WALCHANDNAGAR INDUSTRIES LIMITED
Website: www.walchand.com **Email:** wil@walchand.com

Ref. No. : WI:SEC:2019
Date : July 08, 2019

National Stock Exchange of India Ltd.
Corporate Action Department
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.
Fax :26598237/38, 66418126/25/24
SCRIP CODE : WALCHANNAG

BSE Ltd.
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg P. J. Tower,
Mumbai 400 001.
Fax:: 22723121/2039/2037
SCRIP CODE : 507410

Dear Sir,

Sub : Annual Report for the Financial Year 2018-2019 along with the Notice of the 110th Annual General Meeting of the Company.

Pursuant to the Regulations 30 and 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Annual Report of the Company for the Financial Year 2018-2019 along with the Notice of the 110th Annual General Meeting of the Company scheduled to be held on Tuesday, August 06, 2019, at 4.00 p.m. along with Attendance Slip and Proxy form forming part of Annual report.

Full Annual Report is available on the website of the Company www.walchand.com

Please take the same on record.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Encl.: As above

110th ANNUAL REPORT
2018 - 19

A Tradition of Engineering Excellence

WALCHANDNAGAR INDUSTRIES LIMITED

SETH WALCHAND HIRACHAND

Seth Walchand Hirachand's life was truly a triumph of persistence over adversity.

Sardar Vallabhbhai Patel

Board of Directors

Chakor L. Doshi
Chairman

Dilip J. Thakkar
Director

Dr. Anil Kakodkar
Director

A. R. Gandhi
Director

Bhavna Doshi
Director

G. K. Pillai
Managing Director & CEO

Chirag C. Doshi
Managing Director

Corporate Information

Registered Office

Walchandnagar Industries Ltd.
3, Walchand Terraces,
Tardeo Road,
Mumbai - 400 034
Tel. No. (022) 23612195/96/97

Pune Office

Walchand House,
15/1/B-2 G.A. Kulkarni Path
Opp. Karishma Society Gate No. 2,
Kothrud,
Pune – 411 038, Maharashtra, India.
Phone : (020) 3025 2400
E-mail : investors@walchand.com

Factories

Walchandnagar, Dist. Pune, Maharashtra
Satara Road, Dist. Satara, Maharashtra
Attikola, Dharwad, Karnataka.

Compliance Officer

G. S. Agrawal
Vice President (Legal & Taxation) and Company Secretary

Registrar & Share Transfer Agents

M/s. Link Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060

Auditors

M/s. Jayesh Sanghrajka & Co. LLP.
Chartered Accountants

Principal Bankers

State Bank of India
Bank of India

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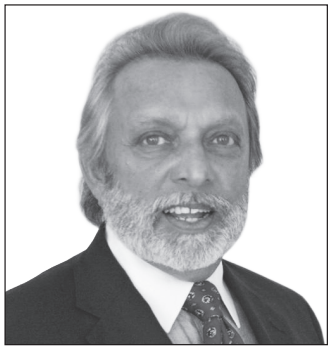
Letter from the Chairman



Dear Members,

It is my pleasure to welcome you all to the 110th Annual General Meeting and present the Annual Report of your company. The year under consideration covers the period April 18 to March 19.

During this year, your company has further consolidated its performance as part of a process which began in FY 17-18. The mix of new orders booked as well as the current orders in hand clearly reflects the strategic priorities of the company. Divisions like Aerospace, Defence, Nuclear, Missiles and Gearboxes together account for approximately 60% of the total order book in hand by value. Also there has been a marked uptick in the performance of its product businesses. Progress in the execution of legacy businesses continues, with five sites of the TNEB project in Tamil Nadu already commissioned and further concrete movement seen towards final closure of Phase 1 of the Tendaho project.

Your company ended the financial year 18-19 with total revenue of INR 388.97 Crore and notwithstanding the net loss for the year, its quantum (net loss) has decreased significantly as compared to last fiscal year. Also there has been a consistency in your company's performance over the last four quarters thereby leading to a significant improvement in the cash profit for the year as compared to last fiscal. One of the highlights of the years performance has been the revenue mix – close to 90% of the revenues have come from the manufacturing business thereby leading to a salutary effect on the bottom-line. While the working capital position of the company has seen a semblance of stability, there is no let-up in the vigilant and judicious approach of the operating management as regards deployment of available funds and resources.

WIL is gearing up strongly towards its stated objective of excellence in niche manufacturing across strategic sectors. Receipt of an order for spacecraft flight hardware from ISRO (approx INR 96 Crore plus escalation) which is the single-largest order ever received by the Aerospace business is a feather in our cap. A healthy order pipeline is visible in the Nuclear Power Plant Equipment business with the ordering in fleet mode for upcoming indigenous reactors gathering pace. From an execution perspective, WIL has successfully manufactured and dispatched the first gearbox from the order received from Goa Shipyard (OPV gearboxes for the Indian Coast Guard) and hopes to continue with the momentum going ahead. Also strengthening the execution of orders in the Defence Business would be a prerogative this fiscal. Expansion in the product businesses like Centrifugal Machines and Castings (Foundry) would continue. A modest beginning has been made in bagging orders from the Railways Business and it would be our endeavor to expand our footprint in this sector. All in all WIL is poised well to leverage upcoming opportunities in the years ahead.

I would like to place on record my sincere thanks to WIL's shareholders, our bankers, employees at all levels and the media for your continued support and expect similar confidence in the years to come.

Thank You,

Chakor L. Doshi

Chairman

NOTICE

Notice is hereby given that the 110th Annual General Meeting of the members of Walchandnagar Industries Limited will be held as scheduled below:

Day : Tuesday

Date : August 06, 2019

Time : 4.00 pm

Place : Walchand Hirachand Hall,
Indian Merchants Chambers Building,
Churchgate, Mumbai - 400 020.

The Agenda for the meeting will be as under:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 110th Annual General Meeting and, being eligible, offers himself for re-appointment.

Special Business:

3. To appoint Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), Dr. Anil Kakodkar (DIN: 03057596), Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office from the conclusion of 110th Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2024, not liable to retire by rotation.

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

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby ratifies and confirms the remuneration of ₹ 3,00,000 (Rupees Three Lacs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No.000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2020.

   RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

G. S. Agrawal
Vice President (Legal & Taxation) &
Company Secretary

Registered Office:

3, Walchand Terraces
Tardeo Road, Mumbai 400 034

Date: May 21, 2019

CIN: L74999MH1908PLC000291
Tel: 022 - 2361 2195/96/97, Fax: 022 - 2363 4527
E-mail: investors@walchand.com Website: www.walchand.com

Notes:

a) A Statement under Section 102(1) of the Companies Act, 2013, relating to the Special Business under Item No. 3 & 4 mentioned above is annexed hereto.

b) A statement giving additional details of Directors seeking appointment / re-appointment as set out in Item no. 2 & 3 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself / herself and a proxy need not be a Member of the Company. The instrument appointing a proxy should, however, be deposited at the registered office of the company duly completed and signed not less than forty-eight hours before the commencement of the meeting.**

   Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the 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 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 / shareholder.

d) Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a

certified true copy of the Board Resolution together with the respective specimen signature of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.

e) Members / Proxy Holders / Authorised Representatives are requested to produce at the entrance of the hall admission slips duly completed and signed, in accordance with the specimen signature registered with the Company for admission to the Meeting Hall.

f) Members, who hold shares in De-materialized form, are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.

g) Members holding shares in Dematerialised Form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical Form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Pvt. Ltd.

h) Members who have not encashed their dividend warrants for the financial years ended September 30, 2012 and thereafter, may immediately approach the Company for revalidation of unclaimed warrants as the amount of dividend remaining unpaid for a period of 7 years shall be transferred to Investors Education & Protection Fund as per the provisions of Section 124 of the Companies Act, 2013. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF - 5 available on www.iepf.gov.in.

i) 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 amounts lying with the Company as on August 14, 2018 (date of last Annual General Meeting) on the website of the Company (www.walchand.com).

j) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

k) SEBI vide circular dated January 07, 2010 has made it mandatory for legal heir(s) to furnish a copy of their PAN, duly self attested in the following cases in respect of shares of listed companies held in physical form:

- Deletion of name of the deceased shareholder(s), where the shares are held in the names of two or more shareholders;
- Transmission of shares in favour of legal heir(s), where deceased shareholder was the sole holder of shares; and
- Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

l) Copies of the Annual Report 2019 containing Notice of 110th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode.

However, in case a Member wishes to receive a physical copy of the said documents, he is requested to send an e-mail to walchandnagargogreen@linkintime.co.in / investors@walchand.com duly quoting his DP ID and Client ID or the Folio number, as the case may be.

Members holding shares in physical form are requested to submit their e-mail address to the Registrar, Link Intime India Private Ltd. / the Company, duly quoting their Folio number and Members holding shares in dematerialized form, who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.

The letter and E-communication Registration Form is available on the website of the Company viz. www.walchand.com.

m) Members are requested to get the Shares transferred in joint names, if shares are held in a single name to avoid the inconvenience and also to send nomination form (available on website of the Company www.walchand.com under the section Investor Information), if not sent earlier.

n) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company for consolidation of the folios.

o) Members desiring any information relating to the annual accounts of the Company are requested to write to the Management at least 10 (Ten) days before the meeting to enable the Company to keep the information ready at the meeting.

p) Members may also note that the Notice of the 110th AGM and the Annual Report for 2019 will be available on the Company's website www.walchand.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours from

10:30 a.m. to 12:30 p.m. on working days (except Saturday and Sunday). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post. For any communication, the shareholders may also send requests to the Company's investor email id: investors@walchand.com.

q) Mr. Chakor L. Doshi (DIN: 00210949) Director of the Company retire by rotation at the 110th Annual General Meeting and being eligible offer himself for re-appointment.

The brief resume, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding of Non-Executive Directors, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure 'A'**.

r) Documents relating to the items mentioned in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on any working day (except Saturday and Sunday) during business hours from 10.30 a.m. to 12.30 p.m.

s) Voting through electronic means:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote at the 110th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

I The instructions for shareholders voting electronically are as under:

(i) The voting period begins on August 03, 2019 at 9:00 a.m. and ends on August 05, 2019 at 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 July 30, 2019 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/ MEMBERS.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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 sequence number which is printed on Attendance Slip indicated in the PAN field.
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 of Walchandnagar Industries Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II Mr. V. N. Deodhar of M/s. V. N. Deodhar & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the Ballot form in a fair and transparent manner.

III The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, and submit the Report forthwith to the Chairman of the Company.

IV In case of those Members, who do not have access to e-voting facility, they can use the assent / dissent form which can be downloaded from our website www.walchand.com and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM and send the form to reach M/s. V. N. Deodhar & Co., Scrutinizer C/o. Link Intime India Pvt. Ltd. (Unit: Walchandnagar Industries Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083, on or before August 05, 2019 (05:00 pm).

V Members can choose only one of the two options, namely remote e-voting or voting through physically assent / dissent form. In case the votes are casted through both the formats, then votes casted through remote e-voting shall prevail.

VI The results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.walchand.com and on the website of CDSL within two (2) days of passing of the Resolutions at the AGM of the Company and communicated to the Stock Exchanges.

VII Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 06, 2019.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 3

Shareholders of the Company in their 106th Annual General Meeting held on February 13, 2015 appointed Dr. Anil Kakodkar (DIN:03057596) as an Independent Director of the Company to hold the office from the conclusion of 106th Annual General Meeting to the Conclusion of Annual General Meeting to be held in year 2019, not liable to retire by rotation.

First term of directorship of Dr. Anil Kakodkar (DIN:03057596) is expiring on conclusion of 110th Annual General meeting. As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019, requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued as a Non-Executive Director in any listed company until and unless approval of Members has been obtained for the same by way of special resolution.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Regulation 16(b) read with Regulation 25 and Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re - enactment thereof and any rules made thereunder, for the time being in force) he, being eligible, have offered himself to be reappointed as Independent Director for a second term of 5 (five) years.

The Company has received from Dr. Anil Kakodkar, consent in writing to act as director and declaration to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed Form DIR-2 and DIR - 8 respectively. Further, the Company has received from Dr. Anil Kakodkar a declaration to the effect that he meets criteria of independence as provided in Section 149(6) of the said Act and Regulation 16(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re - enactment thereof and any rules made thereunder, for the time being in force) and he has not been debarred from holding office of Director by virtue of any SEBI Order or any other such authority. Further, in terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re - enactment thereof and any rules made thereunder, for the time being in force), the Board of Directors has reviewed the declaration made by Dr. Anil Kakodkar, Independent Director in respect of meeting the criteria of independence and the Board is of opinion that he fulfills the relevant conditions specified in the said Act and the Rules made thereunder and is independent of the management.

Dr. Anil Kakodkar (DIN: 03057596) is a BE (Mechanical Engineering) – from Mumbai University and M.Sc. (Experimental Stress Analysis) - from Nottingham University. He has an enriched experience of decades in Research and Development related to Nuclear Development. He is the Former Chairman of Atomic Energy Commission and Secretary to Government of India, Department of Atomic Energy during 2000-2009. He has been Awarded Padma Shri, Padma Bhushan and Padma Vibhushan for his recognition in the field of Research and Development related to nuclear reactors. He has contributed to more than 250 scientific papers and reports on various aspects of his work. He is also honoured as Doctor of Science and Doctor of Literature from number of Universities/ Prestigious Institutes including IIT Bombay, IIT Kharagpur, IIT Delhi. As Company is in the business to undertake projects and supply of machinery and equipments, in the fields of Nuclear Power, Aerospace, Missile, Defence, Steam generation plants, etc. his guidance on these matters has been notable and supportive to the Company.

The Nomination and Remuneration Committee considered and approved the re-appointment of Dr. Anil Kakodkar as an Independent Director considering his Performance evaluation done by all the other Directors and recommended his re–appointment to the Board. The Board considers that continued association of Dr. Anil Kakodkar as an Independent Director would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

Copy of the draft letter for appointment proposed to be issued to Dr. Anil Kakodkar setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days (except Saturday and Sunday), up to the date of this Annual General Meeting.

The resolution proposed at Item No. 3 of the accompanying Notice, seek the approval of the members for re-appointment of Dr. Anil Kakodkar (DIN : 03057596) as an Independent Director of the Company, not liable to retire by rotation for a further period of 5 (five) years with effect from conclusion of 110th Annual General Meeting upto the conclusion of Annual General Meeting to be held in year 2024.

Except Dr. Anil Kakodkar, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 3.

A brief profile of Dr. Anil Kakodkar, Independent Director to be re-appointed including nature of his expertise and other disclosure as required under Listing Regulations is set out in this Notice as **Annexure-'A'**.

The Board re - commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board of the Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. S. R. Bhagave & Co., Cost Accountant, Pune (Regn. No. 000218), as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending March 2020, at a remuneration of ₹ 3,00,000/-

(Rupees Three Lakhs Only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of the cost records of the Company for the year ended March 31, 2020.

