 2013	Singapore	25.00%	25.00%

The company's share of the Assets and Liabilities as on 31st March, 2016 and share of Income & Expenses for the year ended on that date in respect of Joint Venture Companies (on the basis of their Un-audited statement of accounts) are given below:

Dev Drilling Pte. Ltd.

Particulars	2015-16	2014-15
Company's Share	25.00%	25.00%

(₹ in lakhs)

Assets		
Non - Current Assets	31,062.12	30,896.35
Current Assets	256.94	963.88
Total Assets	31,319.06	31,860.23
Equity and Liabilities		
Share Capital	16,251.56	8,293.28
Reserves & Surplus	(3,368.67)	(259.99)
Non - Current Liabilities	13,100.75	10,640.44
Current Liabilities	5,335.42	13,186.50
Total Equity and Liabilities	31,319.06	31,860.23
Income	12.55	3.61
Expenditure	3,105.69	2.66
Aggregate amount of Contingent Liability - Bank Guarantee	NA	NA
Aggregate amount of Commitment on account of Capital Expenditure remaining to be executed (net of advances)	NA	NA



NOTES ON FINANCIAL STATEMENTS

Gondkhari Coal Mining Ltd.

Particulars	2015-16	2014-15
Company's Share	30.30%	30.30%
(₹ in lakhs)		
Assets		
Non - Current Assets	NA	429.41
Current Assets	NA	15.94
Total Assets	NA	445.35
Equity and Liabilities		
Share Capital	NA	1.52
Reserves & Surplus	NA	(23.52)
Non - Current Liabilities	NA	464.44
Current Liabilities	NA	2.91
Total Equity and Liabilities	NA	445.35
Income	NA	0.95
Expenditure	NA	0.77
Aggregate amount of Contingent Liability - Bank Guarantee	NA	359.69
Aggregate amount of Commitment on account of Capital Expenditure remaining to be executed (net of advances)	NA	NA

Due to non availability of financial statements of Gondkhari Coal Mining Ltd. (J V Entity) for financial year 2015-16 and its impaired ability to continue as Joint Venture due to cancellation of coal block by Hon'ble Supreme Court Judgement, we are unable to report information as per requirement of Accounting Standard - 27.

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

(₹ in lakhs)		
Particulars	As At 31.03.2016	As At 31.03.2015
Amount Brought Forward from Last Year	24.54	42.26
Addition During the Year	8.00	-
Amount Capitalised/ Adjusted During the Year	24.54	17.72
Closing Balance	8.00	24.54
Represented By:		
Legal & Professional Charges	-	9.11
Miscellaneous Expenses	8.00	0.93
Salaries, Wages & Other Allowances	-	13.49
Water & Electricity Charges	-	1.01
Total	8.00	24.54

- 2.37 The foreign exchange fluctuation (net) gain ₹ 1,122.13 lakhs (Previous Year ₹ 702.27 lakhs), as shown in Profit & Loss Account, has been arrived at after considering loss of ₹ 153.79 lakhs (Previous Year ₹ 267.24 lakhs) and gain of ₹ 1,275.92 lakhs (Previous Year ₹ 969.51 lakhs). Further, mark to market gain / (loss) has been recognised by the company of ₹ Nil (Previous Year ₹ Nil) as specified in Accounting Standard 30 "Financial Instruments: Recognition and Measurement" issued by ICAI.



NOTES ON FINANCIAL STATEMENTS

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

Disclosure as per Accounting Standard 15:

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Current Service Cost	99.45	87.97	32.06	30.65
Interest Cost	63.78	55.47	11.22	9.44
Expected return on plan assets	(59.84)	(60.92)	-	-
Actuarial (gain) / loss recognised in the period	(45.92)	(6.58)	(25.49)	(6.54)
Net Cost	57.47	75.94	17.79	33.55

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Fair value of plan assets as at March 31st	737.73	728.15	-	-
Present value of obligation as at March 31st	886.29	828.35	154.81	145.74

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

(₹ in lakhs)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Defined Benefit obligation as at April 1st	828.35	711.21	145.74	120.97
Current Service Cost	99.45	87.97	32.06	30.65
Interest Cost	63.78	55.47	11.22	9.44
Actuarial (gain) / loss on obligation	(46.31)	(6.23)	(25.49)	(6.54)
Benefit paid	(58.98)	(20.07)	(8.72)	(8.78)
Defined Benefit obligation as at March 31st	886.29	828.35	154.81	145.74



NOTES ON FINANCIAL STATEMENTS

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

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2015-16	2014-15
Fair value of plan assets at beginning of the year	728.15	686.94
Expected return on plan assets	59.84	60.92
Actuarial gain / (loss)	(0.40)	0.36
Employer contribution	9.13	-
Benefit paid	(58.99)	(20.07)
Fair value of plan assets at year end	737.73	728.15
Actual Return on plan assets	59.44	61.28

v) Investment details

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2015-16	2014-15
Insurer Managed Funds	737.73	728.15

vi) Actuarial assumptions

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2015-16	2014-15	2015-16	2014-15
Discount rate (per annum)	7.70%	7.80%	7.70%	7.80%
Expected rate of return on plan assets (per annum)	8.00%	9.00%	NA	NA
Rate of escalation in salary (per annum)	8.51%	8.00%	8.00%	8.00%

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

Defined Contribution Plan

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

(₹ in lakhs)

Particulars	2015-16	2014-15
Employer's Contribution to Provident Fund	65.04	56.20
Employer's Contribution to Pension Scheme	107.91	91.43

2.39 Segment Reporting Policies

Identification of Segments

Primary Segment

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

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



NOTES ON FINANCIAL STATEMENTS

Segment Information

Segment Revenues, Results and Other Information :

(₹ in lakhs)

Particulars	Steel Pipes & Tubes	Power - Electricity	Others	Total
Revenue from Operations	100,284 (133,840)	1,633 (1,676)	6,464 (8,282)	108,381 (143,798)
Inter-Segment Sales	- (-)	566 (576)	- (-)	566 (576)
Segment Results	(599) (6,992)	1,028 (1,049)	6,464 (8,282)	6,893 (16,323)
Finance Costs	250 (359)	- (-)	- (-)	250 (359)
Other Un-allocable Expenditure	- (-)	- (-)	- (-)	- (-)
Profit Before Tax	(849) (6,633)	1,028 (1,049)	6,464 (8,280)	6,643 (15,962)
Segment Assets (Including Capital Work- in - Progress, excluding Revaluation)	143,416 (146,509)	10,032 (10,420)	108,311 (98,297)	261,759 (255,226)
Segment Liabilities	22,452 (17,177)	2,918 (3,040)	- (-)	25,370 (20,217)
Un-allocable Liabilities				7,959 (8,583)
Capital Employed				228,430 (226,426)

2.40 Related Parties Disclosures as per Accounting Standard – 18.

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

a) Joint Venture Companies

Gondkhari Coal Mining Ltd.
Dev Drilling Pte. Ltd.

b) Subsidiary Companies

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

c) Step Subsidiary Company*

Internovia Natural Resources FZ LLC

d) Associate Companies

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

e) Common Controlled Entities

Jindal Pipes Ltd.

f) Key Management Personnel

Shri D. P. Jindal
Shri Saket Jindal
Shri S. P. Raj
Shri Ashok Soni
Shri D. C. Gupta

g) Relatives of Key Management Personnel

Smt. Savita Jindal
Shri Raghav Jindal



NOTES ON FINANCIAL STATEMENTS

Smt. Rachna Jindal

Smt. Shruti Raghav Jindal

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

Details of transactions during the year are as follows:

(₹ in lakhs)

	Particulars	2015-16	2014-15
i)	Purchase & Other Services		
	Associate Companies	12.22	193.20
	Relatives of Key Management Personnel	1.40	1.41
	Common Controlled Entities	1,672.24	1,856.18
ii)	Sales & Other Services		
	Joint Venture Companies	-	596.49
	Associate Companies	436.35	212.27
	Common Controlled Entities	1,153.42	748.47
iii)	Investment		
	Subsidiary Companies	-	0.80
iv)	Net Loans/Inter Corporate Deposits given or repaid		
	Joint Venture Companies	2,625.18	-
	Subsidiary Companies	(2,250.93)	9,977.09
	Common Controlled Entities	411.00	2,940.00
v)	Interest & Guarantee Commission received / receivable		
	Joint Venture Companies	201.31	102.69
	Associate Companies	373.03	232.67
	Subsidiary Companies	819.25	781.39
	Common Controlled Entities	170.78	337.97
vi)	Rent Paid		
	Relatives of Key Management Personnel	3.00	3.00
vii)	Remuneration & Others		
	Key Management Personnel	424.87	207.89
	Relatives of Key Management Personnel	-	5.27
viii)	Dividend Paid		
	Key Management Personnel	100.21	104.21
	Relatives of Key Management Personnel	20.89	26.13
ix)	Loans / Inter Corporate Deposits (Maximum Outstanding) *		
	Joint Venture Companies	3,101.84	448.53
	Associate Companies	2,953.07	2,801.51
	Subsidiary Companies	23,966.08	34,686.41
	Common Controlled Entities	3,214.73	4,503.56
x)	Guarantees & Collateral Securities (Outstanding)		
	Joint Venture Companies	69,649.55	92,634.38
	Associate Companies	108,564.33	118,922.52
	Subsidiary Companies	46,831.03	46,035.53
xi)	Balance Payable at the year end		
	Relatives of Key Management Personnel	0.29	0.59
xii)	Balance Receivable (including loans if any) at the year end *		
	Joint Venture Companies	3,304.89	449.50
	Associate Companies	3,949.35	3,548.88
	Subsidiary Companies	25,025.95	25,774.86
	Common Controlled Entities	1,413.93	611.67

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

* Includes effect of change in foreign exchange translation.



NOTES ON FINANCIAL STATEMENTS

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

- i) Investments made are given under investment note no. 2.11
- ii) Loan and Advances given to Related Parties

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2016	31.03.2015	2015-16	2014-15
Jindal Premium Connections Pvt. Ltd. *	266.59	266.59	266.59	266.59
Jindal Pipes (Singapore) Pte. Ltd.	2,686.48	2,534.93	2,686.48	2,534.93
Gondkhari Coal Mining Ltd. **	448.53	448.53	448.53	448.53
Jindal Pipes Ltd.	1,654.42	1,089.73	3,214.73	4,503.56
Maharashtra Seamless (Singapore) Pte. Ltd.	7,250.19	2,772.77	7,250.19	2,772.77
Discovery Oil And Mines Pte. Ltd.	3,913.64	13,097.12	13,097.12	13,097.12
Dev Drilling Pte. Ltd.	2,653.32	-	2,653.32	-
Internovia Natural Resources FZ LLC	12,802.25	9,388.62	12,802.25	18,816.51
TOTAL	31,675.42	29,598.29	42,419.21	42,440.01

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

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

- iii) Loan and Advances given to Other Body Corporates

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2016	31.03.2015	2015-16	2014-15
Sudha Apparels Ltd.	2,351.22	1,957.93	2,530.00	2,000.93
Jhanjhari Holdings Pvt. Ltd.	132.30	1,929.05	1,929.06	2,950.00
Diwakar Marketing Pvt. Ltd.	-	203.89	203.89	400.00
Jindal Drilling & Industries Ltd.	7,711.27	-	7,900.00	-
Neptune Buildtech Pvt. Ltd.	125.44	-	125.44	-
Sigma Infrastructure Pvt. Ltd.	1,158.06	-	1,158.06	-
Leekha Chemicals Pvt Ltd.	44.59	40.91	44.59	45.37
Maharashtra Seamless Limited Employees Welfare Trust	1,533.00	1,570.00	1,570.00	5,860.00
TOTAL	13,055.88	5,701.78	15,461.04	11,256.30