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

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By order of the Board

G. S. Agrawal
Vice President (Legal & Taxation) &
Company Secretary

Registered Office:
3, Walchand Terraces
Tardeo Road, Mumbai 400 034
Date: May 21, 2019

CIN: L74999MH1908PLC000291
Tel: 022 - 2361 2195/96/97, Fax: 022 - 2363 4527
E-mail: investors@walchand.com Website: www.walchand.com

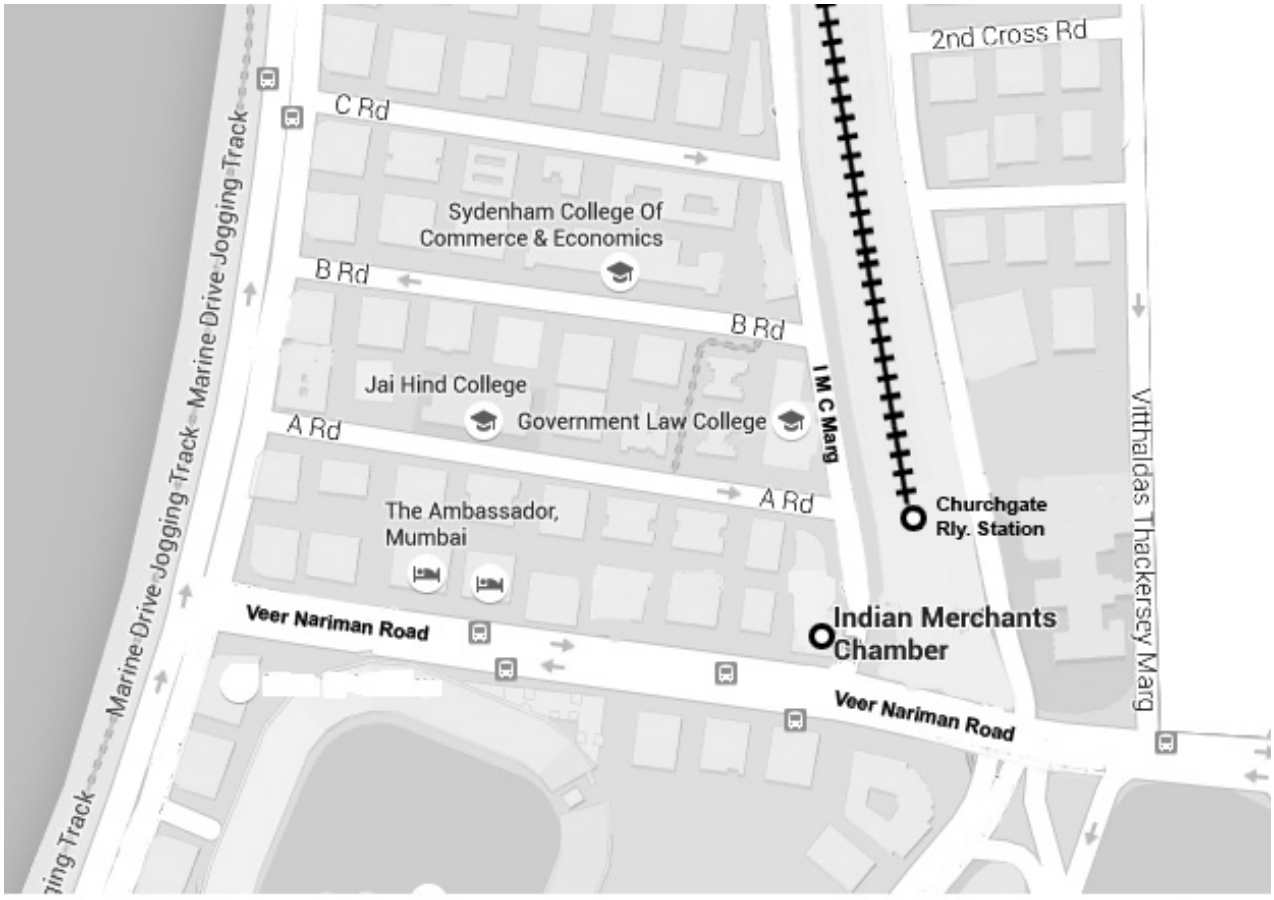
Annexure 'A' to Notice

DETAILS OF THE DIRECTOR'S SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Director	**Mr. Chakor L. Doshi**	**Dr. Anil Kakodkar**
Date of Birth	15.09.1948	11.11.1943
Date of Appointment	15.05.1979	27.12.2010
Expertise in specific functional areas	Operations and Management of Large Industries-Industrialist	Research and Development related to Nuclear Development.
Qualifications	B.Sc (Mathematics Physics), Bombay University and MS in Operations Research & Industrial Engineering, University of Michigan (USA)	BE(Mechanical Engineering) – from Mumbai University and M.Sc. (Experimental Stress Analysis) – from Nottingham University
Shareholding in the Company (including HUF)	55930	NIL
Directorship held in other public companies (excluding foreign companies)	Bombay Cycle & Motor Agency Ltd.	1. Maharashtra Knowledge Corporation Ltd. 2. Triveni Turbines Ltd.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee & Stakeholders Relationship Committee)	Nil	Nil
Disclosure of Relationships between Director inter-se	Mr. Chirag C. Doshi, Managing Director is son of Mr. Chakor L. Doshi, Chairman. He is not related to any other Director of the Company.	None

Route Map to the AGM Venue

Venue: Walchand Hirachand Hall, Indian Merchants Chambers Building, 4th Floor, Churchgate, Mumbai - 400 020.



DIRECTOR'S REPORT

To:

The Members of

Walchandnagar Industries Limited

Your directors take pleasure in presenting the 110th Annual Report on the business and operations of your Company together with Audited Accounts for the year ended March 31, 2019.

1. Financial Results

The Company's financial performance, for the Year ended March 31, 2019 is summarized below:

	Year ended 31.03.2019 ₹ in Lakhs (IND AS)	Year ended 31.03.2018 ₹ in Lakhs (IND AS)
Income	**38,897**	40,730
Profit/(Loss) before Depreciation and Interest	**10,540**	8,375
Less: Interest	**8,051**	7,611
Depreciation	**2,703**	3,346
Profit/(Loss) before Tax	**(214)**	(2,582)
Less: Tax (Net)	**-**	-
Profit/(Loss) after Tax	**(214)**	(2,582)

2. Financial Performance & Highlights:

During the year under review, the revenue for the financial year 2018-19 was ₹ 38, 897 lakhs as against the previous financial year 2017-18 of ₹ 40,730 lakhs.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

3. Current Period:

The orders on hand as on March 31, 2019 were at ₹ 822 crores as compared to ₹ 803 crores as on March 31, 2018.

4. Exports and Overseas Projects:

During the year under review, the Company achieved an export turnover of ₹ 21 Crores as against ₹ 30 Crores, in the previous year. The export orders on hand as on March 31, 2019 are at ₹ 316 crores.

5. Dividend and Reserves:

During the Year under review your Company has suffered a (loss) after tax of ₹ 214 lakhs. Hence, no dividend is recommended for the Year ending March 31, 2019 by the Board.

During the Year under review, the Company has suffered a loss hence not recommended any amount to be transferred to the General Reserve of the Company.

6. Subsidiary, Joint Ventures And Associate Companies:

As on March 31, 2019, your Company do not have any Subsidiary, Joint Venture or Associate Company. During the year under review, none of the Companies have become or ceased to be Company's Subsidiaries, Joint Ventures and Associate Company.

7. Extract of Annual Return:

The extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure 'A'** to this report. The same is also placed on the website of the Company www.walchand.com and the web - link for the same is https://walchand.com/wp-content/uploads/2019/07/02_69584_Walchandnagar-Indl-Ltd_Secretarial_R2_17-32.pdf

8. Management Discussion & Analysis:

Detailed Management Discussion and Analysis is enclosed by way of **Annexure 'B'** to this report.

9. Finance & Accounts:

(i) Fixed Deposits:

Your Company did not invite or accept deposits from the public during the Financial year under review.

(ii) Income Tax Assessments:

Income tax assessment up to the Assessment Year 2016-17 has been completed. During the F.Y. 2018-19, company has preferred appeal before Commissioner of Income Tax (Appeals) for the Assessment Year 2016-17.

10. Human Resources Development:

During the Financial Year 2018-19, the HR Department implemented Online PMS system by Introducing KRA & KPI based on Annual Business Plan. Training for the same was imparted at all locations. The entire APPRAISAL SYSTEM process is online to be filled by individuals and appraised by L1 & L2. Through the Robust recruitment system to attract the best talent from the preferred industries, we are trying to make Walchandnagar Industries Limited as one of the best organization to work with and through proper Appraisal System to retain the young and efficient human resources.

The true focus of Human Resources Management is motivating, bringing in Best HR Practices & retaining the best talent in the Industry.

11. Directors Responsibility Statement:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any

ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as

to give a true and fair view of the state of affairs of the Company at the end of March 31, 2019 and of the loss for the Year ended on that date;

iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the Directors have prepared the annual accounts on a going concern basis;

v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company with its inherent weaknesses, work performed by the Internal, Statutory and Secretarial Auditors and External Consultants specially appointed for this purpose, including audit of Internal Financial Controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Companys Internal Financial Controls were adequate and effective during the Year ended on March 31, 2019.

12. Corporate Governance:

Your Company believes that Corporate Governance is the basis of stakeholder satisfaction. The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance Requirements as set out by SEBI. Your Company has obtained a certification from Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Statutory Auditors, on compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule V of the listing Regulation. The Report of Corporate Governance along with Certificate from the auditors of the Company regarding compliance of conditions of corporate governance is enclosed by way of **Annexure 'C'** to this Report.

13. Corporate Social Responsibility:

The Companies Act, 2013 mandates that every Company, who meet certain eligibility criteria needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility activities. In view of losses, statutorily no amount is required to be spent by the Company. However, Corporate Social Responsibility is an integral part of the Company.

Over the years, the Company has taken and continues to take several initiatives to support Environment, Education, Health and sports related activities in order to fulfill its corporate social commitments.

Health:

To create health awareness in the township and nearby villages, the Company continued to organize various health schemes during the year. This Year Company organized an Annual Medical Health Check-up from 25th to 27th December, 2018 which includes non-hazardous test for 399 Employees and Hazardous test for 116 employees/ workmen working on hazardous process and non-hazardous process with the help of certified surgeon. Further to create the blood donation awareness in the township and nearby villages, Company has organized a Blood Donation Camp at our Hospital LHMC on 12th January 2019 and again on 7th March 2019. Further Company has organized eye Check – up Camp at LHMC and 200 plus patient were examined in this camp & 22 patients were operated for cataract in association with of Inlaks Budhrani Hospital free of cost.

Education

During the academic year 2018-19, in Shree Wardhman Vidyalaya & Jr. College total 2517 students were studying out of which 1170 were Girls and 1347 were Boys. Whereas in Bharat Children's Academy, Walchandnagar total 1217 students were studying out of which 717 were boys and 500 were girls.

Environment

This year on the occasion of 'World Environment Day' on 5th June, plantation of 100 Coconut Trees was done. It is our plan to plant 1000 Trees in Walchandangar.

The CSR Policy is available on the website of the Company and the link for the same is https://walchand.com/wp-content/uploads/2015/01/CSR-Policy.pdf

14. Energy, Technology & Foreign Exchange:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is given in the **Annexure 'D'** to this Report.

15. Personnel:

Employee relations remained harmonious and satisfactory during the year and your Board would like to place on record their sincere appreciation for sustained efforts and valued contribution made by all the employees of the Company.

16. Directors and Key Managerial Personnel:

1) Independent Directors

a) Declaration by Independent Directors.

Your Board has reviewed the declarations made by the Independent Directors and is of the view that they meet the criteria of Independence as provided in Section

149 of the Companies Act, 2013 and Rules made there under and Regulation 16(1) of Listing Regulations (including any statutory modification(s) or re – enactment(s) thereof for the time being in force).

b) Resignation

Mr. G. N. Bajpai, had resigned from the Board of Directors of the Company w.e.f 15th November, 2018.

The Board places on record its appreciation for the assistance and guidance provided by Mr. G. N. Bajpai during his tenure as Director of the Company

c) Re-appointment of Independent Director:

As per the provisions of the Companies Act, 2013, Dr. Anil Kakodkar will retire at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment for a further period of five years i.e to hold the office from the conclusion of the Annual General Meeting to be held in the Year 2019 to the conclusion of the Annual General Meeting to be held in the year 2024.

Section 149 (10) of the Companies Act, 2013, provides that ID's shall hold office for a term upto five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special resolution by the shareholders of the Company. Further Regulation 17 (1A) of the Listing Regulations also provides that listed entities shall not appoint or continue the directorship of any person who has attained the age of 75 Years, unless approval of the shareholders is obtained by way of Special Resolution.

Dr. Anil Kakodkar's re – appointment is based on the outcome of performance evaluation exercise, experience and contributions made by him in his previous tenure.

d) Retirement by rotation:

Pursuant to Article 86 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Mr. Chakor L. Doshi is due to retire by rotation at the 110th Annual General Meeting and being eligible, have offered himself for re-appointment.

Brief profile of the proposed appointee together with other disclosures in terms of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are mentioned in the Notice which is part of this Annual Report.

During the period under review, company Vide Postal Ballot passed Special Resolution for Continuance of term of Independent Directors who has attained age of 75 years. Mr. Dilip J. Thakkar, Dr. Anil Kakodkar & Mr. A. R. Gandhi, Independent Directors of the Company who have attained age of 75 Years shall continue as Independent Directors of the Company on and after April 01, 2019 till the expiry of their existing term.

2) Key Managerial Personnel

During the Period under review, Mr. Vivek Jain, Chief Financial Officer of the Company resigned with effect from July 11, 2018. Mr. A. Shrikant was appointed as Chief Financial Officer of the Company in place of Mr. Vivek Jain w.e.f. August 14, 2018. Further, Mr. A. Shrikant, Chief Financial Officer of the Company resigned with effect from December 03, 2018. Further the Board of Directors of the Company in its meeting held on 21st May, 2019 appointed Mr. Sandeep Kumar Jain as Chief Financial Officer of the Company w.e.f 22nd May, 2019.

17. Number of Meetings of the Board:

The Board met four (4) times during the year from April 01, 2018 to March 31, 2019 viz. on May 28, 2018; August 14, 2018; November 13, 2018 and February 06, 2019.

18. Committees of the Board:

The Company has several Committees which have been constituted in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- **Audit Committee** which comprises of two Independent Directors i.e. Mr. Dilip J. Thakkar (Chairman of Committee) and Dr. Anil Kakodkar (Member), and Chairman, Mr. Chakor L. Doshi (Member).
- **Stakeholders Relationship Committee** which comprises of two Independent Directors i.e. Dr. Anil Kakodkar (Chairman of Committee) and Mr. Dilip J. Thakkar (Member) and Chairman, Mr. Chakor L. Doshi (Member).
- **Nomination & Remuneration Committee** which comprises of two Independent Directors i.e. Dr. Anil Kakodkar (Chairman of Committee), Mr. Dilip J. Thakkar (Member) and Chairman, Mr. Chakor L. Doshi (Member);
- **Corporate Social Responsibility Committee** which comprises of an Independent Director, Mrs. Bhavna Doshi (Chairperson of Committee), Managing Director & C.E. O., Mr. G. K. Pillai (Member) and Managing Director, Mr. Chirag C. Doshi (Member).

19. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a structured questionnaire was prepared.

The Performance Evaluation of the Independent Directors was completed. Independent Directors Meeting considered the Performance of Non-Independent Directors and the Committees and Board as whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Nomination & Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board on an annual basis.

20. Vigil Mechanism:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances which was revised and approved by the Board vide Circular Resolution on 26th March, 2019 . Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism /whistle blower policy may be accessed on the Company's website at the link http://www.walchand.com/wp-content/uploads/2019/03/Whistle-Blower-Policy-Effective-From-April-1-2019-.pdf

21. Particulars of Employees Remuneration:

(A) The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent as the Company has no such employee who falls under the criteria specified in the said Rules.

(B) The ratio of the remuneration of each Director to the median employees remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as **Annexure 'E'**.

22. Contracts and Arrangements with Related Parties :

All contracts / arrangements / transactions entered by the Company during the Financial Year with Related parties were in the Ordinary Course of Business and on arms length basis.

Your Directors draw attention of the members to Note 45 to the Financial Statement which sets out related party disclosures.

23. Nomination & Remuneration Policy:

The Board has framed a policy on the recommendation of the Nomination & Remuneration Committee, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection, appointment and remuneration of Board Members / Key Managerial Personnel and other senior employees.

Objectives:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements), Regulation, 2015.

The Key Objectives of the Committee are:

a) to formulate guidelines in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

c) to recommend to the Board the Remuneration payable in whatever form payable to the Directors, Key Managerial Personnel and Senior Management.

Role of Committee:

The role of the Committee is explained in the Corporate Governance Report.

Nomination Duties:

The duties of the Committee in relation to nomination matters include:

a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.

b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013 and SEBI Guidelines.

c) Identifying and recommending Directors who are to be put forward for retirement by rotation.

d) Determining the appropriate size, diversity and composition of the Board.

e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.

f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.

g) Evaluating the performance of the Board and Independent Directors.

h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an

employee of the Company subject to the provision of the law and their service contract.

i) Delegating any of its powers to one or more of its members or the Secretary of the Committee.

j) Recommend any necessary changes to the Board.

k) Considering any other matters as may be requested by the Board.

Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.

b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.

d) to consider any other matters as may be requested by the Board.

e) to consider and recommend to the Board for Professional indemnity and liability insurance for Directors and senior management.

The Nomination and Remuneration policy is available on the website of the Company and the weblink for the same is http://www.walchand.com/wp-content/uploads/2019/03/Nomination-Remuneration-Policy-Effective-From-April-1-2019.pdf

24. Risk Management:

Risk Management policy was approved in the Board Meeting held on August 14, 2015 wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

25. Internal Financial Control Systems:

Details of the Internal Financial Control Systems is explained in the "Management Discussion and Analysis" as **Annexure 'B'** to this report.

26. Insurance:

The properties, stocks, stores, assets, etc. belonging to the Company continue to be adequately insured against fire, riot, civil commotion etc.

27. Dematerialization of Shares:

The Company's shares are listed on BSE Limited and National Stock Exchange of India Ltd. and the Company's Registrar and Share Transfer Agents have connectivity with National Securities Depository Ltd. & Central Depository Services (India) Ltd. The ISIN is INE711A01022. As on March 31, 2019, total dematerialized equity shares are 37379885 representing 98.19%.

28. Company's Website:

The Company has its website namely www.walchand.com. The website provides detailed information about the business activity, locations of its offices. The Quarterly Results, Annual Reports and Shareholding patterns, Investor Presentations all other communication with the Stock Exchanges and various policies are placed on the website of the Company and the same are updated periodically.

29. Means of Communication:

The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and displayed the same on the website of the Company.

30. Auditors and Auditor's Report:

Statutory Auditor:

M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai was appointed in 108th Annual General Meeting (AGM) as the Statutory Auditors of the Company to hold office from the conclusion of 108th AGM until the conclusion of the 113th AGM.

Auditors Report:

The notes forming part of the accounts referred in the Auditors Report are self explanatory and give complete information. There are no qualifications, reservation or adverse remarks made by statutory auditors in the Audit Report except matter referred in "Matter of Emphasis" para in Audit Report.

Cost Auditors and Cost Audit Report:

M/s. S. R. Bhargave & Co., Cost Accountants have been duly appointed as Cost Auditors for conducting Cost Audit in respect of products manufactured by the Company which are covered under the Cost Audit Rules for current financial year ending March 2020. They were also the cost auditors for the previous Year ended March 2019. As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 2020.

The Cost Audit Reports for the financial year ended March 2019, will be filed within the stipulated time i.e. on or before September 30, 2019.

Secretarial Auditor and Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board has appointed M/s. V. N. Deodhar & Company, Practicing Company Secretary, to conduct Secretarial Audit for the year April 01, 2018 to March 31, 2019. The Secretarial Audit Report for the year ended March 31, 2019 is annexed herewith marked as **Annexure - F** to this Report. No observations/qualifications / reservation / adverse remark were made by M/s. V. N. Deodhar & Company, Secretarial Auditor of the Company in their report. The Board has re-appointed M/s. V. N. Deodhar & Co. as Secretarial Auditor for the Financial Year 2019-20 also.

Reporting of Frauds by Auditors

During the year under review, neither the Statutory Auditors, Secretarial Auditor nor the Cost Auditors has reported to the audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

31. Particulars of Loans, Guarantees or Investments by Company:

Particulars of Loans given, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to Financial Statement (Please refer Notes to the Financial Statement).

32. Secretarial Standards:

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

33. Familiarization Programme For Independent Directors:

To provide insights into the Company and to enable the Independent Directors to understand the Companys business in depth which would facilitate their active participation in managing the Company, Company arranges Familiarization Programme for Independent Directors. The details of such familiarization programmes for Independent Directors are posted on the website of the Company viz. http://www.walchand.com/wp-content/uploads/2019/04/Familiarisation-programme-for-ID.pdf.

34. General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 . Further Company confirms that the Company has complied with the provisions relating to constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. Acknowledgement:

Your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Directors also place on record their sincere appreciation for the assistance and co-operation received from the banks, financial institutions, customers, suppliers and the shareholders from time to time.

For & on behalf of the Board of Directors

Chakor L. Doshi

Chairman

Registered Office :

3, Walchand Terraces,

Tardeo Road, Mumbai - 400 034.

Date : May 21, 2019

ANNEXURE 'A' TO DIRECTORS REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as at the Financial Year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L74999MH1908PLC000291
ii	Registration Date	25/11/1908
iii	Name of the Company	Walchandnagar Industries Limited
iv	Category/Sub-category of the Company	Company limited by Shares / Non-government company
v	Address of the Registered office & contact details	3, Walchand Terraces, Opposite Air Conditioned Market, Tardeo Road, Mumbai - 400034. Tel.: 022-23612195/96/97; Fax: 022-23634527. e-mail: investors@walchand.com; Website: www.walchand.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083. email: rnt.helpdesk@linkintime.co.in

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Special Products	-	36.08%
2	Castings	-	17.57%
3	Erection, Jobwork, Services	-	10.81%
4	High speed Centrifugals	-	11.12%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A.					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Shareholding

Category of Shareholders		Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
a)	Individual/HUF	31030	0	31030	0.0815	31030	0	31030	0.0815	0.0000
b)	Central Govt. or State Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
c)	Bodies Corporates	15471923	0	15471923	40.6405	15471923	0	15471923	40.6405	0.0000
d)	Bank/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000

Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Any other (Trust)	386410	0	386410	1.0150	386410	0	386410	1.0150	0.0000
SUB TOTAL:(A) (1)	**15889363**	**0**	**15889363**	**41.7370**	**15889363**	**0**	**15889363**	**41.7370**	**0.0000**
(2) Foreign									
a) NRI- Individuals	49250	0	49250	0.1294	49250	0	49250	0.1294	0.0000
b) Other Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corp.	5000000	0	5000000	13.1336	5000000	0	5000000	13.1336	0.0000
d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB TOTAL: (A) (2)	**5049250**	**0**	**5049250**	**13.263**	**5049250**	**0**	**5049250**	**13.2630**	**0.0000**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**20938613**	**0**	**20938613**	**55.000**	**20938613**	**0**	**20938613**	**55.0000**	**0.0000**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	500	500	0.0013	0	500	500	0.0013	0.0000
b) Banks/FI	268525	23075	291600	0.7660	217041	23075	240116	0.6307	-0.1353
c) Central Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) State Govt.	0	12000	12000	0.0315	0	12000	12000	0.0315	0.0000
e) Venture Capital Fund	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Insurance Companies	1379988	0	1379988	3.6249	1041155	0	1041155	2.7348	-0.8901
g) FIIS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Others (specify)									
- Foreign Portfolio Investor	25927	0	25927	0.0681	0	0	0	0.0000	-0.0681
- UTI	0	4500	4500	0.0118	0	4500	4500	0.0118	0
SUB TOTAL (B)(1)	**1674440**	**40075**	**1714515**	**4.5036**	**1258196**	**40075**	**1298271**	**3.4101**	**-1.0935**
(2) Non Institutions									
a) Bodies corporates	1508208	15290	1523498	4.0018	1466610	15290	1481900	3.8925	-0.1093
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	10793863	642879	11436742	30.0412	11320469	565330	11885799	31.2207	1.1795
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs	300740	52500	353240	0.9279	457738	52500	510238	1.3403	0.4124

Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Clearing Member	668044	0	668044	1.7548	363466	0	363466	0.9547	-0.8000
Directors/Relatives	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Nationals	0	0	0	0.0000	1350	0	1350	0.0035	0.0035
Non Resident Indians (Repat)	285176	4320	289496	0.7604	273586	4320	277906	0.73	-0.0304
Non Resident Indians (Non Repat)	127114	0	127114	0.3339	112036	0	112036	0.2943	-0.0396
Trusts	4275	400	4675	0.0123	4275	400	4675	0.0123	0.0000
HUF	645314	0	645314	1.6951	768686	0	768686	2.0191	0.3240
Office Bearers	0	14900	14900	0.039	0	12405	12405	0.0326	-0.0064
NBFC Registered with Bank	0	0	0.0000	0.000	15765	0	15765	0.0414	0.0414
IEPF	354054	0	354054	0.9300	399095	0	399095	1.0483	0.1183
SUB TOTAL (B)(2)	**14686788**	**730289**	**15417077**	**40.4964**	**15183076**	**650245**	**15833321**	**41.5897**	**1.0933**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**16361228**	**770364**	**17131592**	**45.000**	**16441272**	**690320**	**17131592**	**45.000**	**0.0000**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	37299841	770364	38070205	100.000	37379885	690320	38070205	100.000	0.0000

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	Chirag C. Doshi	14000	0.04	0.04	14000	0.04	0.04	0
2	Champa C. Doshi	10350	0.03	0.03	10350	0.03	0.03	0
3	Chakor L. Doshi	49250	0.13	0	49250	0.13	0.13	0
4	Chakor L. Doshi HUF	6680	0.02	0.02	6680	0.02	0.02	0
5	Smt Lalitabai Lalchand Charity Trust	379210	1.00	0	379210	1.00	0.00	0
6	Walchand Charitable Trust	7200	0.02	0	7200	0.02	0.00	0
7	Walchand Kamdhenu Commercials Pvt. Ltd.	9869673	25.92	25.92	9869673	25.92	25.92	0
8	Walchand Great Achievers Private Limited	5260160	13.82	13.82	5260160	13.82	13.82	0

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	
9	Walchand Chiranika Trading Pvt Ltd	342090	0.90	0.00	342090	0.90	0.90	0
10	Rodin Holdings Inc	3000000	7.88	0.00	3000000	7.88	7.88	0
11	Olsson Holdings Inc	2000000	5.25	0.00	2000000	5.25	5.25	0
	Total	**20938613**	**55.00**	**39.83**	**20938613**	**55.00**	**53.99**	**0**

(iii) CHANGE IN PROMOTERS SHAREHOLDING

There is no change in Promoters Shareholding.

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

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	LIFE INSURANCE CORPORATION OF INDIA	1379988	3.6249			1379988	3.6249
	Transfer			22 Feb 2019	(75281)	1304707	3.4271
	Transfer			01 Mar 2019	(118052)	1186655	3.1170
	Transfer			08 Mar 2019	(145500)	1041155	2.7348
	AT THE END OF THE YEAR					1041155	2.7348
2	CHETAN JAYANTILAL SHAH	150000	0.3940			150000	0.3940
	Transfer			07 Sep 2018	50000	200000	0.5253
	AT THE END OF THE YEAR					200000	0.5253
3	IIFL WEALTH MANAGEMENT LIMITED	0	0.0000			0	0.0000
	Transfer			03 Aug 2018	13318	13318	0.0350
	Transfer			07 Sep 2018	10828	24146	0.0634
	Transfer			02 Nov 2018	104589	128735	0.3382
	Transfer			07 Dec 2018	1038	129773	0.3409
	Transfer			04 Jan 2019	3806	133579	0.3509
	Transfer			01 Feb 2019	816	134395	0.3530
	Transfer			01 Mar 2019	1412	135807	0.3567
	AT THE END OF THE YEAR					135807	0.3567

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
4	VIRAL AMAL PARIKH	0	0.0000			0	0.0000
	Transfer			26 Oct 2018	150000	150000	0.3940
	Transfer			01 Feb 2019	(35502)	114498	0.3008
	Transfer			08 Feb 2019	(7500)	106998	0.2811
	AT THE END OF THE YEAR					106998	0.2811
5	EDELWEISS CUSTODIAL SERVICES LTD	101631	0.2670			101631	0.2670
	Transfer			06 Apr 2018	(2068)	99563	0.2615
	Transfer			13 Apr 2018	208	99771	0.2621
	Transfer			20 Apr 2018	6004	105775	0.2778
	Transfer			27 Apr 2018	680	106455	0.2796
	Transfer			04 May 2018	(15220)	91235	0.2396
	Transfer			11 May 2018	1042	92277	0.2424
	Transfer			18 May 2018	1465	93742	0.2462
	Transfer			25 May 2018	(15135)	78607	0.2065
	Transfer			01 Jun 2018	(1367)	77240	0.2029
	Transfer			08 Jun 2018	1084	78324	0.2057
	Transfer			15 Jun 2018	5075	83399	0.2191
	Transfer			22 Jun 2018	(2917)	80482	0.2114
	Transfer			30 Jun 2018	(4900)	75582	0.1985
	Transfer			06 Jul 2018	11108	86690	0.2277
	Transfer			13 Jul 2018	2197	88887	0.2335
	Transfer			20 Jul 2018	1733	90620	0.2380
	Transfer			27 Jul 2018	887	91507	0.2404
	Transfer			03 Aug 2018	(6518)	84989	0.2232
	Transfer			10 Aug 2018	399	85388	0.2243
	Transfer			17 Aug 2018	(1009)	84379	0.2216
	Transfer			24 Aug 2018	(10383)	73996	0.1944
	Transfer			31 Aug 2018	(1807)	72189	0.1896
	Transfer			07 Sep 2018	578	72767	0.1911
	Transfer			14 Sep 2018	5257	78024	0.2049
	Transfer			21 Sep 2018	419	78443	0.2060
	Transfer			29 Sep 2018	(1125)	77318	0.2031
	Transfer			05 Oct 2018	(2117)	75201	0.1975
	Transfer			12 Oct 2018	310	75511	0.1983
	Transfer			19 Oct 2018	13637	89148	0.2342
	Transfer			26 Oct 2018	(6357)	82791	0.2175
	Transfer			02 Nov 2018	25545	108336	0.2846
	Transfer			09 Nov 2018	(9568)	98768	0.2594

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			16 Nov 2018	(20229)	78539	0.2063
	Transfer			23 Nov 2018	(9540)	68999	0.1812
	Transfer			30 Nov 2018	658	69657	0.1830
	Transfer			07 Dec 2018	2250	71907	0.1889
	Transfer			14 Dec 2018	1251	73158	0.1922
	Transfer			21 Dec 2018	8300	81458	0.2140
	Transfer			28 Dec 2018	(12510)	68948	0.1811
	Transfer			31 Dec 2018	425	69373	0.1822
	Transfer			04 Jan 2019	8736	78109	0.2052
	Transfer			11 Jan 2019	3081	81190	0.2133
	Transfer			18 Jan 2019	(177)	81013	0.2128
	Transfer			25 Jan 2019	(2524)	78489	0.2062
	Transfer			01 Feb 2019	2204	80693	0.2120
	Transfer			08 Feb 2019	5446	86139	0.2263
	Transfer			15 Feb 2019	(43)	86096	0.2262
	Transfer			22 Feb 2019	(431)	85665	0.2250
	Transfer			01 Mar 2019	(218)	85447	0.2244
	Transfer			08 Mar 2019	125	85572	0.2248
	Transfer			15 Mar 2019	(12319)	73253	0.1924
	Transfer			22 Mar 2019	13786	87039	0.2286
	Transfer			29 Mar 2019	13893	100932	0.2651
	Transfer			30 Mar 2019	(400)	100532	0.2641
	AT THE END OF THE YEAR					100532	0.2641
6	BHADRA JAYANTILAL SHAH	100000	0.2627			100000	0.2627
	AT THE END OF THE YEAR					100000	0.2627
7	IL AND FS SECURITIES SERVICES LIMITED	96003	0.2522			96003	0.2522
	Transfer			06 Apr 2018	(98)	95905	0.2519
	Transfer			13 Apr 2018	2337	98242	0.2581
	Transfer			20 Apr 2018	(3868)	94374	0.2479
	Transfer			27 Apr 2018	83526	177900	0.4673
	Transfer			04 May 2018	(1067)	176833	0.4645
	Transfer			11 May 2018	24868	201701	0.5298
	Transfer			18 May 2018	(82)	201619	0.5296
	Transfer			25 May 2018	10687	212306	0.5577
	Transfer			01 Jun 2018	10887	223193	0.5863
	Transfer			08 Jun 2018	(3933)	219260	0.5759
	Transfer			15 Jun 2018	(15109)	204151	0.5362