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



NOTES ON FINANCIAL STATEMENTS

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

(₹ in lakhs)

Name of Companies	As At 31.03.2016	As At 31.03.2015
Jindal Pipes (Singapore) Pte. Ltd.	19,346.58	25,036.32
Maharashtra Seamless (Singapore) Pte. Ltd.	13,399.25	12,518.16
Internovia Natural Resources FZ LLC	33,431.78	33,517.37
Dev Drilling Pte. Ltd.	49,749.68	42,561.74
Star Drilling Pte. Ltd.	89,217.75	93,886.20
Dev Drilling Pte. Ltd.	19,899.87	50,072.64

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

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

Particulars	31.03.2016	31.03.2015
Net Profit available for Equity Shareholders (₹ in lakhs) (a)	3,916.72	12,256.20
Weighted average number of Equity Shares of ₹ 5/- each (b)	66,999,626	67,034,790
Basic / Diluted Earning per Equity Share (₹) (a/b)	5.85	18.28

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

(₹ in lakhs)

Name of Companies	Balance As At		Maximum outstanding	
	31.03.2016	31.03.2015	2015-16	2014-15
A) Loan and advances in the nature of loan given to Subsidiary / Step Subsidiary, Associate Companies				
Jindal Pipes (Singapore) Pte. Ltd.	2,686.48	2,534.93	2,686.48	2,534.93
Maharashtra Seamless (Singapore) Pte. Ltd.	7,250.19	2,772.77	7,250.19	2,772.77
Jindal Premium Connections Pvt. Ltd.	266.59	266.59	266.59	266.59
Discovery Oil And Mines Pte. Ltd.	3,913.64	13,097.12	13,097.12	13,097.12
Internovia Natural Resources FZ LLC	12,802.25	9,388.62	12,802.25	18,816.51
Gondkhari Coal Mining Ltd.	448.53	448.53	448.53	448.53
Dev Drilling Pte. Ltd.	2,653.32	-	2,653.32	-
B) Loans and advances in the nature of loans to company in which directors are interested				
Jindal Pipes Ltd.	1,654.42	1,089.73	3,214.73	4,503.56
C) Investments made in Equity Share of the company by Maharashtra Seamless Limited Employee Welfare Trust ("a Loanee") during the year of ₹ Nil (Previous year ₹ Nil)				

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

2.44 RAW MATERIALS CONSUMED

(₹ in lakhs)

Items	Year Ended 31.03.2016	Year Ended 31.03.2015
Round Billets	51,110.85	74,791.48
HR Coils	18,036.39	23,210.44
Others	874.83	745.03
Total	70,022.07	98,746.95



NOTES ON FINANCIAL STATEMENTS

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

a) RAW MATERIALS CONSUMED

Particulars	Year Ended 31.03.2016		Year Ended 31.03.2015	
	(%)	(₹ in lakhs)	(%)	(₹ in lakhs)
Imported	34.16	23,917.62	21.10	20,831.68
Indigenous	65.84	46,104.45	78.90	77,915.27
Total	100.00	70,022.07	100.00	98,746.95

b) STORES & SPARES PARTS CONSUMED

Particulars	Year Ended 31.03.2016		Year Ended 31.03.2015	
	(%)	(₹ in lakhs)	(%)	(₹ in lakhs)
Imported	6.71	348.51	8.26	404.43
Indigenous	93.29	4,846.42	91.74	4,492.01
Total	100.00	5,194.93	100.00	4,896.44

2.46 CIFVALUE OF IMPORTS

(₹ in lakhs)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Raw Materials	14,753.47	25,376.64
Stores & Spares	293.65	546.58
Capital Goods	325.15	1,064.29

2.47 EXPENDITURE IN FOREIGN CURRENCY

(₹ in lakhs)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Travelling	42.86	58.71
Interest	33.35	20.48
Others	42.63	22.32

2.48 EARNINGS IN FOREIGN CURRENCY

(₹ in lakhs)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
FOB Value of Physical / Deemed Exports	2,369.59	1,138.81
Interest	848.80	784.12
Others	544.80	332.63

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

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

R.K. KANODIA
Partner
Membership No. 016121

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

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

S.P. RAJ
Wholtime Director

Place : Gurgaon
Dated : 26th May, 2016

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of Maharashtra Seamless Limited

1) Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Maharashtra Seamless Limited ("the Holding Company") and its subsidiaries, Joint Venture and associates (collectively referred to as "the Company" or "the Group"), comprising of the consolidated Balance Sheet as at March 31st, 2016, 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").

2) Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

3) Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated 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 Board of the holding Company, as well as evaluating the overall presentation of the consolidated financial statements.

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

4) Emphasis of Matter

We draw attention to note no. 2.29 to the Financial Statements, relating to Company has given interest free loan to Jindal Premium Connection Pvt. Limited, Gondkhari Coal Mining Limited and Maharashtra Seamless Ltd Employees Welfare Trust which had been formed with the sole objective of employee welfare respectively, Further, we draw attention to note no. 2.34 regarding non-availability of financial statements of M/s Gondkhari Coal Mining Limited (a JV entity) for F.Y 2015-16 and impaired ability to continue as Joint Venture due to cancellation of coal block by Supreme Court Judgement, the company has not considered M/s Gondkhari coal mining Limited for the purpose of consolidation."

5) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 as at March 31st, 2016, and their consolidated Profit and their consolidated Cash Flow for the year ended on that date.

6) Report on Other Legal and Regulatory Requirements

- I. As required by sub section 3 of Section 143 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 purpose of our audit of the aforesaid consolidated financial statements.

- b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report 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 books of account maintained for the purpose of 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 written representations received from the directors of the Holding Company as on March 31st, 2016 taken on record by the Board of Directors of the Holding and the report of the statutory auditors of its subsidiary companies, associate companies and jointly controlled entities incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31st, 2016 from being appointed as a director which is based on auditors report of Subsidiary Companies 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 Group and Indian Subsidiary and Associate company Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 7) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigations in consolidated financial statements;
 - ii. the Company did not have any long – term contracts including derivative contracts for which there were any material foreseeable losses. ;
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

8) Other Matters

- a) We did not audit the financial statements of subsidiary companies i.e. Maharashtra Seamless (Singapore) Pte. Limited, Discovery Oil And Mines Pte Ltd., Internovia Natural Resources FZ LLC and Joint Venture Company i.e. Dev Drilling Pte. Ltd. whose financial statements reflects total assets of ₹ 121,552 Lakhs as at March 31st, 2016, and total revenues of Rs. 687 Lakhs for the year ended March 31st, 2016 and two associate companies i.e. Jindal Pipes (Singapore) Pte Ltd. and Star Drilling Pte. Ltd., which constitute net profit of ₹ 2,368 Lakhs for the year then ended March 31st, 2016. Further the company has not consolidated the financials of Gondkhari Coal Mining Ltd. (a Joint Venture) refer note no. 2.34.
- b) The consolidated financial statements of subsidiary companies i.e. Maharashtra Seamless (Singapore) Pte. Limited, Discovery Oil And Mines Pte. Ltd., Internovia Natural FZ LLC and Joint Venture company i.e. Dev Drilling Pte. Ltd. whose financial statements reflected total assets of ₹ 121,552 Lakhs as at March 31st, 2016, total revenues of Rs. 687 Lakhs for the year ended on that date, as considered in the consolidated financial statements based on their unaudited financial statements. The consolidated financial statements also include the Group Share of net profit of ₹ 2,320 Lakhs of three associate companies i.e. Jindal Premium Connections Pvt. Ltd., Jindal Pipes (Singapore) Pte. Ltd. and Star Drilling Pte. Ltd. for the year ended March 31st, 2016 is reflected in Consolidated Financial Statements on the basis of their unaudited financial statements.
- c) These financial statements / financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respects of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section(3) and(11) of section 143 of the Act in so far as it relates to the aforesaid these subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements .

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

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

R.K.Kanodia

Partner

Place: Delhi

Date: 26th May, 2016

Membership no.: 016121

“Annexure A” to the Independent Auditor’s Report of Maharashtra Seamless Limited

1) Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date:

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31st, 2016, we have audited the internal financial controls over financial reporting of Maharashtra Seamless Limited (“the Holding Company”) and its subsidiary companies which are companies incorporated in India, as of that date.

2) Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary companies, associates and joint venture companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the respective Companies 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 policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

3) Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the 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 of the Subsidiary companies, Joint Ventures companies and associates companies, 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 Group Internal Financial Control System over Financial Reporting.

4) Meaning of Internal Financial Controls Over Financial Reporting

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

5) Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

6) Opinion

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

Difference in previous year Consolidated Financial Statement owing to Changes in Audited and Unaudited Figures in Financial Statement of Subsidiary, JV & Associates rectified in current Financial Year resulted in increase in Reserves by ₹1,190.94 lakhs.

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

7) Other Matter

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

For **Kanodia Sanyal & Associates**

Chartered Accountants

FRN: 008396N

R.K.Kanodia

Partner

Membership no.: 016121

Place: Delhi

Date: 26th May, 2016


CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2.1	24,250.75	17,119.96
(b) Reserves and Surplus	2.2	266,762.64	276,296.32
		<u>291,013.39</u>	<u>293,416.28</u>
2 Minority Interest (Refer Note No. 2.26)		-	-
3 Non - Current Liabilities			
(a) Long - Term Borrowings	2.3	39,633.91	42,926.22
(b) Deferred Tax Liabilities (Net)	2.4	8,812.94	8,063.87
(c) Other Long - Term Liabilities	2.5	3,096.97	4,050.21
		<u>51,543.82</u>	<u>55,040.30</u>
4 Current Liabilities			
(a) Short - Term Borrowings	2.6	34,838.34	34,903.42
(b) Trade Payables	2.7	13,741.29	7,261.93
(c) Other Current Liabilities	2.8	6,900.54	9,170.67
(d) Short - Term Provisions	2.9	1,984.82	2,799.09
		<u>57,464.99</u>	<u>54,135.11</u>
TOTAL		<u>400,022.20</u>	<u>402,591.69</u>
II. ASSETS			
1 Non - Current Assets			
(a) Fixed Assets	2.10		
(i) Tangible Assets		91,002.70	93,392.93
(ii) Intangible Assets		21.22	32.50
(iii) Revalued Assets		49,690.01	53,779.00
(iv) Capital Work - in - Progress		3,097.36	3,745.98
(v) Silver Coins in Hand		1.73	1.64
(b) Non - Current Investments	2.11	108,727.18	106,251.19
(c) Long - Term Loans and Advances	2.12	4,621.00	4,502.94
		<u>257,161.20</u>	<u>261,706.18</u>
2 Current Assets			
(a) Current Investments	2.11	36,390.65	31,072.31
(b) Inventories	2.13	49,558.67	48,952.36
(c) Trade Receivables	2.14	26,681.48	29,819.77
(d) Cash and Cash Equivalents	2.15	2,227.06	3,982.75
(e) Short - Term Loans and Advances	2.16	26,483.66	24,966.13
(f) Other Current Assets	2.17	1,519.48	2,092.19
		<u>142,861.00</u>	<u>140,885.51</u>
TOTAL		<u>400,022.20</u>	<u>402,591.69</u>

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

As per our report of even date attached

For KANODIA SANYAL & ASSOCIATES

Chartered Accountants

R.K. KANODIA

Partner

Membership No. 016121

ASHOK SONI

CFO

D.C. GUPTA

VP & Company Secretary

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

Executive Chairman

SAKET JINDAL

Managing Director

U.C. AGARWAL
P.N. VIJAY
ROMA KUMAR

Directors

S.P. RAJ

Wholetime Director

Place : Gurgaon

Dated : 26th May, 2016


CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
I Revenue From Operations	2.18	102,329.50	135,466.56
II Other Income	2.19	5,968.58	7,441.80
III Total Revenue (I + II)		108,298.08	142,908.36
IV Expenses :			
Cost of Materials Consumed	2.20	70,022.07	98,746.95
Changes in Inventories of Finished Goods, Work - in - Process and Stock - in - Trade	2.21	4,240.31	(4,014.89)
Employee Benefits Expense	2.22	4,732.06	4,292.07
Finance Costs	2.23	2,816.42	2,020.11
Depreciation and Amortization Expense	2.10	4,991.49	3,071.84
Other Expenses	2.24	20,190.82	25,895.12
Total Expenses		106,993.17	130,011.20
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		1,304.91	12,897.16
VI Exceptional Items		-	-
VII Profit Before Extraordinary Items and Tax (V - VI)		1,304.91	12,897.16
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		1,304.91	12,897.16
X Tax Expense :			
(1) Current Tax		1,377.47	3,372.32
(2) Deferred Tax		749.07	757.24
(3) MAT Credit		(6.41)	(390.05)
(4) Earlier Years		620.04	0.23
XI Profit for the Year (IX-X)		(1,435.26)	9,157.42
XII Share in Profit of Associate Companies		2,320.28	2,606.64
XIII Minority Interest Loss adjusted from its Capital (Ref Note No 2.26)		-	7.49
XIV Profit carried to Balance Sheet		885.02	11,771.55
XV Earnings Per Equity Share (Par Value ₹ 5/-)			
(1) Basic		1.32	17.41
(2) Diluted		1.32	17.41

Note :

Total Income includes ₹ 12.19 lakhs (Previous Year ₹ 4.48 lakhs) share of Jointly Controlled Entities.

Total Expenditure includes ₹ 2,969.18 lakhs (Previous Year ₹ 3.38 lakhs) share of Jointly Controlled Entities.

Significant Accounting Policies and
Notes on Financial Statements

I-2.37

As per our report of even date attached

For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

R.K. KANODIA
Partner
Membership No. 016121

Place : Gurgaon
Dated : 26th May, 2016

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

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

S.P. RAJ
Wholetime Director


CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
A. Cash Flow from Operating Activities		
Net Profit Before Extraordinary Items and Tax	1,304.91	12,897.16
Adjustments for :		
Depreciation and Amortization	4,991.49	3,071.84
(Profit) / Loss on sale / write off of Assets (Net)	4.85	(29.56)
Finance Costs	2,766.14	2,020.09
Share in Profit of Associate Companies	2,320.29	2,606.65
Interest Income	(1,273.70)	(2,971.18)
Dividend Income	(340.78)	(25.62)
Net Gain on Sale of Investments	(1,768.18)	(4,183.04)
Rental Income	(59.84)	(67.19)
Cash Flow from Operating Activities before Working Capital Changes	7,945.18	13,319.15
Changes in Working Capital :		
Adjustments for (Increase) / Decrease in Operating Assets :		
Inventories	(606.30)	(5,431.19)
Trade Receivables and Other Receivables	1,972.46	2,055.84
Short - Term Loans and Advances	(533.04)	(5,909.77)
Long - Term Loans and Advances	8,759.68	(15,072.04)
Other Current Assets	(25.89)	(19.33)
Other Non - Current Assets	6.92	(1.96)
Adjustments for Increase / (Decrease) in Operating Liabilities :		
Trade Payables and Other Liabilities	3,817.75	4,736.22
Other Current Liabilities	575.44	876.83
Other Long - Term Liabilities	(8,423.29)	19,356.20
Cash Flow from Operating Activities after Working Capital Changes	13,488.91	13,909.95
Cash Flow from Extraordinary Items	-	-
Cash Generated from Operations	13,488.91	13,909.95
Net Income Tax (Paid) / Refunds	(1,351.70)	(3,471.14)
Net Cash Flow from / (used in) Operating Activities (A)	12,137.21	10,438.81
B. Cash Flow from Investing Activities		
Capital Expenditure on Fixed Assets	(1,383.52)	(15,246.96)
Proceeds from Sale of Fixed Assets	53.79	38.82
Current Investments :		
- Purchased	(20,028.27)	(30,305.64)
- Proceeds from Sale	21,013.47	41,543.12
Purchase of Long - Term Investments :		
- Subsidiaries	-	(9.51)
- Associates	(2,320.29)	-
- Others	(5,461.28)	(62,380.86)
Proceeds from Sale of Long - Term Investments :		
- Others	626.29	680.87
Interest Received	1,270.11	2,917.01
Dividend Received	340.78	25.62
Rental Income	59.84	67.19
Net Cash Flow from / (used in) Investing Activities (B)	(5,829.08)	(62,670.34)

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares / Preference Shares	7,462.45	6,276.12
Proceeds / (Repayment) of Long - Term Borrowings	(3,007.12)	42,588.31
Buy Back of Shares	-	(2,767.86)
Proceeds / (Repayment) of other Short - Term Borrowings	(813.50)	13,316.83
Finance Costs	(2,766.14)	(2,020.09)
Dividend Paid	(3,350.64)	(4,000.96)
Tax on Dividend	(681.98)	(683.20)
Net Cash Flow from / (used in) Financing Activities (C)	(3,156.93)	52,709.15
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	3,151.20	477.62
Cash and Cash Equivalents at the Beginning of the Year	3,787.15	3,591.71
Less: Fixed Deposit under pledged	(14.22)	(195.60)
Effect of Change in Group Interest	(1.13)	44.99
Effect of exchange differences on restatement of Foreign Currency Cash and Cash Equivalents	(4,905.76)	(131.57)
Cash and Cash Equivalents at the End of the Year	2,017.24	3,787.15

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

R.K. KANODIA
Partner
Membership No. 016121

Place : Gurgaon
Dated : 26th May, 2016

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

U.C. AGARWAL
P.N.VIJAY

ROMA KUMAR
Directors

S.P. RAJ
Wholetime Director



I SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

a) Basis of Preparation of Consolidated Financial Statements

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

b) Principles of Consolidation

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

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

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

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

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

c) Other Significant Accounting Policies

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



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)
NOTE : 2.1				
SHARE CAPITAL				
a) Authorised Share Capital				
Equity Shares (Par value ₹ 5/-)				
At the Beginning of the Year	80,000,000	4,000.00	80,000,000	4,000.00
Add : Additions during the Year	-	-	-	-
Less : Reduction during the Year	-	-	-	-
At the End of the Year	80,000,000	4,000.00	80,000,000	4,000.00
Preference Shares (Par value ₹ 10/-)				
At the Beginning of the Year	20,000,000	2,000.00	20,000,000	2,000.00
Add : Additions during the Year	-	-	-	-
Less : Reduction during the Year	-	-	-	-
At the End of the Year	20,000,000	2,000.00	20,000,000	2,000.00
Perpetual Preference Shares (Overseas Entities)	NA	NA	NA	NA
b) Issued, Subscribed and Paid up				
Equity Shares				
At the Beginning of the Year (Par value ₹ 5/-)	66,999,626	3,349.98	68,283,124	3,414.15
Add : Additions during the Year	-	-	-	-
Less : Reduction during the year on account of buy back	-	-	1,283,498	64.17
At the End of the Year (i)	66,999,626	3,349.98	66,999,626	3,349.98
3% Perpetual Preference Shares (Overseas Entities)				
At the Beginning of the Year	22,000,000	13,769.98	-	-
Add : Additions during the Year	10,750,000	7,130.79	22,000,000	13,769.98
Less : Reduction during the year	-	-	-	-
At the End of the Year (ii)	32,750,000	20,900.77	22,000,000	13,769.98
Total Share Capital (i+ii)	99,749,626	24,250.75	88,999,626	17,119.96

Note : Perpetual Preference Shares ₹ 14,641.68 lakhs (Previous Year ₹ 7,510.90 lakhs) towards share of Jointly Controlled Entities

Terms / Rights attached to Equity Share :

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

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

The Board of Directors, in their meeting on 26th May, 2016, proposed a dividend of ₹ 2.50 per Equity Share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended 31st March, 2016 amounted to ₹ 2,015.98 lakhs including corporate dividend tax of ₹ 340.99 lakhs. The dividend pay-out is calculated on 66,999,626 no. of shares to the member whose name appear in the register of member as on 26th May, 2016.

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



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

Terms / Rights attached to Perpetual Preference Share :

Preference Shares are perpetual in nature, non-convertible and are redeemable at the option of the Company.

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

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

The dividend on perpetual preference share amounting to ₹ Nil (Previous Year ₹ 327.19 lakhs).

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
c) List of shareholders holding more than 5% Equity Shares :				
Franklin Templeton Investment Funds	4,144,043	6.19	4,138,822	6.18
Global Jindal Fin-Invest Ltd.	5,424,944	8.10	5,424,944	8.10
Brahmadev Holding & Trading Ltd.	5,758,992	8.60	5,758,992	8.60
Stable Trading Company Ltd.	11,277,044	16.83	11,277,044	16.83
Odd & Even Trades & Finance Ltd.	11,690,000	17.45	11,690,000	17.45
d) List of shareholders holding more than 5% - 3% Perpetual Preference Shares :				
Discovery Drilling Pte. Ltd.	9,500,000	40.86	9,500,000	79.17
Virtue Drilling Pte. Ltd.	13,250,000	56.99	2,500,000	20.83
During the year Dev Drilling Pte. Ltd. had further issued 3% Perpetual Preference Shares of USD 430.00 lakhs to Virtue Drilling Pte. Ltd. which is consolidated on proportionate basis and USD 20.00 lakhs to Maharashtra Seamless Pte. Ltd. which is eliminated in Accordance with AS-21.				
Star Drilling Pte. Ltd. (Issued by Discovery Oil And Mines Pte. Ltd.)	10,000,000	100.00	10,000,000	100.00
e) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date: Nil				
f) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date: Nil				
g) The company has bought back following Equity Shares during the last five years preceding the Balance Sheet date.				
Financial Year	No. of Shares			
2013-14	2,250,298			
2014-15	1,283,498			

Pursuant to the approval of the Board of Directors of the company, for buy back of Equity Shares U/s 77A of the Companies Act, 1956, during the year company has bought Nil (Previous Year 1,283,498) equity shares and extinguished the same. Consequently as sum of ₹ Nil (Previous Year ₹ 64.17 lakhs) has been reduced from Share Capital & ₹ Nil (Previous Year ₹ 2,703.68 lakhs) has been reduced from Securities Premium Account.

Capital Redemption Reserve has been created of ₹ Nil (Previous Year ₹ 64.17 lakhs) being nominal value of shares bought back U/s 77A of the Companies Act, 1956.