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			22 Jun 2018	6420	210571	0.5531
	Transfer			30 Jun 2018	(100)	210471	0.5528
	Transfer			06 Jul 2018	8708	219179	0.5757
	Transfer			13 Jul 2018	(10788)	208391	0.5474
	Transfer			20 Jul 2018	(4375)	204016	0.5359
	Transfer			27 Jul 2018	(368)	203648	0.5349
	Transfer			03 Aug 2018	(939)	202709	0.5325
	Transfer			10 Aug 2018	(339)	202370	0.5316
	Transfer			17 Aug 2018	(2161)	200209	0.5259
	Transfer			24 Aug 2018	20901	221110	0.5808
	Transfer			31 Aug 2018	(1533)	219577	0.5768
	Transfer			07 Sep 2018	6099	225676	0.5928
	Transfer			14 Sep 2018	2193	227869	0.5985
	Transfer			21 Sep 2018	(5456)	222413	0.5842
	Transfer			29 Sep 2018	(2637)	219776	0.5773
	Transfer			05 Oct 2018	4992	224768	0.5904
	Transfer			12 Oct 2018	13435	238203	0.6257
	Transfer			19 Oct 2018	(6782)	231421	0.6079
	Transfer			26 Oct 2018	(125727)	105694	0.2776
	Transfer			02 Nov 2018	5105	110799	0.2910
	Transfer			09 Nov 2018	(4968)	105831	0.2780
	Transfer			16 Nov 2018	(9118)	96713	0.2540
	Transfer			23 Nov 2018	483	97196	0.2553
	Transfer			30 Nov 2018	6111	103307	0.2714
	Transfer			07 Dec 2018	(1183)	102124	0.2683
	Transfer			14 Dec 2018	364	102488	0.2692
	Transfer			21 Dec 2018	(3645)	98843	0.2596
	Transfer			28 Dec 2018	9777	108620	0.2853
	Transfer			31 Dec 2018	642	109262	0.2870
	Transfer			04 Jan 2019	3053	112315	0.2950
	Transfer			11 Jan 2019	2252	114567	0.3009
	Transfer			18 Jan 2019	8267	122834	0.3227
	Transfer			25 Jan 2019	6553	129387	0.3399
	Transfer			01 Feb 2019	7071	136458	0.3584
	Transfer			08 Feb 2019	(5146)	131312	0.3449
	Transfer			15 Feb 2019	(5322)	125990	0.3309
	Transfer			22 Feb 2019	1515	127505	0.3349
	Transfer			01 Mar 2019	13046	140551	0.3692

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			08 Mar 2019	(8233)	132318	0.3476
	Transfer			15 Mar 2019	(11926)	120392	0.3162
	Transfer			22 Mar 2019	(23796)	96596	0.2537
	Transfer			29 Mar 2019	2000	98596	0.2590
	AT THE END OF THE YEAR					98596	0.2590
8	AXIS BANK LIMITED	11363	0.0298			11363	0.0298
	Transfer			06 Apr 2018	(1145)	10218	0.0268
	Transfer			13 Apr 2018	4388	14606	0.0384
	Transfer			20 Apr 2018	(128)	14478	0.0380
	Transfer			27 Apr 2018	(856)	13622	0.0358
	Transfer			04 May 2018	(450)	13172	0.0346
	Transfer			11 May 2018	4376	17548	0.0461
	Transfer			18 May 2018	4670	22218	0.0584
	Transfer			25 May 2018	19551	41769	0.1097
	Transfer			01 Jun 2018	(13803)	27966	0.0735
	Transfer			08 Jun 2018	(2013)	25953	0.0682
	Transfer			15 Jun 2018	(1314)	24639	0.0647
	Transfer			22 Jun 2018	(1355)	23284	0.0612
	Transfer			30 Jun 2018	(395)	22889	0.0601
	Transfer			06 Jul 2018	17108	39997	0.1051
	Transfer			13 Jul 2018	5658	45655	0.1199
	Transfer			20 Jul 2018	2801	48456	0.1273
	Transfer			27 Jul 2018	(23138)	25318	0.0665
	Transfer			03 Aug 2018	6375	31693	0.0832
	Transfer			10 Aug 2018	(1833)	29860	0.0784
	Transfer			17 Aug 2018	(5660)	24200	0.0636
	Transfer			24 Aug 2018	3789	27989	0.0735
	Transfer			31 Aug 2018	(7681)	20308	0.0533
	Transfer			07 Sep 2018	9344	29652	0.0779
	Transfer			14 Sep 2018	1174	30826	0.0810
	Transfer			21 Sep 2018	8844	39670	0.1042
	Transfer			29 Sep 2018	31028	70698	0.1857
	Transfer			05 Oct 2018	2475	73173	0.1922
	Transfer			12 Oct 2018	2230	75403	0.1981
	Transfer			19 Oct 2018	(4289)	71114	0.1868
	Transfer			26 Oct 2018	(36818)	34296	0.0901
	Transfer			02 Nov 2018	157	34453	0.0905
	Transfer			09 Nov 2018	(251)	34202	0.0898

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			16 Nov 2018	(157)	34045	0.0894
	Transfer			23 Nov 2018	329	34374	0.0903
	Transfer			30 Nov 2018	(311)	34063	0.0895
	Transfer			07 Dec 2018	505	34568	0.0908
	Transfer			14 Dec 2018	(2771)	31797	0.0835
	Transfer			21 Dec 2018	6852	38649	0.1015
	Transfer			28 Dec 2018	(19428)	19221	0.0505
	Transfer			31 Dec 2018	(1000)	18221	0.0479
	Transfer			04 Jan 2019	2386	20607	0.0541
	Transfer			11 Jan 2019	1763	22370	0.0588
	Transfer			18 Jan 2019	37255	59625	0.1566
	Transfer			25 Jan 2019	(1758)	57867	0.1520
	Transfer			01 Feb 2019	1745	59612	0.1566
	Transfer			08 Feb 2019	(6303)	53309	0.1400
	Transfer			15 Feb 2019	(405)	52904	0.1390
	Transfer			22 Feb 2019	(616)	52288	0.1373
	Transfer			01 Mar 2019	26124	78412	0.2060
	Transfer			08 Mar 2019	(2561)	75851	0.1992
	Transfer			15 Mar 2019	10304	86155	0.2263
	Transfer			22 Mar 2019	120	86275	0.2266
	Transfer			29 Mar 2019	4852	91127	0.2394
	AT THE END OF THE YEAR					91127	0.2394
9	ANGEL BROKING LIMITED	99328	0.2609			99328	0.2609
	Transfer			06 Apr 2018	(12186)	87142	0.2289
	Transfer			13 Apr 2018	674	87816	0.2307
	Transfer			20 Apr 2018	(7953)	79863	0.2098
	Transfer			27 Apr 2018	(95)	79768	0.2095
	Transfer			04 May 2018	6059	85827	0.2254
	Transfer			11 May 2018	3633	89460	0.2350
	Transfer			18 May 2018	(5759)	83701	0.2199
	Transfer			25 May 2018	(3096)	80605	0.2117
	Transfer			01 Jun 2018	(234)	80371	0.2111
	Transfer			08 Jun 2018	(11233)	69138	0.1816
	Transfer			15 Jun 2018	9045	78183	0.2054
	Transfer			22 Jun 2018	(487)	77696	0.2041
	Transfer			30 Jun 2018	(2623)	75073	0.1972
	Transfer			06 Jul 2018	3096	78169	0.2053
	Transfer			13 Jul 2018	2063	80232	0.2107

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			20 Jul 2018	(6342)	73890	0.1941
	Transfer			27 Jul 2018	12124	86014	0.2259
	Transfer			03 Aug 2018	(10475)	75539	0.1984
	Transfer			10 Aug 2018	11241	86780	0.2279
	Transfer			17 Aug 2018	(10451)	76329	0.2005
	Transfer			24 Aug 2018	(651)	75678	0.1988
	Transfer			31 Aug 2018	16556	92234	0.2423
	Transfer			07 Sep 2018	(18141)	74093	0.1946
	Transfer			14 Sep 2018	2318	76411	0.2007
	Transfer			21 Sep 2018	(10572)	65839	0.1729
	Transfer			29 Sep 2018	(2683)	63156	0.1659
	Transfer			05 Oct 2018	(2317)	60839	0.1598
	Transfer			12 Oct 2018	9799	70638	0.1855
	Transfer			19 Oct 2018	(1494)	69144	0.1816
	Transfer			26 Oct 2018	3175	72319	0.1900
	Transfer			02 Nov 2018	(8775)	63544	0.1669
	Transfer			09 Nov 2018	(8969)	54575	0.1434
	Transfer			16 Nov 2018	4222	58797	0.1544
	Transfer			23 Nov 2018	3349	62146	0.1632
	Transfer			30 Nov 2018	1032	63178	0.1660
	Transfer			07 Dec 2018	(97)	63081	0.1657
	Transfer			14 Dec 2018	2471	65552	0.1722
	Transfer			21 Dec 2018	(5847)	59705	0.1568
	Transfer			28 Dec 2018	10465	70170	0.1843
	Transfer			31 Dec 2018	(3138)	67032	0.1761
	Transfer			04 Jan 2019	(2274)	64758	0.1701
	Transfer			11 Jan 2019	350	65108	0.1710
	Transfer			18 Jan 2019	698	65806	0.1729
	Transfer			25 Jan 2019	6205	72011	0.1892
	Transfer			01 Feb 2019	641	72652	0.1908
	Transfer			08 Feb 2019	(6949)	65703	0.1726
	Transfer			15 Feb 2019	(4553)	61150	0.1606
	Transfer			22 Feb 2019	(3677)	57473	0.1510
	Transfer			01 Mar 2019	7469	64942	0.1706
	Transfer			08 Mar 2019	1899	66841	0.1756
	Transfer			15 Mar 2019	9940	76781	0.2017
	Transfer			22 Mar 2019	(4101)	72680	0.1909
	Transfer			29 Mar 2019	(2306)	70374	0.1849

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			30 Mar 2019	(168)	70206	0.1844
	AT THE END OF THE YEAR					70206	0.1844
10	ICICI BANK LIMITED	199272	0.5234			199272	0.5234
	Transfer			06 Apr 2018	(459)	198813	0.5222
	Transfer			13 Apr 2018	(4920)	193893	0.5093
	Transfer			20 Apr 2018	1199	195092	0.5125
	Transfer			27 Apr 2018	5003	200095	0.5256
	Transfer			04 May 2018	(103)	199992	0.5253
	Transfer			11 May 2018	9625	209617	0.5506
	Transfer			18 May 2018	(5451)	204166	0.5363
	Transfer			25 May 2018	214	204380	0.5369
	Transfer			01 Jun 2018	405	204785	0.5379
	Transfer			08 Jun 2018	2191	206976	0.5437
	Transfer			15 Jun 2018	(6636)	200340	0.5262
	Transfer			22 Jun 2018	5043	205383	0.5395
	Transfer			30 Jun 2018	(2052)	203331	0.5341
	Transfer			06 Jul 2018	33964	237295	0.6233
	Transfer			13 Jul 2018	1450	238745	0.6271
	Transfer			20 Jul 2018	(1595)	237150	0.6229
	Transfer			27 Jul 2018	(2529)	234621	0.6163
	Transfer			03 Aug 2018	(31708)	202913	0.5330
	Transfer			10 Aug 2018	161	203074	0.5334
	Transfer			17 Aug 2018	2860	205934	0.5409
	Transfer			24 Aug 2018	(50)	205884	0.5408
	Transfer			31 Aug 2018	(26295)	179589	0.4717
	Transfer			07 Sep 2018	16171	195760	0.5142
	Transfer			14 Sep 2018	15410	211170	0.5547
	Transfer			21 Sep 2018	(219)	210951	0.5541
	Transfer			29 Sep 2018	(29851)	181100	0.4757
	Transfer			05 Oct 2018	27187	208287	0.5471
	Transfer			12 Oct 2018	255	208542	0.5478
	Transfer			19 Oct 2018	(1263)	207279	0.5445
	Transfer			26 Oct 2018	1597	208876	0.5487
	Transfer			02 Nov 2018	(106136)	102740	0.2699
	Transfer			09 Nov 2018	(113)	102627	0.2696
	Transfer			16 Nov 2018	(2596)	100031	0.2628
	Transfer			23 Nov 2018	(46)	99985	0.2626
	Transfer			30 Nov 2018	(25562)	74423	0.1955

Sr. No.		Shareholding at the beginning of the year 01.04. 2018		Transactions during the year		Cumulative Shareholding at the end of the year 31.03 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			07 Dec 2018	22802	97225	0.2554
	Transfer			14 Dec 2018	772	97997	0.2574
	Transfer			21 Dec 2018	(3010)	94987	0.2495
	Transfer			28 Dec 2018	(561)	94426	0.2480
	Transfer			31 Dec 2018	(24899)	69527	0.1826
	Transfer			04 Jan 2019	23554	93081	0.2445
	Transfer			11 Jan 2019	189	93270	0.2450
	Transfer			18 Jan 2019	986	94256	0.2476
	Transfer			25 Jan 2019	6102	100358	0.2636
	Transfer			01 Feb 2019	(29058)	71300	0.1873
	Transfer			08 Feb 2019	26787	98087	0.2576
	Transfer			15 Feb 2019	(196)	97891	0.2571
	Transfer			22 Feb 2019	6454	104345	0.2741
	Transfer			01 Mar 2019	(35454)	68891	0.1810
	Transfer			08 Mar 2019	31205	100096	0.2629
	Transfer			15 Mar 2019	(829)	99267	0.2607
	Transfer			22 Mar 2019	(65)	99202	0.2606
	Transfer			29 Mar 2019	(31178)	68024	0.1787
	AT THE END OF THE YEAR					68024	0.1787

Note: 1. Paid up Share Capital of the Company (Face Value ₹ 2.00) at the end of the year is 38070205 Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(v) Shareholding of Directors & KMP

Sr. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Directors & KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Chakor L. Doshi				
	At the beginning of the year	49250	0.1294	49250	0.1294
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0.0000	0	0.0000
	At the end of the year	49250	0.1294	49250	0.1294

Sr. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Directors & KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Chirag C. Doshi				
	At the beginning of the year	14000	0.0368	14000	0.0368
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	14000	0.0368	14000	0.0368
3	G. K. Pillai				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
4	Dilip J. Thakkar				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
5	Dr. Anil Kakodkar				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
6	G. N. Bajpai (resigned w.e.f. November 15, 2018)				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year (upto November 15, 2018)	0	0.0000	0	0.0000

Sr. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Directors & KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	A. R. Gandhi				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
8	Bhavna Doshi				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
9	G. S. Agrawal				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
10	Vivek Jain (resigned w.e.f. July 11, 2018)				
	At the beginning of the year	0	0.0000 0	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year (upto July 11, 2018)	0	0.0000	0	0.0000
11	A. Shrikant (from August 14, 2018 upto December 03, 2018)				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.0000
	At the end of the year (upto December 03, 2018)	0	0.0000	0	0.0000

VI INDEBTEDNESS

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	43,433	-	-	43,433
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	625	-	-	625
Total (i+ii+iii)	**44,058**	**-**	**-**	**44,058**
Change in Indebtedness during the financial year				
Additions	3,726	-	-	3,726
Reduction	-	-	-	-
Net Change	**3,726**	-	-	**3,726**
Indebtedness at the end of the financial year				
i) Principal Amount	45,392	-	-	45,392
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2,392	-	-	2,392
Total (i+ii+iii)	**47,784**	**-**	-	**47,784**

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of the MD		Total Amount
		Mr. G. K. Pillai	Mr. Chirag C. Doshi	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	8703996	6780000	15483996
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1679596	3513094	5192690
	(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			
	Contribution of P. F. and Superannuation	0	1296000	1296000
	Gratuity	0	230769	230769
	Total (A)	**10383592**	**11819863**	**22203455**
	Ceiling as per the Act	**N.A. (being in loss)**		

B. Remuneration to other directors: The Directors in the Board Meeting held on March 15, 2016 decided that no Sitting Fees would be charged for attending Board and Committee Meetings in view of the current liquidity position of the Company.

Sr. No	Particulars of Remuneration	Name of the Directors					Total Amount
1	Independent Directors	Mr. Dilip J. Thakkar	Dr. Anil Kakodkar	Mr. G. N. Bajpai (Resigned w.e.f 15th November, 2018)	Mr. A. R. Gandhi	Mrs. Bhavna Doshi	
	(a) Fee for attending board / committee meetings	NIL					
	(b) Commission						
	(c) Others, please specify						
	Total (1)						
2	Other Non Executive Directors	Mr. Chakor L. Doshi					
	(a) Fee for attending board / committee meetings	NIL					
	(b) Commission						
	(c) Others, please specify.						
	Total (2)						
	Total (B)=(1+2)						
	Total Managerial Remuneration						
	Overall Ceiling as per the Act.	**N.A. (being in loss)**					

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. G. S. Agrawal	**Mr. Vivek Jain (Upto 11th July, 2018)**	**Mr. A . Shrikant (w.e.f 14th August, 2018 to December 03, 2018)**	
1	Gross salary	2296122	1062396	1105699	**4464217**
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	634902	175352	0	**810254**
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission as % of profit				
5	Others, please specify				
	Contribution of P. F. and Superannuation	419098	54353	0	**473451**
	Gratuity	74626	0	0	**74626**
	Total	**3424748**	**1292101**	**1105699**	**5822548**

* Mr. G. K. Pillai is Managing Director and CEO of the Company. His remuneration is as mentioned in VII A above.