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.2		
RESERVES & SURPLUS		
Capital Redemption Reserve :		
As per Last Balance Sheet	1,617.81	1,553.64
Add : Transferred from Profit & Loss A/c on buy back of Equity Shares	-	64.17
	<u>1,617.81</u>	<u>1,617.81</u>
Securities Premium :		
As per Last Balance Sheet	25,827.24	28,530.92
Less : On buy back of Equity Shares	-	2,703.68
	<u>25,827.24</u>	<u>25,827.24</u>
Capital Investment Subsidy	25.00	25.00
Capital Reserve :		
As per Last Balance Sheet	166.53	30.08
Add : During the Year	103.76	136.45
	<u>270.29</u>	<u>166.53</u>
General Reserve :		
As per Last Balance Sheet	170,694.37	168,598.43
Less : Depreciation as per Companies Act, 2013	-	404.06
Add : Transferred from Profit & Loss A/c	500.00	2,500.00
	<u>171,194.37</u>	<u>170,694.37</u>
Profit and Loss Account :		
As per Last Balance Sheet	24,394.15	19,579.20
Add : Reinstatement of Reserve / Profit & Loss of Previous Year	1,190.94	-
Add : Profit for the Year	885.02	11,771.55
Less : Transfer to Capital Redemption Reserve on buy back of Equity Shares	-	64.17
Add : Effect of Change in Group Interest (Ref Note No. 2.34#)	36.10	(33.28)
Less : Transfer to General Reserve	500.00	2,500.00
Less : Proposed Dividend on Equity Shares	1,674.99	3,349.98
Less : Proposed Dividend on Perpetual Preference Shares	-	327.19
Less : Tax on Proposed Dividend	340.99	681.98
	<u>23,990.23</u>	<u>24,394.15</u>
Revaluation Reserve :		
As per Last Balance Sheet	53,779.00	57,873.55
Less : Sale of Revalued Assets	-	5.56
Less : Depreciation on Revalued Assets	4,088.99	4,088.99
	<u>49,690.01</u>	<u>53,779.00</u>
Foreign Currency Translation Reserve	(5,852.31)	(207.78)
	<u>266,762.64</u>	<u>276,296.32</u>

Note : Reserve includes loss of ₹ 3,515.38 lakhs (Previous Year loss of ₹ 187.99 lakhs) towards share of Jointly Controlled Entities.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.3		
LONG - TERM BORROWINGS		
Unsecured		
- From other parties	-	364.48
Secured #		
Term Loan		
- From Banks	39,633.91	42,561.74
	<u>39,633.91</u>	<u>42,926.22</u>

Note : Includes ₹ 12,437.42 lakhs (Previous Year ₹ 10,925.63 lakhs) share of Jointly Controlled Entities.

Name of Step Subsidiary / Joint Venture	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
Secured Loans #		
Dev Drilling Pte. Ltd.*	12,437.42	10,640.43
Internovia Natural Resources Fz Llc **	27,196.49	31,921.31
Total	<u>39,633.91</u>	<u>42,561.74</u>

* This is secured by first priority mortgage on the rig and other assets of the company and also corporate guarantee has been given by one of the major shareholder to cover the entire facility amount for the time till the rig is deployed for generating charter hire income. This secured loan is repayable in 58 monthly installments.

** Loan taken by Step Subsidiary is secured by corporate guarantee from the shareholder to an extent of 105% of loan amount. The loan is repayable in 4 installments starting 18 months from the first drawdown date.

	As At 31.03.2015 (₹ in lakhs)	During the Year (₹ in lakhs)	As At 31.03.2016 (₹ in lakhs)
NOTE : 2.4			
DEFERRED TAX LIABILITIES (NET)			
Deferred Tax Liabilities			
Fixed Assets	9,896.97	712.60	10,609.57
Deferred Tax Assets			
Others	1,833.10	(36.47)	1,796.63
	<u>8,063.87</u>	<u>749.07</u>	<u>8,812.94</u>

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.5		
OTHER LONG - TERM LIABILITIES		
Deferred Sales Tax	3,096.97	4,021.59
Others	-	28.62
	<u>3,096.97</u>	<u>4,050.21</u>

Note : Others includes ₹ Nil (Previous Year ₹ 28.62 lakhs) share of Jointly Controlled Entities.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.6		
SHORT - TERM BORROWINGS		
Unsecured		
- Loans repayable on demand from Banks	693.48	3.36
- Loans repayable on demand from Others	11,276.59	10,014.53
Secured #		
- Loans repayable on demand from Banks	22,868.27	24,885.53
	<u>34,838.34</u>	<u>34,903.42</u>

Note : Includes ₹ 4,958.38 lakhs (Previous Year ₹ 12,367.37 lakhs) share of Jointly Controlled Entities.

Name of Subsidiary / Step Subsidiary / Joint Venture	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
Secured Loans #		
Dev Drilling Pte. Ltd.*	4,958.38	12,367.37
Internovia Natural Resources Fz Llc **	4,643.30	-
Maharashtra Seamless (Singapore) Pte. Ltd.***	13,266.59	12,518.16
Total	<u>22,868.27</u>	<u>24,885.53</u>

* This is fully secured by SBLC given by a bank in India against corporate guarantee given by one of its shareholders.

** Loan taken by Step Subsidiary is secured by corporate guarantee from the shareholder to an extent of 105% of loan amount. The loan is repayable in 4 installments starting 18 months from the first drawdown date.

*** The loan taken by Subsidiary is secured by a corporate guarantee, who has given a standby letter of credit to the lender.

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.7		
TRADE PAYABLES		
Micro , Small & Medium Enterprises	8.89	7.54
Creditors	13,703.83	7,122.37
Accrued Expenses	28.57	132.02
	<u>13,741.29</u>	<u>7,261.93</u>

Note : Includes ₹ 35.41 lakhs (Previous Year ₹ 521.16 lakhs) share of Jointly Controlled Entities.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.8		
OTHER CURRENT LIABILITIES		
Current Maturity of Long -Term Borrowings	-	30.95
Current Maturity of Other Long - Term Liabilities	924.62	930.43
Statutory Dues	1,875.41	2,145.15
Payable to Employees	684.29	657.07
Security Deposit	163.62	166.88
Bank Overdraft	-	0.02
Advance from Customers	551.91	546.42
Unpaid Dividend	302.30	302.96
Proposed Dividend	1,674.99	3,349.98
Tax on Proposed Dividend	340.99	681.98
Proposed Dividend on Perpetual Preference Shares #	380.14	358.70
Others	2.27	0.13
	6,900.54	9,170.67

Note : Includes ₹ 284.15 lakhs (Previous Year ₹ 266.93 lakhs) share of Jointly Controlled Entities.

Name of Subsidiary / Joint Venture	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
Proposed Dividend #		
Dev Drilling Pte. Ltd.	272.19	256.84
Discovery Oil And Mines Pte. Ltd.	107.95	101.86
Total	380.14	358.70

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.9		
SHORT - TERM PROVISIONS		
Provision for Expenses	1,104.21	1,789.92
Accrued Interest on Loans	880.61	1,009.17
	1,984.82	2,799.09

Note : Includes ₹ 6.72 lakhs (Previous Year ₹ 29.95 lakhs) share of Jointly Controlled Entities.


**NOTE : 2.10
FIXED ASSETS**

(₹ in lakhs)

Description	Gross Block (At Cost)				Depreciation				Net Block	
	As At 01.04.2015	Additions	Sales/ Adjustment	As At 31.03.2016	Upto 31.03.2015	For The Year	Sales/ Adjustment	Upto 31.03.2016	As At 31.03.2016	As At 31.03.2015
Tangible Assets:										
Freehold - Land	718.27	189.58	-	907.85	-	-	-	-	907.85	718.27
Leasehold - Land	1,023.64	-	-	1,023.64	-	-	-	-	1,023.64	1,023.64
Land Site & Development	1,605.50	-	-	1,605.50	-	-	-	-	1,605.50	1,605.50
Shed & Building	18,275.78	-	-	18,275.78	3,583.88	481.48	-	4,065.36	14,210.42	14,691.90
Plant & Machinery	97,779.00	2,309.45	-	100,088.45	23,300.03	4,249.24	-	27,549.27	72,539.18	74,478.97
Office Equipment	498.29	63.72	-	562.01	401.01	37.33	-	438.34	123.67	97.28
Computer	460.71	31.04	0.02	491.73	411.12	26.45	0.02	437.55	54.18	49.59
Furniture & Fixtures	659.02	14.06	3.11	669.97	309.04	81.20	0.84	389.40	280.57	349.98
Vehicles	1,021.61	40.81	219.01	843.41	643.81	104.51	162.60	585.72	257.69	377.80
Total (A)	122,041.82	2,648.66	222.14	124,468.34	28,648.89	4,980.21	163.46	33,465.64	91,002.70	93,392.93
Previous Year	90,378.15	31,676.85	13.18	122,041.82	25,195.23	3,457.57	3.91	28,648.89	93,392.93	65,182.92
Intangible Assets:										
Software	251.06	-	-	251.06	218.56	11.28	-	229.84	21.22	32.50
Total (B)	251.06	-	-	251.06	218.56	11.28	-	229.84	21.22	32.50
Previous Year	246.31	4.75	-	251.06	199.69	18.87	-	218.56	32.50	46.62
Tangible Assets on account of Revaluation:										
Freehold - Land	3,834.83	-	-	3,834.83	-	-	-	-	3,834.83	3,834.83
Shed & Building	19,847.03	-	-	19,847.03	2,690.68	448.45	-	3,139.13	16,707.90	17,156.35
Plant & Machinery	54,631.08	-	-	54,631.08	21,843.26	3,640.54	-	25,483.80	29,147.28	32,787.82
Total (C)	78,312.94	-	-	78,312.94	24,533.94	4,088.99	-	28,622.93	49,690.01	53,779.00
Previous Year	78,318.50	-	5.56	78,312.94	20,444.95	4,088.99	-	24,533.94	53,779.00	57,873.55
Total (A+B+C)	200,605.82	2,648.66	222.14	203,032.34	53,401.39	9,080.48	163.46	62,318.41	140,713.93	147,204.43
Previous Year	168,942.96	31,681.60	18.74	200,605.82	45,839.87	7,565.43	3.91	53,401.39	147,204.43	123,103.09
Note:- Net Block Includes ₹ 28,613.51 lakhs (Previous Year ₹ 29,551.87 lakhs) share of Jointly Controlled Entities.										
Capital Work - In - Progress:										
Land	43.82	-	8.82	35.00	-	-	-	-	35.00	43.82
Shed & Building	741.25	774.17	-	1,515.42	-	-	-	-	1,515.42	741.25
Plant & Machinery	2,491.62	255.41	1,253.34	1,493.69	-	-	-	-	1,493.69	2,491.62
Preoperative Expenses	24.54	8.00	24.54	8.00	-	-	-	-	8.00	24.54
Others	444.75	15.45	414.95	45.25	-	-	-	-	45.25	444.75
Total (D)	3,745.98	1,053.03	1,701.65	3,097.36	-	-	-	-	3,097.36	3,745.98
Previous Year	3,438.04	2,006.05	1,698.11	3,745.98	-	-	-	-	3,745.98	3,438.04
Current Year (A+B+C+D)									143,811.29	150,950.41
Previous Year									150,950.41	126,541.13
Note:- Includes ₹ Nil (Previous Year ₹ 414.95 lakhs) share of Jointly Controlled Entities.										

Management based on the internal and technical evaluation has reassessed the useful life of assets primarily consisting of Plant and Machinery for component accounting approach and believe that depreciation rate presently used as per schedule - II fairly reflects estimated useful life and residual value of fixed assets.

During the year addition in Plant & Machinery includes ₹ 1,031.56 lakhs as reinstatement of previous year intra group elimination of Dev Drilling Pte. Ltd.