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : Nil

ANNEXURE 'B' TO THE DIRECTOR'S REPORT MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

The year gone by (FY 2018-19) was quite a challenging one especially from the economic perspective for the country. With GDP growth % tapering downwards, stagnant consumption, agricultural stress and dip in investments as a % of GDP it came as no surprise that the economy was the sore talking point in the pre-election year. Also the year was marked with ever increasing uncertainty regarding the banking sector, its ability to improve credit growth and a resultant negative impact on the economy. As per IMFs estimates, the Indian economy grew at 7.1% in FY 18-19 (its slowest growth in 5 years) and is projected to grow at 7.3% in the current fiscal. What came as a succor was the formation of a stable government with an improved mandate and a clear focus and urgency to mend the economic situation.

Even the global economy has developed very strong headwinds with the ongoing crisis of the trade war between USA and China which may derail world economic growth and trade. Also the recent tensions arising in the Middle East with the USA hardening its stance vis-à-vis Iran (and vice versa) are likely to have a negative impact on energy prices and thereby adversely affect Indias overall fiscal deficit.

However we can be hopeful of economic revival going ahead owing to a number of factors which include normal monsoon predictions for 2019 and a likely thrust to reforms and economic revival in the upcoming budget session in July 2019. What we are most likely to see is a continuation of some of the earlier marquee policies of the government including thrust on manufacturing, infrastructure development, skills development, move towards self-sufficiency in defence requirements, internal security, support to agriculture, emphasis on education and primary healthcare. One of the encouraging factors in an otherwise tepid scenario has been controlled inflation which points to a softer interest rate trend going ahead.

WIL is fully geared up to meet the upcoming challenges as well as to gain from the opportunities likely to emerge. WIL is hopeful that some of the key expectations of the heavy engineering sector are met as part of the government policy going ahead – transparency in the declaration (and sharing of details) of strategic programs with the industry, further opening up of the defence sector to private players, public funding of dedicated facilities embedded within private industry, smoother settlement of dues of private players, emphasis on competitiveness, skill and cost while deciding vendors, etc.

Financial Performance

Sales & Profitability

Following is the summary of sales & profitability for the fiscal 2018-19 compared with previous year.

Particulars	FY 2018-19	FY 2017-18
Income	**38,897**	40,730
Profit/(Loss) before Depreciation and Interest	**10,540**	8,375
Less: Interest	**8,051**	7,611
Depreciation	**2,703**	3,346
Profit/(Loss) before Tax	**(214)**	(2,582)
Less: Tax (Net)	**-**	-
Profit/(Loss) after Tax	**(214)**	(2,582)
Cash Profit / (Loss)	**2,489**	764
Fully diluted EPS	**(0.56)**	(6.78)

(All figures in INR lakhs except EPS, which is an absolute number)

Business Segment-wise Order Book, Performance & focus areas

The order book as on 31st March 2019 stood at INR 822 Crore. The order mix indicates a clear emphasis towards hi-tech manufacturing (56% by order value). Going ahead, the approach is clearly to focus on strategic manufacturing sectors like aerospace, defence, nuclear, missiles coupled with product businesses like gears, centrifugals and castings.

The clear trend mentioned above is evident in the revenue mix of FY 18-19 wherein close to 90% of the revenue came from manufacturing as compared to EPC business. This has been a part of the trend set by WIL since 2013-14 to move away from the traditional EPC business to focus more on high-tech manufacturing thereby positively impacting the bottom-line of the company.

Key Events

- Highest ever single order received in the Aerospace Business from VSSC – INR 96 Crore
- Start of dispatches as part of the prestigious "OPV Gearbox" project being executed for Goa Shipyard
- Follow up order of "Hairpin Heat Exchangers" received from NPCIL as part of the indigenously built NPP
- 100 plus centrifugal machines produced and dispatched
- Highest ever turnover – INR 65 Crore in Foundry business

Risk Management

Your Company follows a conservative risk management policy. Whilst the broad framework of the risk remains more or less same, the priorities do change in line with the changing business profile,

economic scenario etc. The business profile of your company is evolving in line with the current market trends and conditions wherein going ahead there would be an ever increasing thrust on manufacturing businesses in strategic sectors as against EPC businesses where the approach would be selective with a clear consideration to customer profile and profitability.

Execution excellence is the key to profitable growth and your company's management clearly realizes this critical imperative.

Exposure to retention money, guarantees and margin money is an inherent part of the business of your company which is especially pronounced in the case of long gestation projects. However, with work completion having been achieved in Tendaho-phase 1 project and phase-wise work in progress in case of TNEB project, we expect such exposure to gradually reduce.

Liquidity & Financial Prudence

Management of liquidity assumes even more importance when the size of the projects being handled goes up and also when the deadlines of execution are stringent and payment terms are competitive. This is to ensure adequate supply of funds for execution of the projects and entails the complete management of net working capital. Your company is giving significant emphasis on this aspect with specific efforts to track receivables, inventories and payment to supply base. Further, your company firmly believes that financial prudence is the key to survival in difficult times as well as sustained growth. Business priorities, compliance to statutory requirements and growth are the key factors kept in mind while managing scarce financial resources

Foreign Exchange Risk Management

Your company's fundamental policy on the exchange risk management still continues to be conservative where the company does not enter into any exotic, leveraged or embedded, long term structures of hedging. The only instrument, if used for hedging, is a forward contract strictly against the underlying asset or liability. Further, your company has created significant natural hedge between the exports outstanding and import and loan liability in foreign exchange terms.

Technology Upgradation

Increased thrust on strategic sectors like Defence, Nuclear, Aerospace, Missiles and Gearboxes would definitely increase the need to have the right technology collaborations and references. In its quest to grow in this domain, your company would ensure the necessary technology upgradation at appropriate stages.

Demand Cyclicality: part of the industry structure

Demand cyclicality is a generic risk applicable almost across the market spectrum especially in the capital goods industry particularly in the heavy engineering sector. In case of your Company, this risk assumes significance since most of the end users of your Company follow an economic cycle of their own. This results in variation in the revenue drawn from different end user segments from year to year. Your Company's approach to mitigate this risk continues to be:

- Technology up-gradation and moving up the value chain
- Focus on core & less cyclical industries such as Missiles and Aerospace
- Focus on product business like Gears, Centrifugal Machines and Castings
- Develop parallel business lines like – equipment supply for railways, process equipment
- Focus going ahead on spares, refurbishment & repairs
- Growing focus on overseas business in order to hedge against domestic cyclicality – centrifugals, gears, castings

Internal Control Systems

The internal audit function of the Company can be broadly divided into the following:

- Risk Based Internal Audit (RBIA) wherein the focus is given on end to end processes and control points from the point of view of systems, processes and awareness of people.
- Transaction audit covering all individual transactions on a granular basis to check the accuracy, accounting, propriety and controls.
- Audit of various sub processes in SAP. This entails identification of process gaps in SAP and correcting them from time to time.
- The findings of the audit are discussed in each audit committee meeting as well as in the internal meetings at a regular interval.

Human Resources

- Your Company has been one of the pioneers in Indian industry in the development of a dedicated and skilled technical workforce in the area of heavy engineering. We believe that this is our single biggest strength which has to be nurtured and constantly developed.
- Management and workmen relations have been cordial.
- Various initiatives have been taken to encourage younger talent to develop and take up bigger responsibilities – job rotation, GET program, Management Trainee program, etc
- Training programs intended to hone both technical and managerial skills are conducted throughout the year as part of an on-going skill development process
- Regular communications sessions with top management ensure that employees at all levels are kept abreast of the latest developments within the organization and also of the business climate in general.

Business Outlook – leveraging the available opportunities

The Company is confident of a much improved performance in the next year because of the following:

- Strong trend towards skew in order book in favour of hi-tech manufacturing
- Strong business outlook in strategic sectors like Defence, Aerospace, Missile, Gears, etc
- Marked improvement in the progress of long gestation EPC Projects.
- Ongoing efforts towards cost-rationalization.
- Likely positive impact of general macro-economic conditions in the domestic economy and governments thrust on "Make in India".

Further, your Company has strong fundamentals for a sustainable growth:

- Well diversified yet synergistic business model.
- Strong manufacturing capability.
- In house design engineering capability.
- Project management capability.
- Technology tie-ups in critical areas.

This would augur well for your company's long term sustainable growth.

Long term competitiveness

Your company believes that it has taken steps to attain long term growth and competitiveness and has significant resilience to sustain through the periods of economic cyclicality and adversities. The key to this lies in the conservative, synergistic and technology focused strategies adopted by your company. .

Cautionary Statement

This management discussion and analysis may contain Forward looking statements within the meaning of the applicable laws, rules and judicial pronouncements, relating to the business strategies, prospects, financial performance etc. The actual results may vary significantly or materially than those contemplated / implied in the analysis for various reasons including but not limited to the Government policy, macro-economic situation, Business cycles, Financial & liquidity situation, demand slowdown, performance risk, material costs, interest costs, exchange rates etc. The Company does not undertake to make any declarations / pronouncements of any such eventuality.

ANNEXURE 'C' TO DIRECTORS REPORT

REPORT ON CORPORATE GOVERNANCE:

(1) A brief statement on Company's philosophy on Code of Governance :

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation.

The Company's commitment for effective Corporate Governance continues and the Company has always been at the forefront of benchmarking its internal systems and policies within accepted standards so as to facilitate the creation of long term value for all stakeholders. The Company has Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Finance Committee, Corporate Social Responsibility Committee, Committee of Independent Directors, Allotment Committee, Committee of Directors for Capital Issue, and these Committees report to Board of Directors about the tasks assigned to them.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(2) Board of Directors:

As on March 31, 2019, the Board of Directors comprised of a Non-Executive Chairman, a Managing Director & CEO, a Managing Director and 4 Independent Non-Executive Directors including a Woman Director. The composition of the Board of Directors is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Non-Executive Directors are professionals and have vast experience in the field of industry operations, accounts, finance, taxation, administration, management and Research & Development, bringing a wide range of expertise and experience to the Board.

As required under the Listing Regulations, 2015, the Directors Report includes the Report on "Management Discussion and Analysis" as **Annexure 'B'** to Directors Report. The Board Members are presented with proper notes along with the Agenda papers 7 days in advance before the meeting. Information covering the matters listed as per Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided to the Board as a part of Agenda papers.

The details of Directors on the Board of the Company during the Financial Year from April 01, 2018 to March 31, 2019 are given below:

Information on Board of Directors

Name of Director	Category / Designation	No. of Board Meetings held	Attendance (01.04.2018 to 31.03.2019)		No. of other Directorship in other Public Ltd Cos #	Chairmanship / Membership of Committees in other Public Ltd Cos. $		No. of Shares held by Non-Executive Directors	Remuneration paid / payable to Directors (₹ in Lakhs)			
			Board Meetings	Last AGM		Chairmanship	Membership		Sitting Fees	Salaries & Perquisites	Commission	Total
Mr. Chakor L. Doshi §	C – NED	4	4	Yes	1	0	0	55930*	-	-	-	-
Mr. Dilip J. Thakkar	I - NED	4	4	Yes	5	1	4	0	-	-	-	-
Dr. Anil Kakodkar	I - NED	4	4	Yes	2	0	0	0	-	-	-	-
Mr. G. N. Bajpai @	I - NED	3	3	Yes	-	-	-	-	-	-	-	-
Mr. A. R. Gandhi	I - NED	4	3	Yes	-	0	0	0	-	-	-	-
Mrs. Bhavna Doshi	I - NED	4	4	Yes	8	4	4	0	-	-	-	-
Mr. G. K. Pillai	MD & CEO	4	4	Yes	1	0	0	N.A.	-	103.84	-	103.84
Mr. Chirag C. Doshi §	MD	4	4	Yes	1	0	1	N.A.	-	118.20	-	118.20

Notes: 1. "C-NED" Chairman – Non Executive Director "MD" Managing Director
"I-NED" Independent Non Executive Director "MD & CEO" Managing Director & Chief Executive Officer

2. The Board meets at least once in a quarter to review the quarterly performance and the financial results and other items on the agenda, which are distributed to all the Directors 7 days in advance except items of Agenda which are in the nature of Unpublished Price Sensitive Information are circulated 2 days in advance. During the Financial Year from April 01, 2018 to March 31, 2019, four Board Meetings were held on May 28, 2018; August 14, 2018; November 13, 2018 and February 06, 2019 and the maximum gap between the two Board meetings did not exceed 120 days.

3. There were no pecuniary relationships or transactions of Non-Executive Directors with the Company.

4. The Directors in the Board Meeting held on March 15, 2016 decided that no Sitting Fees would be charged for attending Board and Committee Meetings in view of the liquidity position of the Company.

@ Mr. G. N. Bajpai resigned w.e.f. November 15, 2018 from the Directorship of the Company. During his tenure three Board Meetings were held viz. on May 28, 2018, August 14, 2018 & November 13, 2018.

Excludes Directorship in Private Limited Companies which are not subsidiaries of Public Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

$ Figures includes Committee positions in Audit Committee and Stakeholders Relationship Committee only.

§ Except Mr. Chirag C. Doshi, Managing Director, son of Mr. Chakor L. Doshi, Chairman, no other directors have any inter-se relationship with the other Directors of the Company.

* Includes 6680 of Chakor L. Doshi HUF

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business(es) for it to function effectively and those available with the Board as a whole.

a) Financial Skills - Understanding the financial statements, financial controls, capital allocation or experience in actively supervising Auditors.

b) Leadership - Extended Leadership experience for practical understanding of Organization, Process, Strategic planning and Risk Management.

c) Board Service and Governance – Service on a public Company Board to develop insights about maintaining Board and management accountability, protecting shareholders interest, and observing appropriate governance practices.

d) Sales and Knowledge of Business – Experience in Sales and Knowledge of Business based on understanding of Company business area viz. Aerospace, Cement Plant Machinery, Defence, Foundry, Gear box, Nuclear Power etc.

Details of the Listed Entities in which the director is a director and category of Directorship :

Sr. No.	Name of the Director	Directorships held in other listed entities	Category of Directorship
1	Mr. Chakor L. Doshi	Bombay Cycle & Motor Agency Limited	Non Executive Director
2	Mr. Dilip J. Thakkar	Premier Ltd.	Non-Executive - Independent Director
		Poddar Housing and Development Ltd.	Non-Executive - Independent Director
		Indo Count Industries Ltd.	Non-Executive - Independent Director
		AGC Networks Ltd.	Non-Executive - Independent Director
		Westlife Development Ltd.	Non-Executive - Independent Director
3	Dr. Anil Kakodkar	Triveni Turbines Ltd.	Non-Executive - Independent Director
4	Mr. Arun Gandhi	-	-
5	Mrs. Bhavna Doshi	Torrent power Limited	Non-Executive - Independent Director
		Gruh Finance Limited	Non-Executive - Independent Director
		Sun Pharma Advanced Research Company Limited	Non-Executive - Independent Director
		Everest Industries Limited	Non-Executive - Independent Director
6	Mr. G. K. Pillai	-	-
7	Mr. Chirag C. Doshi	Bombay Cycle & Motor Agency Limited	Chairman & Managing Director

Details of familiarization programme for Independent Directors are available on the website of the Company and can be accessed through web link. https://walchand.com/wp-content/uploads/2019/04 Familiarisation - programme-for-ID.pdf Board of Directors confirms that in the opinion of the Board of Directors, Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Code of Conduct :

The Board adopted Revised Code of Conduct for all Board Members and Senior Management of the Company in the Board Meeting held on February 06, 2019. The said Code of Conduct is posted on the Website of the Company (www.walchand.com).

All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect by Mr. G. K. Pillai, Managing Director and CEO is attached to this report.

CEO / Deputy General Manager – Accounts & Finance Certification:

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director & CEO / Deputy General Manager – Accounts & Finance of the Company have certified to the Board on the financial statements for the period ended March 31, 2019 and the same is attached to the Report.

(3) Audit Committee:

Brief description of terms of reference:

The terms of reference of Audit Committee of the Company *inter-alia* includes the following:

1) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2) Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company.

3) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval.

4) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

5) Review and monitor the auditors independence and performance and effectiveness of audit process.

6) To approve transactions and subsequent modification(s) to the transactions of the company with related parties.

7) To scrutinize inter-corporate loans and investments of the Company.

As per SEBI (LODR) (Amendment) Regulations, 2018, the Role / Terms of Reference of the Committee is widened further which is made effective from April 01, 2019, in line with the amendments made to Regulation 18 Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and the revised charter of the Audit Committee was approved by the Board in its Board Meeting held on 6th February, 2019.