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
NOTE : 2.11				
INVESTEMENTS				
(Fully paid up unless otherwise specified)				
I. Non - Current				
A. Trade				
Un-Quoted				
Equity Shares of Associate Company				
₹ 10/- each of Jindal Premium Connections Pvt. Ltd.	4,389,095	377.80	4,389,095	377.39
Add : Reinstatement of Reserve / Profit & Loss of Previous Year	-	4.59	-	-
Add : Share in Profit / (Loss) of Associate	-	(47.60)	-	0.41
	<u>4,389,095</u>	<u>334.79</u>	<u>4,389,095</u>	<u>377.80</u>
B. Non - Trade				
Un-Quoted				
Equity Shares of Joint Venture Company				
₹ 10/- each of Gondkhari Coal Mining Ltd.	15,150	1.52	-	-
Equity Shares of Associate Companies				
USD 1/- each of Jindal Pipes (Singapore) Pte. Ltd.	4,500,000	5,427.85	4,500,000	2,764.06
Add : Reinstatement of Reserve / Profit & Loss of Previous Year	-	94.81	-	-
Add : Share in Profit / (Loss) of Associate	-	3,144.30	-	2,663.79
	<u>4,500,000</u>	<u>8,666.96</u>	<u>4,500,000</u>	<u>5,427.85</u>
USD 1/- each of Star Drilling Pte. Ltd.	1,250,000	689.59	1,250,000	747.15
Add : Reinstatement of Reserve / Profit & Loss of Previous Year	-	86.83	-	-
Add : Share in Profit / (Loss) of Associate	-	(776.42)	-	(57.56)
	<u>1,250,000</u>	<u>-</u>	<u>1,250,000</u>	<u>689.59</u>
Perpetual Preference Shares of Associate Company				
USD 1/- each of Star Drilling Pte. Ltd.	4,600,000	3,051.31	-	-
Perpetual Preference Shares of Joint Venture Company				
USD 1/- each of Dev Drilling (Singapore) Pte. Ltd.	1,500,000	994.99	-	-
Equity Shares of Other Companies				
Discovery Drilling Pte. Ltd.	3,812,610	6,362.39	3,812,610	6,362.39
Virtue Drilling Pte. Ltd.	4,661,125	8,016.88	4,661,125	8,016.88
Zamin Amapa Ltd.	32	59,461.26	32	59,461.26
Preference Shares of Other Companies				
3% Cumulative, Redeemable and non-convertible				
Preference shares	500,000	312.96	500,000	312.96
3% Cumulative Perpetual Preference Shares	500,000	331.66	-	-
Debentures				
₹ 2,500,000/- each of 18.65% NCD 05NV14				
Tricone Projects India Ltd.		175.56		400.00
₹ 5,000,000/- each of 18.65% NCD 03JL15				
Antarctica Properties Company Ltd.	-	-	4	200.00


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
Bonds				
₹ 1,000/- each of 7.18 % IRFC Bonds	75,000	751.65	-	-
₹ 1,000,000/- each of 10.30 % Yes Bank Bonds	10	100.00	10	100.00
Others				
Religare Credit Opportunities Fund Scheme I (RCOF)		1,426.93		1,500.00
Quoted				
Equity Shares				
₹ 10/- each of Coal India Ltd.	15,016	55.85	15,016	55.85
₹ 10/- each of Electrosteel Steels Ltd.	22,300,000	1,397.27	22,300,000	1,397.27
₹ 5/- each of ISMT Ltd.	1,445,000	501.19	1,445,000	501.19
₹ 10/- each of Jindal South West Holding Ltd.	14,923	145.93	14,923	145.93
₹ 10/- each of JSW Steel Ltd.	-	-	15,000	118.07
₹ 10/- each of JSW Energy Ltd.	194,875	101.22	194,875	101.22
₹ 10/- each of Videocon Industries Ltd.	46,018	88.53	46,018	88.53
₹ 10/- each of Monnet Ispat & Energy Ltd.	499,977	2,009.46	499,977	2,009.46
₹ 5/- each of Welspun Corp. Ltd.	35,200	24.34	35,200	24.34
₹ 10/- each of Welspun Enterprises Ltd.*	21,120	34.29	1,760	34.29
Mutual Funds				
HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth	9,120,176	912.02	9,120,176	912.02
HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth	35,000,000	3,500.00	35,000,000	3,500.00
HDFC FMP 370D March 2014 (1) Series 29 - Regular - Growth	39,134,312	3,913.43	39,134,312	3,913.43
HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth	4,550,708	455.07	4,550,708	455.07
HDFC FMP 371D January 2014 (2) Series 29 - Regular - Growth	1,823,021	182.30	1,823,021	182.30
HDFC FMP 372D February 2014 (1) Series 29 - Regular - Growth	39,174,243	3,917.42	39,174,243	3,917.42
HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth	15,000,000	1,500.00	15,000,000	1,500.00
Kotak FMP Series 106 - Growth	-	-	10,000,000	1,000.00
Kotak FMP Series 107 - Growth	-	-	10,000,000	1,000.00
Kotak FMP Series 136 - Growth	-	-	20,000,000	2,000.00
Kotak FMP Series 137 - Growth	-	-	5,460,656	546.07
		108,727.18		106,251.19


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
II. CURRENT				
Non - Trade				
Quoted				
Mutual Funds				
Baroda Pioneer Liquid Fund - Plan A - Growth	-	-	156,184	2,500.00
Baroda Pioneer Treasury Advantage Fund - Plan A - Growth	55,239	917.22	-	-
Birla Sun Life Treasury Optimizer Plan - Growth - Regular Plan	-	-	582,242	1,000.00
Birla Sun Life Floating Rate Fund - Short Term Plan - Growth	722,308	1,378.43	-	-
Franklin India Low Duration Fund - Growth	6,526,222	1,000.00	6,526,222	1,000.00
Franklin India Treasury Management Account - Super Institutional - Growth	251,583	5,300.00	-	-
HDFC Floating Rate Income Fund - Short Term Plan - Whole Sale Option - Growth	5,011,705	1,278.54	4,910,177	1,160.76
HDFC Gilt Fund Long Term - Growth	-	-	3,521,462	1,000.00
HDFC Liquid Fund - Growth	39,908	1,100.00	16,954,589	4,650.65
HSBC Ultra Short Term Bond Fund - Growth	6,096,799	750.00	11,008,310	1,350.00
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular - Growth	-	-	3,636,192	1,000.00
ICICI Prudential Liquid - Regular Plan - Growth	-	-	843,634	1,704.43
IDBI Liquid Fund - Regular Plan - Bonus Plan - Growth	49,766	500.00	49,766	500.00
Kotak FMP Series 106 - Growth	10,000,000	1,000.00	-	-
Kotak FMP Series 107 - Growth	10,000,000	1,000.00	-	-
Kotak FMP Series 136 - Growth	20,000,000	2,000.00	-	-
Kotak FMP Series 137 - Growth	5,460,656	546.07	-	-
Kotak Low Duration Fund - Direct - Growth	23,463	400.00	-	-
Kotak Low Duration Fund Standard - Growth	257,387	4,550.00	-	-
Kotak Treasury Advantage Fund - Growth	-	-	6,829,845	1,500.91
L&T Floating Rate Fund - Growth	2,307,867	266.67	2,307,867	266.67
L&T Triple Ace Bond Fund - Bonus - Original - Growth	1,607,459	200.00	1,607,459	200.00
Principal Debt Opportunities Fund - Conservative Plan - Regular Plan - Growth	-	-	68,542	1,500.00
Reliance Arbitrage Advantage Fund - Monthly Dividend Plan - Dividend Payout	36,477,817	3,817.28	9,588,739	1,000.00
Reliance Liquid Fund - Treasury Plan - Growth	10,214	350.00	17,772	600.00
Reliance Money Manager Fund - Direct - Growth	171,441	3,300.00	171,441	3,300.00
Religare Invesco Arbitrage Fund - Dividend Payout	20,144,988	2,547.55	-	-


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares /Units	(₹ in lakhs)	No. of Shares /Units	(₹ in lakhs)
Religare Fixed Maturity Plan - Series XVIII - Plan C (25 Months) - Growth	13,000,000	1,300.00	13,000,000	1,300.00
Religare Invesco Credit Opportunities Fund - Growth	-	-	34,076	500.00
Religare Invesco Ultra Short Term Fund - Bonus	89,800	888.89	89,800	888.89
SBI Magnum Gilt Fund - Long Term - Regular Plan - Growth	-	-	7,590,040	2,300.00
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	27,563	600.00
UTI Short Term Income Fund - Institutional - Growth	11,476,385	2,000.00	-	-
UTI Gilt Advantage Fund - LTP - Growth	-	-	4,098,005	1,250.00
		<u>36,390.65</u>		<u>31,072.31</u>
Aggregate Value of Quoted Investments		55,128.97		54,474.77
Aggregate Value of Un-Quoted Investments		89,988.86		82,848.73
Market Value of Quoted Investments		58,245.76		54,757.16

Note : Includes ₹ 644.62 lakhs (Previous Year ₹ 312.95 lakhs) share of Jointly Controlled Entities.

*As per scheme amalgamation company had received twelve equity shares for every one equity share

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.12		
LONG - TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Capital Advances	2,038.15	1,970.44
Security Deposit	290.14	342.38
Loan to Related Parties	715.12	579.21
Loan to Body Corporates	1,577.59	1,610.91
	<u>4,621.00</u>	<u>4,502.94</u>

Note : Includes ₹ Nil (Previous Year ₹ 1.82 lakhs) share of Jointly Controlled Entities.

NOTE : 2.13
INVENTORIES

(As Verified Valued and Certified by the Management)

Raw Material including Material in Transit	25,861.00	20,516.71
Finished Goods	13,094.50	15,388.47
Work - in - Process	5,771.19	7,778.13
Scrap	252.50	454.08
Stores & Spares	4,579.48	4,814.97
	<u>49,558.67</u>	<u>48,952.36</u>



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	As At 31.03.2016 (₹ in lakhs)	As At 31.03.2015 (₹ in lakhs)
NOTE : 2.14		
TRADE RECEIVABLES		
(Unsecured, Considered good)		
Over Six Months	2,691.73	1,406.68
Others	23,989.75	28,413.09
	<u>26,681.48</u>	<u>29,819.77</u>

NOTE : 2.15

CASH AND CASH EQUIVALENTS

Cash in Hand	14.14	7.49
Balances with Scheduled Banks :		
- In Current Accounts	288.26	1,029.75
- In Unclaimed Dividend Accounts	302.30	302.96
- In Fixed Deposit Account (Maturity within 1 year)	902.92	1,931.30
- In Fixed Deposit Account	719.44	711.25
	<u>2,227.06</u>	<u>3,982.75</u>

Fixed Deposits includes ₹ 359.70 lakhs (Previous Year ₹ 416.58 lakhs) as margin money with appropriate authority.

Fixed Deposit in DSRA (Debt Service Reserve Account) ₹ 209.82 lakhs (Previous Year ₹ 195.60 lakhs) is under pledged to the bank. Pledged fixed deposits are not included in cash and cash equivalents as they are not available for use by the Company.

Note : Includes ₹ 236.21 lakhs (Previous Year ₹ 956.06 lakhs) share of Jointly Controlled Entities.

NOTE : 2.16

SHORT - TERM LOANS AND ADVANCES

Advances Recoverable in cash or in kind	6,859.21	15,473.31
Loan to Related Parties	6,330.89	3,624.66
Loan to Body Corporates	11,478.29	4,090.87
Security Deposit Paid	286.83	294.25
Income Tax (Net of Provisions)	1,528.44	1,483.04
	<u>26,483.66</u>	<u>24,966.13</u>

Note : Includes ₹ Nil (Previous Year ₹ 3.91 lakhs) share of Jointly Controlled Entities.