Composition and Attendance at meetings:

The Audit Committee of the Board comprises of 3 Non-Executive Directors as on March 31, 2019 namely Mr. Dilip J. Thakkar, Dr. Anil Kakodkar, and Mr. Chakor L. Doshi, out of which two are Independent Directors including Mr. Dilip J. Thakkar, the Chairman of the Audit Committee and the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been complied with. The Committee is authorized by the Board in the manner as envisaged under Regulation 18(2)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee has been assigned task under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Attendance of Directors at the Audit Committee Meeting held during the Financial Year under review:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mr. Dilip J. Thakkar	4	4
Dr. Anil Kakodkar	4	4
Mr. Chakor L. Doshi	4	4

Four Audit Committee Meetings were held during the Financial Year 2018-19 on May 28, 2018; August 14, 2018; November 13, 2018 and February 06, 2019.

The necessary quorum was present for all the meetings.

Mr. Dilip J. Thakkar, Chairman of the Audit Committee was present at the Annual General Meeting held on August 14, 2018.

Managing Director & CEO, Managing Director, Chief Financial Officer, Statutory Auditors and Chief Internal Auditor are the permanent invitee of the Audit Committee. Other members of the Senior Management have attended when invited to the meetings. The Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is placed before the Committee. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meetings as Secretary of the Committee. All the members of the Audit Committee are financially literate and possess the requisite accounting and related financial management expertise.

(4) Nomination & Remuneration Committee:

Brief description of terms of reference:

The terms of reference of Nomination & Remuneration Committee of the Company *inter-alia* includes the following:

a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

c) Formulate criteria for evaluation of Independent Directors and the Board of Directors.

d) To devise a policy on Board diversity.

e) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

f) To recommend to the Board the appointment and removal of Directors and Senior Management.

g) To carry out evaluation of Directors performance and recommend to the Board appointment / removal based on his / her performance, against criteria laid down.

As per SEBI (LODR) (Amendment) Regulations, 2018, the Role of the Committee has been further extended which is made effective from April 01, 2019, to recommend to the Board all remuneration, in whatever form, payable to Senior Management and the revised Nomination and Remuneration Policy was approved by the Board of Directors in its Meeting held on 6th February, 2019.

Composition and Attendance at meetings:

As on March 31, 2019, Nomination & Remuneration Committee comprises of Mr. Chakor L. Doshi and two Independent Directors viz., Mr. Dilip J. Thakkar and Dr. Anil Kakodkar. Dr. Anil Kakodkar is the Chairman of the Committee. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary acts as Secretary to the Nomination & Remuneration Committee.

Attendance of Directors at the Nomination & Remuneration Committee Meeting held during the Financial Year under review :		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mr. G. N. Bajpai	3	3
Mr. Dilip J. Thakkar	3	3
Dr. Anil Kakodkar	3	3
Mr. Chakor L Doshi	3	3

The Nomination & Remuneration Committee was re-constituted in the Board Meeting duly held on February 06, 2019, as Mr. G. N. Bajpai had resigned from the Company w.e.f. November 15, 2018 and Mr. Anil Kakodkar was elected as the Chairman of the Committee in the Board Meeting held on February 06, 2019.

Three Nomination & Remuneration Committee Meeting were held during the Financial Year 2018-19 on May 28, 2018; August 14, 2018 and November 13, 2018.

Nomination & Remuneration Policy: Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Nomination and Remuneration Policy was approved by the Board in its meeting held on February 06, 2019.

During the Financial Year 2018-2019 the Non-Executive Directors has not drawn any remuneration from the Company.

Details of remuneration paid to Executive Directors:

The details of remuneration paid / provided for Mr. G. K. Pillai for the Financial Year 2018-19 is as follows:

Amount paid / payable (in Lakhs)

Details	**Mr. G. K. Pillai Managing Director & CEO**
Salary	87.04
Perquisites	16.80
Contribution to P.F. and Superannuation	--
Gratuity	--
Commission	--
Total	**103.84**

The additional information in respect of Mr. G. K. Pillai, Managing Director & CEO is as under:

Service Contract : Three Years.
Notice Period : Six Months.
Severance fees : Not Applicable.
Stock options : Not Applicable.

The details of remuneration paid/provided for Mr. Chirag C. Doshi for the Financial Year 2018-19 is as follows:

Amount paid / payable (in Lakhs)

Details	**Mr. Chirag C. Doshi Managing Director**
Salary	67.80
Perquisites	35.13
Contribution to P.F. and Superannuation	12.96
Gratuity	2.31
Commission	--
Total	**118.20**

The additional information in respect of Mr. Chirag C. Doshi, Managing Director is as under:

Service Contract : Three years.
Notice Period : Six Months.
Severance fees : Not Applicable.
Stock options : Not Applicable.

(5) Stakeholders Relationship Committee:

As per SEBI (LODR) (Amendment) Regulations, 2018, Role / Terms of Reference of the Stakeholder Relationship Committee inserted by SEBI which are made applicable from April 01, 2019.

Brief description of terms of reference:

The terms of reference of Stakeholders Relationship Committee of the Company *inter-alia* includes the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition and Attendance at meetings:

Stakeholders Relationship Committee comprises of 3 Non-Executive Directors namely Mr. Chakor L. Doshi, Dr. Anil Kakodkar and Mr. Dilip J Thakkar. Dr. Anil Kakodkar, Non Executive Director is the Chairman of the Committee. As per SEBI (LODR) (Amendment) Regulations, 2018, amended with effect from April 01, 2019, the composition of the Committee meets the requirement of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary and Compliance Officer acts as a Secretary of the Committee Meeting.

Dr. Anil Kakodkar, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on August 14, 2018.

During the Financial Year 2018-19, 2 complaints were received from shareholders and were resolved as per details given hereunder:

Sr. No.	Nature of query / Complaint	Pending as on 01.04.18	Received during the Financial Year	Redressed during the Financial Year	Pending as on 31.03.19
1	Non Receipt of Share Certificate(s)	00	01	01	00
2	Stock Exchange	00	01	01	00
3	SEBI- Scores	00	06	06	00
	Total	**00**	**08**	**08**	**00**

Attendance of Directors at the Stakeholders Relationship Committee Meeting held during the Financial Year 2018-19 is as under:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Dr. Anil Kakodkar	1	1
Mr. Dilip J. Thakkar	1	1
Mr. Chakor L Doshi	1	1

During the Financial Year 2018-19 under review, one Stakeholders Relationship Committee Meeting was held on May 28, 2018. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meeting as Secretary of the Committee.

(6) Share Transfer Matters:

In order to ensure prompt service to Shareholders, the Board of Directors has given authority to Managing Director & CEO and Managing Director of the Company together with Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company to approve matters concerning share transfer / transmission, consolidation of shares etc. and all other functions as delegated to Stakeholders Relationship Committee except replacement of lost / stolen / mutilated share certificates which is only approved by the Board of Directors of the Company.

In addition to above committees, the Board has constituted six more committees namely; Risk Management Committee, Finance Committee, Corporate Social Responsibility Committee, Committee of Independent Directors, Allotment Committee and Committee of Directors for Capital Issue. The composition, functions and attendance of members of the Committees are listed below:

(7) Risk Management Committee :

Risk Management Committee comprises of senior executives of the company namely Mr. G. K. Pillai, Mr. Chirag C. Doshi and Mr. Anil Vasant Gabhe, Chief Internal Auditor. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary acts as Secretary of the Committee. As per SEBI (LODR) (Amendment) Regulations, 2018, constitution of Risk Management Committee is now made applicable to top 500 listed entities w.e.f. April 01, 2019, determined on the basis of market capitalization, as at the end of the immediately previous financial year. Hence, it is not mandatory for our Company to constitute Risk Management Committee. However, the Company has voluntarily constituted the Committee and the composition of the Committee meets the requirement of the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Managing Director & CEO, is responsible for defining, implementing and review of risk management processes within WIL. The Committee provides updates to the Board on periodic basis on key risks faced by the company and the relevant mitigation actions. Risk Management policy has been approved by the Board in the Meeting held on August 14, 2015 wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

During the Financial Year 2018-19 under review, no Risk Committee Meeting was held.

(8) Finance Committee:

The Board of Directors formed Finance Committee to consider and approve borrowing proposals referred / delegated to it by the Board. During the financial year 2010-2011, the powers and responsibilities of Finance Committee were extended in respect of (i) Opening of new Bank Accounts and/or Closure of the Bank Accounts; (ii) Authorizing executives of the company to operate the bank accounts; (iii) Revision in Authorized Signatories to operate existing Bank Accounts of the company; (iv) Availing Internet Banking facilities including e-commerce and/or closure of Internet banking facilities, authorizing executives of the company to operate the said facilities and revision in authorized signatories for operating the said facilities; (v) Authorizing executives of the Company for dealing in Forward Contracts on behalf of the Company and authorize the executives for executing the documents under Common Seal of the Company for availing the said facilities, from time to time.

The Committee comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Dilip J. Thakkar and Mr. Chirag C. Doshi. Mr. Dilip J. Thakkar is the Chairman of the Committee. During the Financial Year 2018-19 under review, no Finance Committee Meeting was held.

The Finance Committee was re-constituted in the Board Meeting duly held on February 06, 2019, as Mr. G. N. Bajpai had resigned from the Company w.e.f. November 15, 2018, Mr. Chirag C. Doshi was appointed as the Member of the Committee.

Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attend the meeting as Secretary of the Committee.

(9) Corporate Social Responsibility Committee:

During the Year 2013-2014, the Board has constituted a CSR Committee with the following terms of reference:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;

(b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) To monitor the Corporate Social Responsibility Policy of the company from time to time.

The members of the CSR Committee are Mrs. Bhavna Doshi, Mr. G. K. Pillai and Mr. Chirag C. Doshi. Mrs. Bhavna Doshi is the Chairperson of the Committee.

During the Financial Year 2018-19 under review, one meeting of Corporate Social Responsibility was held on May 28, 2018.

Attendance of Directors at the Corporate Social Responsibility Committee Meeting held during the Financial Year are as under:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mrs. Bhavna Doshi	1	1
Mr. G. K. Pillai	1	1
Mr. Chirag C. Doshi	1	1

Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meeting as Secretary of the Committee.

(10) Committee of Independent Directors:

Independent Directors Committee has been constituted as per the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the Financial Year 2018-19, the Independent Directors Meeting of the Company was held on May 28, 2018.

Independent Directors Meeting considered the performance of Independent / Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Directors at the Independent Directors Committee Meeting held during the Financial Year 2018-19 is as under :		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Dr. Anil Kakodkar	1	1
Mr. Dilip J. Thakkar	1	1
Mr. G. N. Bajpai*	1	1
Mr. A. R. Gandhi	1	1
Mrs. Bhavna Doshi	1	1

In the opinion of the Board the existing Independent Directors and those who are proposed to be re-appointed at the AGM, fulfill the conditions specified in the SEBI Listing Regulations and are Independent of the Management.

*Mr. G. N. Bajpai, has resigned on November 15, 2018.

(11) Allotment Committee:

The Board of Directors constituted Allotment Committee for the purpose of allotment of equity shares on conversion of warrants to specified allottees as approved by the shareholders by passing Special Resolution.

The Committee comprises of three Directors viz. Mr. Dilip J. Thakkar, Mr. Chakor L. Doshi and Mr. Chirag C. Doshi. Mr. Dilip J. Thakkar is Chairman of the Committee. In view of resignation of Mr. G. N. Bajpai w.e.f. November 15, 2018, Mr. Chirag C. Doshi was appointed as the Member of the Committee.

During the Financial Year 2018-19 under review, no meeting of the Allotment Committee was held.

(12) Committee of Directors for Capital Issue:

The Board of Directors had constituted Committee of Directors for Capital Issue (Committee) with regard to create, offer, issue and allot in one or more tranch(es), in one or more foreign markets or domestic markets, to persons and entities whether such persons and/or entities are shareholders of the Company or not, including to Qualified Institutional Buyers, as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be amended from time to time, ("SEBI Regulations"), (collectively "Investors").

It comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Dilip J. Thakkar and Mr. Chirag C. Doshi. In view of the resignation of Mr. G. N. Bajpai w.e.f. November 15, 2018, Mr. Chirag C. Doshi was appointed as the Member of the Committee.

Mr. Dilip J. Thakkar is appointed as the Chairman of the Committee in the Board Meeting held on February 06, 2019.

During the Financial Year 2018-19 under review no meeting of the Committee of Directors for Capital Issue was held.

(13) General Body meetings:

i. Location and time, where last three AGMs held:

Year	Venue	Date	Time
October 2014-March 2016	Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai – 400 020	12.08.2016	04.00 p.m.
April 2016-March 2017	Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai – 400 020	09.08.2017	04.00 p.m.
April 2017-March 2018	Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai – 400 020	14.08.2018	03.30 p.m.

ii. Location and time, where Extra Ordinary General Meetings were held in last three years - No extra ordinary General Meeting was held during the last 3 Years period.

iii. (A) Special resolutions passed in the previous three AGMs:

- October 2014 - March 2016 – No Special resolution was passed in the AGM held on August 12, 2016 for the period October 2014-March 2016.
- April 2016 – March 2017
  - a) Resolution Number 4, Resolution under Section 149, 152 read with Schedule IV to accord consent of Shareholders of the Company for Appointment of Mr. Dilip J. Thakkar (DIN:00007339), as an Independent Director for second term of 5 years period.
  - b) Resolution Number 6, Resolution under Section 196, 197 of Companies Act, 2013, read with Schedule V to accord consent of Shareholders of the Company for appointment of Mr. G. K. Pillai, Managing Director & Chief Executive Officer of the Company for a period of three years w.e.f. April 01, 2017.
  - c) Resolution Number 7, Resolution under Section 196 ,197 of the Companies Act, 2013, read with Schedule V to accord consent of the shareholders of the Company for Appointment of Mr. Chirag C. Doshi , Managing Director of the company for a period of three years w.e.f. April 01, 2017.
- April 2017 – March 2018
  - a) Resolution Number 3, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the Shareholders of the Company for renewing the consultancy contract of Mr. Chakor L. Doshi for a period of two years w.e.f. May 01, 2018 to April 30, 2020.

All resolutions including special resolutions were passed by the members of the Company.

(B) Special resolution passed through Postal Ballot during the FY 2018-2019, the person who conducted the postal ballot exercise and details of the Voting Pattern:

The Company sent Postal Ballot notice dated November 11, 2018 to the members seeking their approval through postal ballot for passing the following resolutions:

Resolution No 1 : Approval for raising of funds by way of issue of securities by way of public and/or private placement, through Qualified Institutional Placement (QIP)/ Rights Issue or through any other permissible mode under applicable laws and/or combination thereof.

Resolution No 2 : Approval for continuation of Mr. Dilip J. Thakkar as Director

Resolution No. 3 : Approval for continuation of Dr. Anil Kakodkar as Director

Resolution No. 4 : Approval for continuation of Mr. A. R. Gandhi as Director

M/s. V. N. Deodhar & Co., Company Secretaries were appointed as the Scrutinizer for conducting the postal ballot process. Accordingly, the postal ballot was conducted by the Scrutinizer and a report was submitted to the Chairman of the Board.

Mr. Chirag C. Doshi, Managing Director announced the postal ballot result on December 27, 2018 at the Registered Office of the Company that all the Special Resolutions No. 1, 2, 3 and 4 were duly approved by the Shareholders with requisite majority.

(C) Details of Special Resolution proposed to be conducted through Postal Ballot:

No Special Resolution is proposed to be conducted through postal ballot at the AGM scheduled to be held on August 06, 2019.

(14) Means of Communication:

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year.

i) Quarterly, Half Yearly and Annual Results are published in All India Edition of Financial Express in English & Mumbai Lakshadeep in Marathi News papers from Mumbai.

ii) The quarterly, half yearly and annual results, shareholding pattern, Corporate Governance Report and other compliances are also posted on the website of the Company (www.walchand.com). The Shareholding Pattern, Corporate Governance Report, Quarterly, Half Yearly and Annual Results and other compliances are also filed electronically on NSE Electronic Application Processing System (NEAPS), web based application designed for corporate at https://www.connect2nse.com/LISTING/ and on BSE Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") at http://listing.bseindia.com/.

iii) Green Initiative:

In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the Company have started sending various communications including the Annual Report, intimation of dividend, postal Ballot by email to those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agents since Financial Year 2013-14 and continuing the same. Physical copies are being sent to only those shareholders whose email addresses are not available and for the bounced email cases and who have specifically requested for the same.