NOTE : 2.17

OTHER CURRENT ASSETS

MAT Credit Entitlement	1,343.78	1,939.59
Miscellaneous Current Assets	7.69	13.50
Interest Accrued but not due	168.01	139.10
	<u>1,519.48</u>	<u>2,092.19</u>

Note : Includes ₹ 20.73 lakhs (Previous Year ₹ 8.95 lakhs) share of Jointly Controlled Entities.


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
NOTE : 2.18		
REVENUE FROM OPERATIONS		
Sale of Products :		
Manufacturing	108,712.30	140,375.57
Scrap	2,224.44	3,194.81
	<u>110,936.74</u>	<u>143,570.38</u>
Less : Excise Duty	9,414.83	10,088.86
	<u>101,521.91</u>	<u>133,481.52</u>
Export Incentives	323.00	1,403.19
Income from Services	484.59	581.85
	<u>102,329.50</u>	<u>135,466.56</u>
NOTE : 2.19		
OTHER INCOME		
Dividend Received : Non Trade - Non Current	340.78	25.62
Interest Received	1,273.70	1,682.32
Profit on Sale of Non Current Investments (Net) - Non Trade	10.71	247.94
Profit on Sale of Current Investments (Net) - Non Trade	1,999.21	3,935.10
Foreign Exchange Fluctuation (Net)	1,121.38	702.00
Rent Received	59.84	67.19
Non Operating Income	1,162.96	752.07
Profit on Sale of Tangible Fixed Assets (Net)	-	29.56
	<u>5,968.58</u>	<u>7,441.80</u>
Note : Includes ₹ 12.19 lakhs (Previous Year ₹ 4.48 lakhs) share of Jointly Controlled Entities.		
NOTE : 2.20		
COST OF MATERIALS CONSUMED		
Opening Stock	20,516.71	10,025.08
Add : Purchases (Including Direct Expenses)	69,564.33	109,238.58
	<u>90,081.04</u>	<u>119,263.66</u>
Less : Closing Stock	20,058.97	20,516.71
	<u>70,022.07</u>	<u>98,746.95</u>


NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
NOTE : 2.21		
CHANGES IN INVENTORY OF FINISHED GOODS, WORK - IN - PROCESS AND STOCK - IN - TRADE		
Closing Stock :		
Finished Goods	13,094.50	15,388.47
Work - in - Process	5,771.19	7,778.13
Scrap	252.50	454.08
	<u>19,118.19</u>	<u>23,620.68</u>
Opening Stock :		
Finished Goods	15,388.47	10,440.53
Work - in - Process	7,778.13	8,309.06
Scrap	454.08	315.02
	<u>23,620.68</u>	<u>19,064.61</u>
Excise Duty on Differential Stock of Finished Goods	(262.18)	(541.18)
	<u>4,240.31</u>	<u>(4,014.89)</u>

NOTE : 2.22
EMPLOYEE BENEFITS EXPENSE

Salary, Wages & Other Allowances	4,498.10	4,042.66
Contribution to PF & Other Funds	174.16	148.65
Staff Welfare Expenses	59.80	100.76
	<u>4,732.06</u>	<u>4,292.07</u>

Note : Includes ₹ 107.39 lakhs (Previous Year ₹ Nil) share of Jointly Controlled Entities.

NOTE : 2.23
FINANCE COSTS

Interest to Banks & Financial Institutions :		
- On Term Loan	846.57	256.24
- Interest Charges	1,389.86	1,226.52
Foreign Exchange Fluctuation Loss	4.45	18.81
Shareholders Loan	391.98	167.57
Bank Charges & Commission	183.56	350.97
	<u>2,816.42</u>	<u>2,020.11</u>

Note : Includes ₹ 565.38 lakhs (Previous Year ₹ Nil) share of Jointly Controlled Entities.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended 31.03.2016 (₹ in lakhs)	Year Ended 31.03.2015 (₹ in lakhs)
NOTE : 2.24		
OTHER EXPENSES		
Manufacturing Expenses :		
Stores & Spares Consumed	5,228.01	4,896.44
Power & Fuel	9,271.06	15,295.37
Water Charges	57.86	56.42
Repair & Maintenance (Plant & Machinery)	550.78	499.96
Repair & Maintenance (Building)	19.62	87.80
Job Work Charges	665.36	604.51
Other Manufacturing Expenses	131.54	-
	15,924.23	21,440.50

Note : Includes ₹ 192.15 lakhs (Previous Year ₹ Nil) share of Jointly Controlled Entities.

Administrative Expenses :

Rent	269.37	265.71
Rates & Taxes	69.30	77.15
Telephone & Communication Expenses	92.47	90.74
Printing & Stationery	22.18	10.25
Travelling & Conveyance :		
- Directors	72.01	72.77
- Others	240.44	285.71
Vehicle Upkeep & Maintenance	160.11	146.66
Directors' Fee	11.65	21.28
Insurance	149.57	60.31
Staff Recruitment & Training Expenses	20.29	6.44
Repair & Maintenance (Others)	197.58	255.83
Legal & Professional Charges	253.41	421.00
Corporate Social Responsibilites	315.00	227.29
Fees & Subscription	56.90	49.65
Electricity Charges	108.77	108.69
Auditors' Remuneration :		
- Audit Fee	14.12	16.71
- Tax Audit Fee	2.95	3.52
- Company Law Matters / Others	2.77	2.59
Internal Audit Fees	11.59	12.71
Cost Audit Fees	1.00	1.00
General Expenses	161.38	157.26
Loss on Sale of Tangible Fixed Assets (Net)	4.85	-
	2,237.71	2,293.27

Note : Includes ₹ 134.39 lakhs (Previous Year ₹ 3.37 lakhs) share of Jointly Controlled Entities.

Selling & Distribution Expenses :

Tender Fee	8.47	8.85
Advertisement & Business Promotion	268.24	434.42
Freight Outward & Claims (Net)	1,253.09	1,502.03
Commission & Discount	461.75	163.65
Testing & Inspection Charges	37.33	52.40
	2,028.88	2,161.35
	20,190.82	25,895.12



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

2.25 CONTINGENT LIABILITIES

- a) Letter of Credit : ₹ 1,154.51 lakhs (Previous Year ₹ 3,256.95 lakhs)
- b) Guarantees & SBLC : Bank & Others : ₹ 232,959.11 lakhs (Previous Year ₹ 267,913.99 lakhs)
- c) Sales Tax Demand under Appeal : ₹ 4.65 lakhs (Previous Year ₹ 4.65 lakhs)
- d) Income Tax Demand under Appeal : ₹ 438.38 lakhs (Previous Year ₹ 9.45 lakhs)
- e) Excise Duty Demand under Appeal : ₹ 295.25 lakhs (Previous Year ₹ 500.30 lakhs)
- f) Indian Oil Corporation Ltd. (IOCL) had raised a claim of ₹ 1,798.48 lakhs during the financial year 2008-09 & against this claim a performance bank guarantee of ₹ 852.79 lakhs was given to IOCL, which was realized by them, and an equivalent amount is charged in the Profit & Loss Account in financial year 2008-09. The matter is still under dispute and arbitration proceeding is going on. Any further demand, if any, will be provided for on the date of final settlement.

2.26 During the year share of loss of ₹ 1,008.96 lakhs (Previous Year ₹ 959.31 lakhs) is attributable to Minority Shareholders of Inemovia Natural Resources FZ LLC out of which ₹ 7.49 lakhs to the extent of minority capital is already adjusted in minority interest of preceeding year. Remaining loss is presently absorbed by majority shareholder and will be adjusted with minority interest in subsequent year profit.

2.27 Estimated amount of contracts remaining to be executed on capital account, net of advances, and not provided for ₹ 451.20 lakhs (Previous Year ₹ 386.34 lakhs).

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

2.29 The company has waived interest due to inadequacy of profit on loan given to Jindal Premium Connections Pvt. Ltd. (Associate Company). In the case of Gondkhari Coal Mining Ltd. (Joint Venture Company), no interest has been provided on the loans given in previous years both on account of inadequacy of profit & future plan of business activity on account of de-allocation of coal block.

Interest free loan given to Maharashtra Seamless Limited Employee Welfare Trust which had been formed with the sole objective of employee welfare.

2.30 The foreign exchange fluctuation (net) gain ₹ 1,121.38 lakhs (Previous Year ₹ 702.00 lakhs), as shown in Profit & Loss Account, has been arrived at after considering loss of ₹ 154.53 lakhs (Previous Year ₹ 267.53 lakhs) and gain of ₹ 1,275.91 lakhs (Previous Year ₹ 969.53 lakhs). Further, mark to market gain / (loss) has been recognised by the company of ₹ Nil (Previous Year ₹ Nil) as specified in Accounting Standard 30 "Financial Instruments: Recognition and Measurement" issued by ICAI.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

2.31 Segment Reporting Policies

Identification of Segments

Primary Segment

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

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

Segment Information

Segment Revenues, Results and Other Information :

(₹ in lakhs)

Particulars	Steel Pipes & Tubes	Power-Electricity	Others	Total
Revenue from Operations	100,697 (133,790)	1,633 (1,676)	5,969 (7,443)	108,299 (142,909)
Inter - Segment Sales	- (-)	566 (576)	- (-)	566 (576)
Segment Results	(599) (6,992)	1,028 (1,049)	3,692 (6,877)	4,121 (14,918)
Finance Costs	250 (360)	- (-)	2,567 (1,661)	2,817 (2,021)
Other Un-allocable Expenditure				- (-)
Profit Before Tax	(849) (6,632)	1,028 (1,049)	1,125 (5,216)	1,304 (12,897)
Segment Assets (Including Capital Work - in - Progress, excluding Revaluation)	143,416 (146,509)	10,032 (10,420)	200,768 (207,238)	354,216 (364,167)
Segment Liabilities	22,452 (17,177)	2,918 (3,040)	79,564 (95,730)	104,934 (115,947)
Un-allocable Liabilities				7,959 (8,583)
Capital Employed				241,323 (239,637)

2.32 Related Parties Disclosures as per Accounting Standard – 18.

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

a) Associate Companies

Jindal Pipes (Singapore) Pte. Ltd.

Star Drilling Pte. Ltd.