As a responsible citizen, your Company strongly urges you to support the Green Initiative by registering/updating your email addresses with the Depositories Participants or the Registrar and Transfer Agents for receiving soft copies of various communications including the Annual Reports.

iv) The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and displayed the same on the Companys website.

v) "Management Discussion and Analysis" is given as Annexure B to the Directors Report.

vi) Presentations were made to institutional investors or to the analysts during the year and the same is available on the website of the Company and the link for the same is as below -https://www.walchand.com/investors/investor-information/

vii) SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(15) General Shareholder information:

i)	AGM : Date, Time & Venue	:	August 06, 2019 at 4.00 p.m. Walchand Hirachand Hall, Indian Merchants Chambers Building, Churchgate, Mumbai – 400 020
ii)	Financial Year	:	April - March The results for every Quarter are declared within 45 days from the end of the Quarter except for the last Quarter, for which Annual Audited Results are declared within the period of 60 days from the end of the Quarter as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
iii)	Date of Book Closure	:	N. A. for this year
iv)	Dividend payment date	:	N. A.

v) Listing on Stock Exchanges : BSE Ltd.
P. J. Towers, Dalal Street, Mumbai – 400 001.

National Stock Exchange of India Ltd.
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (East) Mumbai 400 051

The Listing fees for the year 2019-2020 have been paid to both the Stock Exchanges.

vi) Stock Code : 507410 (BSE) and WALCHANNAG (NSE)

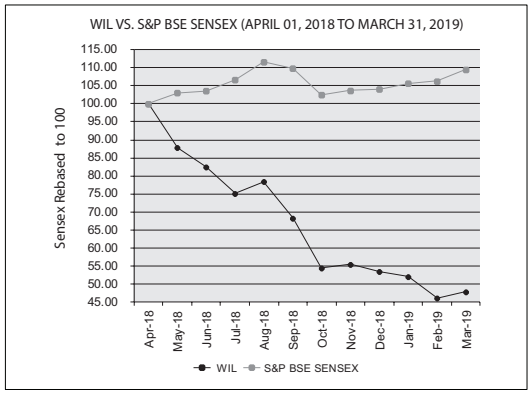
vii) Market Price Data : High, Low during each month in last financial year : BSE/NSE

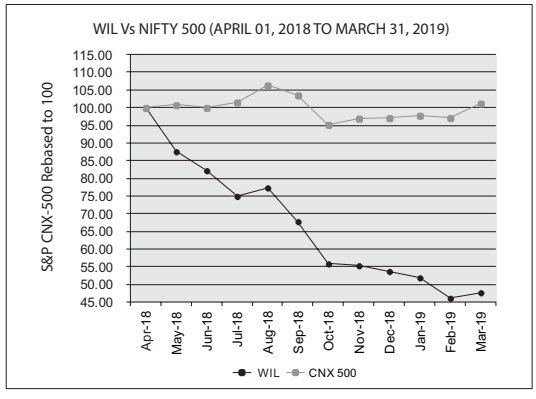
(Amount in)

Month	BSE		S&P BSE SENSEX	NSE		CNX-500
	High	Low	Closing	High	Low	Closing
Apr-18	190.05	171.30	35160.36	190.50	171.00	9496.50
May-18	176.40	141.10	35322.38	176.50	140.25	9315.35
Jun-18	168.50	129.50	35423.48	168.35	129.00	9162.45
Jul-18	149.50	121.90	37606.58	149.60	121.45	9650.60
Aug-18	150.90	132.55	38645.07	147.70	132.10	9992.00
Sep-18	148.65	98.00	36227.14	148.50	96.75	9116.00
Oct-18	107.75	89.00	34442.05	114.05	88.05	8753.45
Nov-18	109.00	91.35	36194.30	109.00	91.20	9109.15
Dec-18	111.25	82.00	36068.33	110.80	83.50	9170.00
Jan-19	104.30	83.75	36256.69	104.30	83.55	9003.85
Feb-19	91.00	75.65	35867.44	91.30	75.60	8955.95
Mar-19	94.00	78.85	38672.91	94.10	78.50	9663.70

viii) Performance in comparison to S&P BSE SENSEX and CNX-500

The Chart shows the performance of the Company's Shares at BSE and NSE as compared to BSE SENSEX and S & P CNX - 500 during the Financial Year 2018-19:





ix) Registrar and Share Transfer Agent : M/s. Link Intime India Pvt. Ltd.
Unit: Walchandnagar Industries Ltd.
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060
e-mail id: rnt.helpdesk@linkintime.co.in

x) Share Transfer System : Shareholders are permitted to hold shares in Physical form or in Demat Form. In case of shares held in Physical form, shareholders are informed to lodge the shares for transfer purpose to the Registrars and Share Transfer Agents and the Company is taking care to ensure that share transfer work gets completed as early as possible and not later than 15 days period. The transfers are being approved once in a week. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

xi) (a) Shareholding Pattern as on March 31, 2019 :

Category	No. of Shares	%
Promoters & Directors, Directors Relatives/HUF & Group Companies/ Group Trusts	20938613	**55.00**
Mutual Funds & Unit Trust of India	5000	**0.01**
Banks, Financial Institutions, State Government	252116	**0.66**
Insurance Companies	1041155	**2.73**
Bodies Corporate & Clearing Members	1845366	**4.85**
NRI/OCB/NBFCs	407057	**1.07**
Public (Resident Indians / Trusts/ HUF/Office bearers)	13181803	**34.63**
Investor Education & Protection Fund	399095	**1.05**
TOTAL	**38070205**	**100.00**

(b) Distribution of shareholding as on March 31, 2019 :

Shareholding of nominal value of	Number of Shareholders	% to Total	Amount in ₹	% to Total
1 to 5000	61394	**98.77**	19077162	**25.06**
5001 to 10000	461	**0.74**	3387084	**4.45**
10001 to 20000	158	**0.25**	2278576	**2.99**
20001 to 30000	61	**0.10**	1527804	**2.01**
30001 to 40000	23	**0.04**	830260	**1.09**
40001 to 50000	13	**0.02**	597554	**0.78**
50001 to 100000	29	**0.05**	2063254	**2.71**
100001 onwards	18	**0.03**	46378716	**60.91**
TOTAL	**62157**	**100.00**	**76140410**	**100.00**

xii) Dematerialisation of Shares and Liquidity : As stated earlier, the Company's shares are listed on the Stock Exchanges. As per the SEBI notifications, trading in Company's shares has been made compulsorily in Dematerialised form w.e.f. 26th December, 2000 and Company's Registrar & Transfer Agents have connectivity with NSDL & CDSL. The ISIN No. is INE711A01022. As on March 31, 2019, 3,73,79,885 equity shares representing 98.19% of the total shares have been Dematerialised. The members holding shares in physical form are requested to get the shares converted into demat form as per the prescribed procedure. The shares of the Company are traded in the "B" group.

xiii) Outstanding GDRs / ADRs / Warrants or any other Convertible Instruments, Conversion date and likely impact on equity. : No instrument is outstanding for allotment or conversion

xiv) Commodity Price Risk or Foreign Exchange Risk And Hedging Activities : Please refer Management Discussion and Analysis Report for details.

xv) Plant Locations : The Company currently has 3 plants located as follows :
1. Walchandnagar, Dist. Pune, Maharashtra
2. Satara Road, Dist. Satara, Maharashtra
3. Attikola Dharwad, Karnataka

xvi) Address for correspondence

a) For Correspondence relating to shares : M/s. Link Intime India Pvt. Ltd.
Unit: Walchandnagar Industries Ltd.,
C 101, 247 Park, L. B. S. Marg, Vikhroli West,
Mumbai 400 083.
Ph. No.: (022) 4918 6270 / 6000
Fax No.: (022) 49186060
Email : rnt.helpdesk@linkintime.co.in

b) For other matters (At Companys registered Office) : Walchandnagar Industries Ltd.
3, Walchand Terraces
Tardeo Road, Mumbai 400 034
Ph. No.: (022) 23612195 /96 / 97
Fax No.: (022) 23634527
Email: investors@walchand.com; giriraj.agrawal@walchand.com

xvii) List of Credit Ratings obtained by the Company :

1. **ACUITE RATINGS & RESEARCH LIMITED :** The Credit Rating Agency, have assigned the credit rating to Bank Loans / Debt Instruments of the Company vide its letter dated October 10, 2018 as given below**:**

	Long Term Instruments	**Short Term Instruments**
Total Rated Quantum (₹ in Cr.)	220.00	715.00
Quantum of Enhancement (₹ in Cr.)	Not Applicable	Not Applicable
Rating	ACUITE BBB-	ACUITE A3
Outlook	Stable	Not Applicable
Most recent Rating Action	Assigned	Assigned
Date of most recent Rating Action	October 10, 2018	October 10, 2018
Rating Watch	Not Applicable	Not Applicable

2. **CARE RATINGS LIMITED :** The Credit Rating Agency, have revised the credit rating of the Company vide its letter dated February 12, 2019 as given below **:**

Facilities	**Amount (₹ in crore)**	**Revised Rating assigned on 12.02.2019**	**Rating Action**
Long Term Bank Facilities	220.00	CARE BB+ Stable (Double B; Outlook: Stable)	Revised from CARE BB; Stable (Double B; Outlook; Stable)
Short Term Bank Facilities	715.00	CARE A4 + (A Four Plus)	Revised from CARE A 4 (A Four)
TOTAL	935.00 (Nine Hundred and Thirty Five crore only)		

xviii)	Unclaimed Dividends	:	Under the Companies Act, 1956 /2013, Dividends that are unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund administered by the Central Government. After completion of seven years, the members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF - 5 available on www.iepf.gov.in. Separate intimation has been given in the notice convening 110th Annual General Meeting, a part of this 110th Annual Report. Members are requested to utilize this opportunity and get in touch with Companys Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 for encashing the unclaimed Dividend for the financial year 2011-2012 and for subsequent years standing to the credit of their account. The details of Unclaimed amount of Dividend are available on the website of the Company.
xix)	Transfer of underlying shares into Investor Education and Protection Fund (IEPF) in cases where Unclaimed Dividends have been transferred to IEPF for a consecutive period of 7 years.	:	In terms of Section 125 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which Dividends have remained unclaimed for a period of 7 consecutive years to the IEPF Account established by the Central Government. As required under the said Rules, the Company has published a notice in the newspapers inviting the Members attention to the aforesaid rules. The Company has also sent out individual communication to the Members in this regard and have transferred the shares upto the Financial year 2010 -11.
xx)	Unclaimed Equity Shares	:	Members are hereby informed that as per Regulation 39(4) read with Schedule VI of the SEBI Regulations, shares held physically which may have remained unclaimed by shareholders due to insufficient/incorrect information or for any other reason need to be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the Depository Participants. The Company has transferred the balance of unclaimed shares to the Unclaimed Suspense Account.
xxi)	Company Website	:	The Company has its website namely www.walchand.com. The website provides detailed information about the Company, its products and services offered, locations of its corporate offices and various sales offices etc. The Quarterly Results, Annual Reports, Shareholding patterns, Corporate Governance Report and other communications are updated on the website of the Company.
xxii)	Prevention of Insider Trading	:	Pursuant to provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders / Designated Persons and immediate relative of Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which allow the formulation of a trading plan subject to certain conditions and require pre clearance for dealing in the Companys shares. It also prohibits the purchase and sale of Companys shares by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information of the company and during the period when the Trading Window is closed.

(16) Disclosures:

i) *Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large:*

The Audit Committee and the Board consider periodically the statement of related party transactions in detail together with the basis at their meetings and grant their approval. However, these transactions are not likely to have any conflict with the interest of the Company and are not materially significant.

As required by the IND AS-24, the details of related party transactions are given in Note No. 45 and 46 to the notes on financial statements for the Financial Year 2018-19, forming part of Accounts.

ii) *Management Disclosures :*

The Senior Management personnel have made disclosures to the Board relating to all material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

iii) *Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any Statutory Authorities, on any matter related to Capital markets during last three years:*

The Company is holding 600 shares in Bombay Cycle & Motor Agency Limited (BCMA), Group Company in Promoter category. Adjudicating Officer has passed an order dated December 22, 2015 under section 15-I of Securities and Exchange Board of India Act, 1992 Read with Rule 5 of SEBI (Procedure for holding inquiry and imposing by adjudicating officer) Rules, 1995, whereby imposing penalty of ₹ 21.25 Lacs against all promoter entities of BCMA some of them are promoter entity of Walchandnagar Industries also, with reference to purchase of shares of BCMA by Walchand Kamdhenu Commercials Pvt. Ltd. The promoter entities of BCMA had filed an appeal before Securities Appellate Tribunal (SAT) against the said order. By an order dated May 28, 2018 passed by the SAT Mumbai, SEBIs order dated 22nd December, 2015 was set aside. Thereafter, SEBI has filed Civil Appeals in the Supreme Court of India on 14.09.2018 bearing Nos. 10233 -10234 of 2018 against the SATs Order dated 28th May, 2018. Vide. its order dated 01.10.2018 the supreme court of India stayed the operation of the Judgment and order passed by the SAT, Mumbai. Counter affidavits on behalf of Promoter entities of BCMA has been filed in these appeals praying mainly that the order of the SAT be upheld and SEBI's appeal be dismissed. At present Matter is pending in Supreme Court of India.

iv) *Vigil Mechanism / Whistle Blower Policy :*

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism /whistle blower policy may be accessed on the Companys website at the link https://walchand.com/wp-content/uploads/2019/03/Whistle-Blower-Policy-Effective-From-April-1-2019-.pdf

No personnel of the Company has been denied access to the Audit Committee.

v) *Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.*

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also adopted the following Non-mandatory requirements to the extent mentioned below:

Separate posts of Chairman & CEO : The positions of the Chairman and the CEO are separate.

vi) The Company's policy in dealing with Material Subsidiaries is placed on the website and can be accessed through weblink https://walchand.com/wp-content/uploads/2019/03/Policy-on-Material-Subsidiary-Effective-From-April-1-2019-.pdf. Company is not having any subsidiary Company.

vii) The Company's policy in dealing with Related Party Transactions is placed on the website and can be accessed through weblink https://walchand.com/wp-content/uploads/2019/03/Related-Party-Transaction-Policy-Effective-From-April-1-2019.pdf.

viii) Certificate as required under Part C of Schedule V of Listing Regulations, have been received from M/s. V.N. Deodhar & Co. (FCS NO.1880 & COP No. 898), Practicing Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

ix) Total Fees for all services paid by the Listed entity to the statutory auditor :

Total fees for financial Year 2018-19, for all services as mentioned below, was paid by the Company to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

PAYMENT TO AUDITORS	Basic	GST	Gross
Audit Fees	20,00,000	3,60,000	23,60,000
Tax Audit Fees	2,50,000	45,000	2,95,000
In Other Capacity (Certification)	4,22,500	76,050	4,98,550
Reimbursement of out of pocket expenses	1,57,812	-	1,57,812
Total	**28,30,312**	**4,81,050**	**33,11,362**

x) *Corporate Identity Number (CIN)*

The Corporate Identity Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L74999MH1908PLC000291.

xi) *Compliance Certificate from Auditors on Corporate Governance*

Certificate from Statutory auditors M/s. Jayesh Sanghrajka & Co, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

xii) *Reconciliation of Share Capital Audit report (formerly known as Secretarial Audit Report) and Certificate of Compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

The SEBI vide Circular No. CIR/MRD/DP/30/2010 dated 6th September, 2010 has modified the terminology of Secretarial Audit, as **Reconciliation of Share Capital Audit**. A qualified Practicing Company Secretary has carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit (formerly known as Secretarial Audit Report) confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL. The audit is carried out by M/s. V. N. Deodhar & Co., Practicing Company Secretaries every quarter and report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.

(xiii) *Compliance Of Corporate Governance Requirements Specified In Regulation 17 To 27 And Regulation 46(2)(B) To (I) Of Listing Regulations.*

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the Listing Regulations.

(xiv) *Disclosures with respect to demat suspense account/ unclaimed suspense account (Unclaimed Shares)*

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account. The disclosure as required under schedule V of the Listing Regulations is given below:

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e 1st April, 2018 - 106 Shareholders and 20120 Shares.

(b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year - 15 for 2165 Shares

(c) Number of shareholders to whom shares were transferred from suspense account during the year - 15 for 2165 Shares

(d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e 31st March, 2019 - 91 Shareholders and 17955 Shares.