Jindal Permium Connections Pvt. Ltd.

b) Common Controlled Entities

Jindal Pipes Ltd.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

c) Key Management Personnel

Shri D.P. Jindal

Shri Saket Jindal

Shri S. P. Raj

Shri Ashok Soni

Shri D.C. Gupta

d) Relatives of Key Management Personnel

Smt. Savita Jindal

Shri Raghav Jindal

Smt. Rachna Jindal

Smt. Shruti Raghav Jindal

Details of transactions during the year are as follows :

(₹ in lakhs)

	Particulars	2015-16	2014-15
i)	Purchase & Other Services		
	Associate Companies	12.22	193.20
	Relatives of Key Management Personnel	1.40	1.41
	Common Controlled Entities	1,672.24	1,856.18
ii)	Sales & Other Services		
	Associate Companies	436.35	212.27
	Common Controlled Entities	1,153.42	748.47
iii)	Net Loans / Inter Corporate Deposits given or repaid		
	Common Controlled Entities	411.00	2,940.00
iv)	Interest & Guarantee Commission received / receivable from Related Parties		
	Associate Companies	373.03	232.67
	Common Controlled Entities	170.78	337.97
v)	Rent Paid		
	Relatives of Key Management Personnel	3.00	3.00
vi)	Remuneration		
	Key Management Personnel	424.87	207.89
	Relatives of Key Management Personnel	21.00	26.27
vii)	Dividend Paid		
	Key Management Personnel	100.21	104.21
	Relatives of Key Management Personnel	20.89	26.13
viii)	Loans / Inter Corporate Deposits given (Maximum Outstanding) *		
	Associate Companies	2,953.07	2,801.51
	Common Controlled Entities	3,214.73	4,503.56
ix)	Guarantees & Collateral Securities (Outstanding)		
	Associate Companies	108,564.33	118,922.52
x)	Balance Payable at the year end		
	Relatives of Key Management Personnel	0.29	0.59
xi)	Balance Receivable (including loans if any) at the year end		
	Associate Companies	3,949.35	3,548.88
	Common Controlled Entities	1,413.93	611.67

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

* Includes effect of change in foreign exchange translation

Transaction with Subsidiaries and Joint Ventures are eliminated



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

Particulars	31.03.2016	31.03.2015
Net Profit available for Equity Shareholders (₹ in lakhs) (a)	885.02	11,669.71
Weighted average number of Equity Shares of ₹ 5/- each (b)	66,999,626	67,034,790
Basic / Diluted Earning per Equity Share (₹) (a/b)	1.32	17.41

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

Name of the Companies	Year Ended March 31, 2016 (%)	Year Ended March 31, 2015 (%)	Date of Incorporation	Country
Subsidiaries				
Maharashtra Seamless (Singapore) Pte. Ltd. *	100.00	100.00	8-Jun-11	Singapore
Maharashtra Seamless Finance Ltd.	100.00	100.00	8-Feb-12	India
Discovery Oil And Mines Pte. Ltd. *	100.00	100.00	27-Jun-13	Singapore
Step Subsidiary *				
Inernovia Natural Resources FZ LLC **	56.00	56.00	30-Apr-14	UAE
Associates				
Jindal Pipes (Singapore) Pte. Ltd. *	30.00	30.00	8-Jun-11	Singapore
Jindal Permium Connections Pvt. Ltd. *	49.89	49.89	10-Feb-05	India
Star Drilling Pte. Ltd. * (Associate through WOS)	25.00	25.00	31-Jan-13	Singapore
Joint Ventures				
Gondkhari Coal Mining Ltd. #	30.30	30.30	26-Feb-10	India
Dev Drilling Pte. Ltd.*	25.00	25.00	31-Jan-13	Singapore

* Audited Financials as at 31st March, 2016 were not available and the same have been consolidated on the basis of provisional financials as certified by the Management.

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

#Company has not considered Gondkhari Coal Mining Ltd. for the purpose of consolidation as Joint Venture due to non availability of financial statements of Gondkhari Coal Mining Ltd. (a JV entity) for FY 2015-16 and impaired ability to continue as joint venture due to cancellation of coal block by Supreme Court Judgement.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

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

Name of Associate Companies	% of voting power	% of shareholding	Share of Profit / (Loss) in current year (₹ in lakhs)	Share of Profit / (Loss) in Previous Year (₹ in lakhs)
Jindal Pipes (Singapore) Pte. Ltd.	30.00	30.00	3,144.30	2,663.79
Star Drilling Pte. Ltd.*	25.00	25.00	(776.42)	(57.56)
Jindal Permium Connections Pvt. Ltd.	49.89	49.89	(47.60)	0.41
Total			2,320.28	2,606.64

*In pursuance to equity method as per AS 23 on "Accounting for Investments in Associates" in Consolidated Financial Statements the company has considered Loss of Star Drilling Pte. Ltd. to the extent investment in that Associate of 25% through Maharashtra Seamless (Singapore) Pte. Ltd. (WOS).

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

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	(₹ in lakhs)
Parent				
Maharashtra Seamless Ltd.	93.71%	272,750.76	352.17%	3,116.86
Subsidiaries				
Indian				
Maharashtra Seamless Finance Ltd.	0.09%	253.97	0.41%	3.60
Foreign				
Maharashtra Seamless (Singapore) Pte. Ltd.	-0.32%	(936.97)	-21.86%	(193.43)
Discovery Oil And Mines Pte. Ltd.	2.27%	6,599.28	0.55%	4.90
Step Subsidiary				
Foreign				
Internovia Natural Resources FZ LLC	-2.66%	(7,734.26)	-159.34%	(1,410.20)
Associates (Investment as per the equity method)				
Indian				
Jindal Premium Connections Pvt. Ltd.	0.12%	334.80	-5.38%	(47.60)
Foreign				
Jindal Pipes (Singapore) Pte. Ltd.	2.98%	8,666.96	355.28%	3,144.30
Star Drilling Pte. Ltd.	-	-	-87.73%	(776.42)
Joint Ventures (as per proportionate consolidation / investment as per the equity method)				
Foreign				
Dev Drilling Pte. Ltd.	3.81%	11,078.90	-334.10%	(2,956.99)
Minority Interest in all subsidiaries (Ref Note. No 2.26)	-	-	-	-
Total	100.00%	291,013.44	100.00%	885.02

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


Form AOC I

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

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

S.No.	Particulars	Reporting Currency	Name of Subsidiary Companies							
			Maharashtra Seamless (Singapore) Pte. Ltd.		Maharashtra Seamless Finance Ltd.		Discovery Oil And Mines Pte. Ltd.		Inetrnovia Natural Resources FZ LLC	
			2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Share Capital	INR in lakhs	2,089.49	1,971.61	250.00	250.00	6,766.00	6,384.26	18.00	17.09
		USD in lakhs	31.50	31.50	-	-	102.00	102.00	0.27	0.27
2	Reserve & Surplus	INR in lakhs	(386.06)	(3.78)	3.97	0.36	(157.00)	57.25	(4,717.00)	(2,224.53)
		USD in lakhs	(5.82)	(0.06)	-	-	(2.37)	0.91	(71.11)	(35.54)
3	Total Assets	INR in lakhs	22,574.41	17,334.91	256.79	252.61	10,847.00	20,055.76	64,480.00	69,548.85
		USD in lakhs	340.32	276.96	-	-	163.52	320.43	972.07	1,111.17
4	Total Liabilities	INR in lakhs	22,574.41	17,334.91	256.79	252.61	10,847.00	20,055.76	64,480.00	69,548.85
		USD in lakhs	340.32	276.96	-	-	163.52	320.43	972.07	1,111.17
5	Investments	INR in lakhs	21,077.94	15,694.43	-	-	9.00	8.71	63,016.00	59,461.26
		USD in lakhs	317.76	250.75	-	-	0.14	0.14	950.00	950.00
6	Turnover	INR in lakhs	425.86	548.94	30.85	30.74	5.00	619.54	264.00	16.72
		USD in lakhs	6.42	8.77	-	-	0.07	9.90	3.98	0.27
7	Profit Before Taxation	INR in lakhs	(422.54)	(46.93)	4.74	7.49	(218.00)	195.08	(2,357.00)	(2,224.53)
		USD in lakhs	(6.37)	(0.75)	-	-	(3.29)	3.12	(35.54)	(35.54)
8	Provision for Taxation	INR in lakhs	12.60	15.06	1.13	2.68	-	16.70	-	-
		USD in lakhs	0.19	0.24	-	-	-	0.27	-	-
9	Profit After Taxation	INR in lakhs	(435.14)	(61.99)	3.60	4.80	(218.00)	178.38	(2,357.00)	(2,224.53)
		USD in lakhs	(6.56)	(0.99)	-	-	(3.29)	2.85	(35.54)	(35.54)
10	Proposed Dividend	INR in lakhs	-	-	-	-	-	101.86	-	-
		USD in lakhs	-	-	-	-	-	1.63	-	-
11	% of Shareholding		100%		100%		100%		56%	
12	Country		Singapore		India		Singapore		UAE	
13	Date of Incorporation		8-Jun-11		8-Feb-12		27-Jun-13		30-Apr-14	

Rate of Conversion of 1 USD = ₹ 66.3329 as on 31.03.2016 and 1 USD = ₹ 62.5908 as on 31.03.2015


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

S.No.	Particulars	Name of Associates / Joint Ventures				
		Jindal Pipes (Singapore) Pte. Ltd.	Star Drilling Pte. Ltd.	Jindal Premium Connections Pvt. Ltd.	Dev Drilling Pte. Ltd.	Gondkhari Coal Mining Ltd.
1	Latest audited Balance Sheet Date	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2013
2	Shares of Associate / Joint Ventures held by the company on the year end : No. of Shares Amount of Investment in Associates / Joint Ventures (₹ in lakhs) Extend of Holding (%)	4,500,000 2,225.81 30.00%	1,250,000 751.25 25.00%	4,389,095 438.91 49.89%	1,250,000 674.28 25.00%	15,150 1.52 30.30%
3	Description of how there is significant influence	Associate by Share Holding	Associate by Share Holding through wholly owned subsidiary	Associate by Share Holding	Joint Venture by Agreement	Joint Venture by Agreement
4	Reason why the Associate / Joint Venture is not consolidated	NA	NA	NA	NA	Company has not considered Gondkhari Coal Mining Ltd. for the purpose of consolidation as Joint Venture due to Non availability of financial statements of Gondkhari Coal Mining Ltd. (a JV entity) for FY 2015-16 and impaired ability to continue as joint venture due to cancellation of coal block by Supreme Court Judgement.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet (₹ in lakhs)	5,522.66	776.42	382.39	12,132.25	(21.36)
6	Profit / (Loss) for the year :					
	Considered in Consolidation (₹ in lakhs) #	3,144.30	(776.42)	(47.60)	(3,005.90)	-
	Not Considered in Consolidation (₹ in lakhs)	7,336.71	(14,887.58)	(47.81)	(9,017.69)	-

The company has considered Loss of ₹ 776.42 lakhs of Star Drilling Pte. Ltd. (Associate Company) to the extent of investment.

As per our report of even date attached

For KANODIA SANYAL & ASSOCIATES
Chartered Accountants

R.K. KANODIA
Partner
Membership No. 016121

ASHOK SONI
CFO

D.C. GUPTA
VP & Company Secretary

Place : Gurgaon
Dated : 26th May, 2016

For and on Behalf of the Board

D.P. JINDAL
Executive Chairman

SAKET JINDAL
Managing Director

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

S.P. RAJ
Wholtime Director

NOTICE



MAHARASHTRA SEAMLESS LIMITED

CIN: 99999MH1988PLC080545

Registered Office: Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road,

Taluka Roha, Distt. Raigad-402126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513

E-mail: secretarial@mahaseam.com, website: www.jindal.com

NOTICE

Notice is hereby given that the 28th Annual General Meeting of Maharashtra Seamless Limited will be held on Tuesday, the 27th September, 2016 at 12.15 P.M. at the Registered Office of the Company at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution(s):
 - (a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
 - (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of Auditors thereon be and are hereby considered and adopted."
2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT dividend of ₹ 2.50 (50%) per Equity Share of ₹ 5/- each be and is hereby declared for the financial year ended 31st March, 2016."
3. To appoint a Director in place of, Shri S. P. Raj who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Shri S. P. Raj (DIN-00520481), who retires by rotation, be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the continuity of his tenure as Whole-Time Director of the Company."
4. To appoint Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 M/s Kanodia Sanyal & Associates, Chartered Accountants (Firm Regn. No. – 008396N), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Star Drilling Pte. Ltd., Singapore an Associate of the Company for providing additional security by creating pledge on investments made by the Company in the units of Mutual Funds and sale of pipes, as detailed in the explanatory statement to the Notice.



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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, and Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time M/s R. J. Goel & Co., Cost Accountants (Firm Regn. no. 00026), 31, Community Centre, Ashok Vihar, Phase-I, Delhi - 110052, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ended 31st March, 2017 be paid remuneration of ₹ 1,30,000/- (One lakh thirty thousand only), apart from reimbursement of actual expenses to be incurred by them, in connection with conducting the audit of cost records of the Company."

By Order of the Board

Place : Gurgaon
Dated : 28th July, 2016

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

NOTES :

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

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

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

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2016, if declared, at the ensuing Annual General Meeting. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 14th September, 2016 and to the Beneficial Holders as per the Beneficiary List as on 14th September, 2016, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 28th September, 2016.
5. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent cannot entertain any request received directly from members for deletion / change of bank details holding shares in electronic form. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2007-08 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 28th September, 2015 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.



Details of dividend declared for the financial years 2008-09 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (₹)
2008-09	29.09.2009	100	5.00
2009-10	30.09.2010	120	6.00
2010-11	30.09.2011	120	6.00
2011-12	28.09.2012	120	6.00
2012-13	30.09.2013	120	6.00
2013-14	26.09.2014	120	6.00
2014-15	28.09.2015	100	5.00

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

7. National Electronic Clearing Service (NECS) Facility:
 - (a) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website www.jindal.com or can be obtained from the Corporate Office of the Company. Requests for payment of dividend through NECS should be lodged latest by 10th September, 2016 at the Corporate Office of the Company at Plot No. 30 Institutional Sector - 44, Gurgaon – 122002 (Haryana).
 - (b) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.
8. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
9. Details of the Director seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name	Shri S. P. Raj
Age	62 years
Qualifications	B. E. (Mechanical)
Expertise in specific functional area	Having more than three decades of technical experience in seamless pipe industry and product development
Date of appointment as Director of the Company	20.10.2005
Directorship of other Companies	- Dytop Commodeal Ltd. - Maharashtra Seamless Finance Ltd. - Steel and Metal Tubes (India) Ltd. - Crisphark Vincom Ltd.
Chairman / Member of Committees of other Companies	NIL
No. of shares held	NIL
Inter-se relationship with other Directors	None

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
11. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished the requisite declarations for his appointment.
12. Relevant documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
13. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.



14 Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 28th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 20th September, 2016

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Executive Chairman, within 48 hours from the conclusion of Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.jindal.com and shall simultaneously be communicated to the Stock Exchanges.

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period begins on 24th September, 2016 (9.00 A.M.) and ends on 26th September, 2016 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab to cast your vote.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Maharashtra Seamless Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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

Item No. 5:

During the year ended 31st March, 2016, the Company has entered into material related party transactions, as defined under the Listing agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Star Drilling Pte. Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Star Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- None
- c. Nature of relationship- Star Drilling Pte. Ltd., Singapore is an Associate Company.
- d. Nature, material terms, monetary value and particulars of transactions-
 - (i) provide additional security by creating pledge on investments made by the Company in the units of Mutual Funds for an amount upto USD 25 million in favour of Axis Bank in support of Star Drilling Pte. Ltd. to secure the loan of USD 150 million availed by the said Company, and
 - (ii) Sale of pipes for USD 698,251.
- e. Any other information relevant for the members to make a decision on the transaction - The above said security by pledge of investments is expected to be released on the above said Company obtaining a firm contract for deployment of its offshore Rig.

Your Directors commend the resolution for your approval.

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

Item No. 6

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company. The Board of Directors at its meeting held on 28th July, 2016, on the recommendation of the Audit Committee, has appointed M/s R. J. Goel & Co. Cost Accountants (Firm Regn. no. 00026), 31, Community Centre, Ashok Vihar, Phase-I, Delhi -110052, as Cost Auditors to conduct audit of cost records of the Company for the financial year ended 31st March, 2017 and subject to ratification of shareholders, fixed their remuneration at ₹ 1,30,000/- (One lakh thirty thousands only) in addition to reimbursement of actual expenses to be incurred by them in connection with conducting the said audit.

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

The Board recommends the resolution as set out in Item no. 6 of this Notice for approval of members.

By Order of the Board

Place : Gurgaon
Dated : 28th July, 2016

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



MAHARASHTRA SEAMLESS LIMITED

MAHARASHTRA SEAMLESS LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,

Taluka-Roha, Distt. Raigad - 402 126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513,

E-mail: secretarial@mahaseam.com, website: www.jindal.com

CIN: L99999MH1988PLC080545

PROXY FORM

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

Name of the member(s):

Registered address

E-mail ID:

Folio No. / DP ID and Client ID:

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

1) Name :E-mail id

Address:

Signature :, or failing him/her

2) Name :E-mail id

Address:

Signature :, or failing him/her

3) Name :E-mail id

Address:

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General meeting of the Company, to be held on Tuesday, 27th September, 2016 at 12.15 P.M. at Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

* I/ we wish my/ our above Proxy (ies) to vote in the manner as indicated in the box below :-

Resolutions		For	Against
1.	To consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of Auditors thereon;		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri S. P. Raj who retires by rotation.		
4.	Appointment of Auditors and fixing their remuneration.		



MAHARASHTRA SEAMLESS LIMITED

Resolutions		For	Against
5.	Approval of related party transaction(s) with Star Drilling Pte. Ltd. Singapore.		
6.	Approval of the Remuneration of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants.		

*Applicable for investors holding shares in electronic form.

Signed this day of 2016

Affix a
Revenue
Stamp

Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes :

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In Case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



MAHARASHTRA SEAMLESS LIMITED

MAHARASHTRA SEAMLESS LIMITED

CIN- L99999MH1988PLC080545

Regt Office: Pipe Nagar , Village Sukeli , N.H.17, B.K.G Road

Taluka Roha, Distt Raigad -402126 (Maharashtra)

E-mail secretarial@mahaseam.com Website: jindal.com

Attendance slip for the 28th Annual General Meeting

(to be hand over at the registration counter)

I/We hereby record my /our presence at the 28th Annual General Meeting of the Company on Tuesday, 27th September , 2016 at 12.15 P.M at the registered office of the Company at Pipe Nagar, Village Sukeli, N H 17, B K G Road, Taluka Roha, Distt Raigad - 402126 Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) _____

Folio No./DP ID* No. and Client ID* No. _____

Number of Shares _____

Please ✓ in the Box

☐ Member

☐ Proxy

First / Sole Holder/Proxy

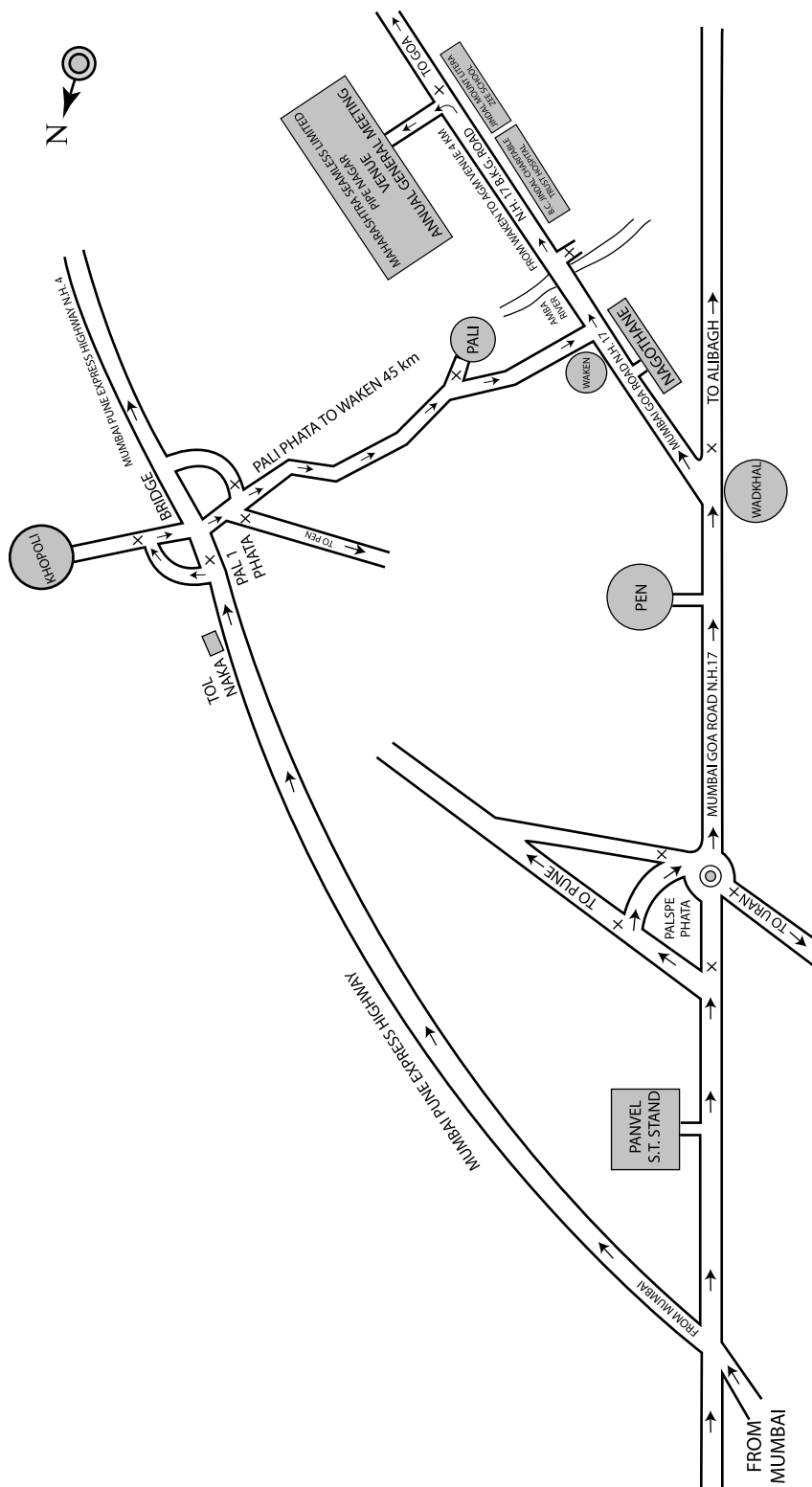
Second Holder / Proxy

Third Holder / Proxy

NOTES :

- i. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- ii. Duplicate Attendance Slip will not be issued at the venue.

*Applicable only in case of investors holding shares in Electronic Form.



NOTES

Handwriting practice lines consisting of 40 horizontal dotted lines.

NOTES

Handwriting practice lines consisting of 40 horizontal dotted lines.

ERW Pipes manufactured by
Maharashtra Seamless Limited
are branded as



Trust The Leader



MAHARASHTRA SEAMLESS LIMITED

Corporate Office

JINDAL CORPORATE CENTRE

Plot No. 30, Institutional Sector - 44, Gurgaon-122 002, Haryana (India)

Tel.: +91 124 2574325 / 26, 4624000 Fax: +91 124 2574327

e-mail: contact@mahaseam.com

Regd. Office & Works

Pipe Nagar, Village Sukeli, N.H.-17, B.K.G. Road, Distt. Raigad - 402 126, Maharashtra (India)

Tel.: +91 2194 238511 / 12 / 16, Fax: +91 2194 238513

website: www.jindal.com