(e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - Yes.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Compliance of Code of Conduct for Directors and Senior Management Personnel pursuant to amended provision of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company on 1st March, 2005 and the same has been revised in the Board Meeting held on February 06, 2019. The Code of Conduct was also posted on the Website of the Company.

All the Board Members and Senior Management Personnel affirmed that they have complied with the said Code of Conduct on an annual basis in respect of the Financial Year ended March 31, 2019.

G. K. Pillai
Managing Director & CEO

Date: May 16, 2019

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Walchandnagar Industries Limited

We have examined the compliance of conditions of Corporate Governance as stipulated at Para C of Schedule V in terms of regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') and the listing agreement of Walchandnagar Industries Limited with the stock exchanges for the year ended March 31, 2019.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Regulations.

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

For Jayesh Sanghrajka & Co. LLP.
Chartered Accountants
ICAI Firm Registration Number 104184W/W100075

Ashish Sheth
Designated Partner
Membership No. 107162

Place : Mumbai
Dated : May 16, 2019

ANNEXURE 'D' TO THE DIRECTORS' REPORT (CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO)

(A) CONSERVATION OF ENERGY

(a) **Energy Conservation Measures Taken:**

1. Maintained unity PF by Close monitoring & controlling, repair / replacement of faulty capacitors and controllers and obtained incentive from MSEDCL.

2. Reduction In heat loss, improvement in efficiency of carborizing furnace in heat treatment section and in resulting reduction in power consumption of machine. Reconditioning of Carborizing furnace is in progress by replacement of refractory bricks and heating coils.

3. Segment Drilling SPM- VFDs provided for 03 nos drilling & rimming slides of the machine to control spindle speed and in resulting reduction in power consumption of machine by 50%.

4. 3.2M Segment drilling developed and Pneumatic brake arranged for chuck and inresulting remer breaking reduced to zero, saving on reamers cost @ 0.5L/ job, Surface finish problem reduced to zero.

(b) **Energy Conservation Measures Proposed:**

1. Reduction In heat loss, improvement in efficiency of LPG Furnace for Nuclear jobs by total reconditioning and upgradation to reduce heat loss and achieve uniformity in temperatures within +/-5 deg. Also providing heat recovery unit(recuperator) to save energy.

2. VFD for spindle motor of CVBM -400 VTL to redue power consumption of machine by 40%.

3. By using solar power ,study of feasibility of the project is in progress.

(c) **Capital Investments in Energy Conservation Equipments:**

During the year Capital Investment of 110.36 lakh was made for Energy Conservation Equipment.

(B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

(1) Specific areas in which R & D has been carried out by the Company:

Development of welding procedures & fabrication techniques for higher thickness 15CDV6 material

Qualification as per ISO 3834-2

(2) Benefits derived as a result of R&D:

Ability to process critical jobs related to Defense sector

Ability to fabricate components for Railways

(3) Future Plan of Action

Development of 35Mt Mountain foot bridge

Development of Bi junction welding for nuclear application.

Expenditure on R&D

	in Lakhs
Capital (Development Expenditure)	0.00
Recurring	4.80
Total	4.80
Total R&D Expenditure Percentage to turnover (%)	0.013

(4) Imported technology (imported during last 5 years reckoned from the beginning of the financial year): Nil

(5) Technology absorption, adaptation and innovations:

(1) **Efforts in brief made towards technology absorptions:**

- Continuous monitoring of technology trends
- Continuous interaction & exchange of information.
- Development of new product for VSSC.

(2) **Benefits derived as a result of above efforts:**

- Improvement in manufacturing methods and quality standards.
- Enhancing engineering skills.
- Development of energy efficient, cost effective & high performance engineering products.
- Obtaining more order in future.

(C) FOREIGN EXCHANGE EARNING AND OUTGO

Foreign exchange used and earned:

Earnings in Foreign Exchange ₹ 2,094.56 lakhs

Foreign Exchange Outgo ₹ 125.12 lakhs

ANNEXURE 'E' TO DIRECTORS REPORT

Statement of Disclosure of Remuneration 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

(i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the Financial Year from April 01, 2018 to March 31, 2019, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year from April 01, 2018 to March 31, 2019, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP for the Financial Year 2018-19.	Remuneration of Director / KMP for the Financial Year 2018-19.	% increase in Remuneration	Ratio of Remuneration of each Director to the median remuneration of employees $
(i)	(ii)	(iii)	(iv)	(v)
1.	Mr. G. K. Pillai Managing Director & CEO	1,03,83,592	*	38.91:1
2.	Mr. Chirag C. Doshi Managing Director	1,18,19,863	*	44.30:1
3.	Mr. Vivek Jain $ Chief Financial Officer (From 1st April, 2018 to 11th July, 2018)	12,92,101	$	-
4.	Mr. A. Shrikant$ Chief Financial Officer (From 14th August, 2018 to 3rd December, 2018)	11,05,699	$	-
5.	Mr. G. S. Agrawal Vice President (Legal & Taxation) & Company Secretary	34,24,748	#	-

* The terms of remuneration remains same as approved by the Members of the Company hence there is no increase in the remuneration.

$ Mr. Vivek Jain, Chief Financial officer of the Company resigned w.e.f. July 11, 2018 and Mr. A. Shrikant, Chief Financial Officer of the Company resigned w.e.f. December 03, 2018.

There is no increase in the remuneration during the year under review.

ii) In the Financial Year, there was no increase in the median remuneration of employees;

iii) There were 1660 permanent employees on the rolls of Company as on March 31, 2019;

iv) **Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration:** The aggregate remuneration of employees excluding Whole time Directors (WTD) and other Key Managerial Personnel (KMP) remained largely stable for the current year over the previous fiscal based on 12 months average basis due to rationalization of our manpower during the Financial Year. Further there was no increase in the remuneration of WTD and remains same as approved by the Shareholders as minimum remuneration in case of loss. Similarly, there was no increase in the remuneration of other KMPs due to loss in the Financial Year.

v) It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company.

ANNEXURE 'F' TO DIRECTORS REPORT

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,

The Members,
Walchandnagar Industries Limited
3, Walchand Terraces, Tardeo Road,
Mumbai – 400034

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

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

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;

(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, 2009/2018 **(Not applicable to the Company during the Audit period),**
- (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 Disclosure Requirements) Regulations, 2015.

(vi) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. The management has identified and confirmed the following laws as specifically applicable to the Company:

- a) The Indian Boiler Act, 1923
- b) The Explosives Act,1884
- c) The Environment (Protection) Act,1986
- d) The Water (Prevention and Control of Pollution) Act,1974
- e) The Air (Prevention and Control of Pollution) Act,1981

We have been informed that the compliance of the above laws is monitored on monthly basis by the Compliance officer/Chief-Internal Auditor and necessary action is initiated for non-compliance, if any. Additionally, we have been informed that a status report signed by the Managing Director & CEO, Chief Financial Officer and the Compliance Officer/Chief-Internal Auditor on compliance of various statues is submitted to the Board at its every meeting.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange in respect of Issue and Listing of Securities;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

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

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

For V.N. DEODHAR & CO.,

V. N. DEODHAR
PROP.
FCS NO.1880
C.P. No. 898

Place: Mumbai
Date: 16th May, 2019.

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,
Walchandnagar Industries Limited

Our Secretarial Audit Report of even date for the financial year ended 31st March, 2019 is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the audit practices and process 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 the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.
5. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **V.N. DEODHAR & CO.,**

V.N. DEODHAR
PROP.
FCS NO.1880
C.P. No. 898

Place: Mumbai
Date: 16th May, 2019.

CERTIFICATE BY CHIEF EXECUTIVE OFFICER / DEPUTY GENERAL MANAGER – ACCOUNTS & FINANCE IN TERMS OF REGULATION 17 (8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMNETS) REGULATIONS, 2015.

In terms of REGULATION 17 (8) OF SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is certified as under that:

(a) We have reviewed financial statements and cash flow statements for the financial year ended March 31, 2019 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transaction is entered into by the company during the financial year ended March 31, 2019 which is fraudulent, illegal or violative of company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and that no material deficiencies in the design or operation of internal controls were observed during the financial year 2018-19.

(d) We have indicated to the auditors and the Audit Committee:

(i) There has not been any significant change in internal control over financial reporting during the financial year ended March 31, 2019 under reference.

(ii) There has not been any significant change in accounting policies during the financial year ended March 31, 2019 requiring disclosure in the notes to the financial statements and

(iii) No instances of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting were reported in the financial year ended March 31, 2019.

This Certificate is given by the undersigned with full knowledge that on its faith and strength, full reliance is placed by the Board of Directors of the Company.

Sd /-	**Sd /-**
G.K.Pillai	**Sandip Das**
Managing Director & CEO	**Deputy General Manager – Accounts & Finance**

Place: Mumbai
Date: 16.05.2019

INDEPENDENT AUDITORS' REPORT

To The Members of Walchandnagar Industries Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **WALCHANDNAGAR INDUSTRIES LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information in which are included the Returns for the year ended on that date audited by the Independent auditor of the Company's division located in Ethiopia.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, whereof most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

a. Expected credit loss on trade receivables is measured through loss allowance. The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. This area required significant attention since there was a significant amount of management estimates.

   We had detailed discussion with respective business heads about the method of estimates. We verified details of Liquidated Damages charged by clients and total sales for the period from 1st April 2016 to 31st March 2019 which were used by the management in their analyses of historical credit loss experience. We also verified the contract documents, correspondences with client pertaining to projects where specific loss provisioning was made. Management estimate is based on such forward information and historical data to derive division-wise provisioning values.

b. Calculation for percentage completion for revenue for projects operating over time under IND AS 115. This area has significant quantum of estimates in calculating Cost to Complete. This area required significant attention since there was a significant amount of estimates.

   Management has prepared profitability statements for all the projects which are operating over time as per IND AS 115. We verified total contract values from Signed Contract with customers, total revenue billed with invoices submitted to clients. The company has adopted Input Method for arriving at percentage of completion method. We verified total Cost incurred for each project as per books of accounts, total Cost to Complete each project from Budget as reviewed by projects heads on every reporting date. It was verified that the cost for completing balance work is reviewed and revised wherever necessary based on current scenario and future expectations.

c. IND AS 115 requires variable consideration in form of Liquidated Damages to be recognised either by expected value or most likely value. The Company has adopted expected value by deferring revenue against liquidated damages of all the projects for which contractual delivery date have expired but contractual obligation not met. This area of calculation of deferred revenue due to implication of liquidated damages for the projects required significant auditor attention since there was a significant amount of estimation.

   We had detailed discussion with respective business heads about the method of estimates of expected Liquidated Damages. List of projects for which contractual due date has expired and committed extent of work is not completed were reviewed. We verified details of Liquidated Damages charged by clients and total sales for the period from 1st April 2016 to 31st March 2019 which were used by the management in their analyses of historical experience. We also verified the contract documents, correspondence, if any with client pertaining to projects. Based on such estimation and past experience, expected Liquidated Damages were arrived at and adjusted from Revenue.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements

that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes the 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Emphasis of Matter

We draw attention to the following matters in Notes to Financial Statements:

a. Refer Note 54 which mentions about valuation of work-in-progress inventory of cancelled / put on hold orders amounting to ₹ 2194.21 Lakhs on account of orders which have been cancelled/put on hold by various clients. The Company contends that this stock will either be liquidated or diverted to other projects without any loss arising therefrom.

   Our report is not modified in respect of this matter.

Other Matter

We did not audit the financial statements / information of 1 division included in the financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 12.91 lakhs as at March 31, 2019 and the total revenue of ₹ 0 for the year ended on that date, as considered in the financial statements / information of this division have been audited by the Independent auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of division, is based solely on the report of such auditor.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from overseas division not visited by us.

c. The reports on the accounts of the overseas division of the Company audited by Independent auditor have been sent to us and have been properly dealt with by us in preparing this report.

d. The Balance Sheet, the Statement of Profit and loss, changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the division not visited by us.

e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

f. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

g. 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".

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 50 to the financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 104184W/W100075

Ashish Sheth
Designated Partner
Membership Number: 107162

Place: Mumbai
Date: May 16, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **WALCHANDNAGAR INDUSTRIES LIMITED** of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except in respect of land Survey Nos. 317/1B, 303 A/2 and 337 are not available.

ii. The Management has conducted physical verification of inventory at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

iii. The Company has not granted any secured or unsecured loans to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Therefore, clause 3 (iii) of the said Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the company doesn't have any loans, investments, guarantee or security to which the provisions of section 185 and 186 of the Companies Act 2013 apply.

v. The Company has not accepted any deposits during the year to which the provisions of section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of deposits) Rules, 2014 apply. According to the information and explanation given to us no order has been received from Company Law Board, National Company Law Tribunal or Reserve Bank of India or any court or tribunal by the Company.

vi. We have broadly reviewed the cost records maintained by the Company specified by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, and other material statutory dues applicable to it with the appropriate authorities

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute are given below:

Name of the statute	Nature of Dues	Amt. (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Maharashtra Land Revenue Code	NA Tax (₹ 20 lakhs paid under protest)	86.61	1982 to 2003	Tahasildar, Indapur
	NA Tax	16.18		
	NA Tax	58.58	1994 to 2003	
Pune Municipal Corporation	Municipal Taxes-Determination of Annual Rateable Value	99.02	2008-09 to 2018-19	Court of Small Causes, Pune
Central Sales Tax,1956	The exemption from tax for transit sale under section 6(2)(b) is denied. ₹ 30 lakhs paid under protest	159.83	2005-06	Sales Tax (Appellate Tribunal), Mumbai
Maharashtra Vat Act, 2002 / Central Sales Tax,1956	Demand due to differences in the amount of "C" forms/ other miscellaneous	1,080.53	2013-14	Commissioner (Appeals), Sales Tax
Central Sales Tax,1956	Demand due to differences in the amount of "C" "e1","H"forms/ other miscellaneous	1,466.54	2011-12	Joint Commissioner of Sales Tax, Pune
Customs Act,1962	Demand due to customs valuation issues	64.50	July,2008 till date	Madras High Court.
Service Tax	Demand on value addition of bought out items, ₹ 28.76 lakhs paid under protest.	362.65	2006-10	CESTAT, Kolkata
Central Excise Act, 1944	Denial of exemption availed under notification No.6/2002 for supply of biomass based boilers	266.19 (Net of CENVAT reversal and payment)	June, 2001 to March, 2004	Supreme Court
Central Excise Act, 1944	Various matters of Central Excise duty demand on bought out items supplied for centrifugals which have already suffered duty at manufacturers' end.	188.95 (Net of CENVAT reversal and payment)	February 1990, to June 2017	Supreme Court / CESTAT Tribunal
Central Excise Act, 1944	Various matters of Central Excise duty demand on bought out items supplied for centrifugals.	2.47	September, 2009 to January 2011	CESTAT, Mumbai
Employees Provident Fund	EPF-Demand from EPF authorities	50.68	2006-07	Mumbai High Court
Service Tax	Demand in respect of services provided (Export Services) outside India TENDAHO SUGER FACTORY, Ethiopia	1,334.64	March 2013 to Dec.2015	Appellate Commissioner, Pune

viii. There are no loans or borrowings from Government. To the best of our knowledge and according to the information and explanations given to us, the Company has not defaulted in repayment of any loans or borrowings from financial institutions, banks and debenture holders.

ix. The company has not raised money by way of Initial Public Offer or further public offer (including debt instruments) during the year. In respect of term loans taken by the Company, in our opinion and according to the information and explanations given to us, the same have been applied for the purposes for which they were raised.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

Ashish Sheth

Designated Partner

Membership Number: 107162

Place: Mumbai

Date: May 16, 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **WALCHANDNAGAR INDUSTRIES LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **WALCHANDNAGAR INDUSTRIES LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 104184W/W100075

Ashish Sheth
Designated Partner
Membership Number: 107162

Place: Mumbai
Date: May 16, 2019

WALCHANDNAGAR

BALANCE SHEET AS AT MARCH 31, 2019

₹ in Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	3	**34,215**	36,065
(b) Capital Work-in-Progress		**480**	161
(c) Investment Property	4	**189**	189
(d) Intangible Assets	5	**106**	159
(e) Financial Assets			
(i) Investments	6	**148**	145
(ii) Trade Receivables	7	**9,898**	1,935
(iii) Other Financial Assets	8	**592**	603
(f) Non Current Tax Asset (Net)		**831**	959
(g) Other Non-Current Assets	9	**4,908**	4,430
Total Non - Current Assets		**51,367**	44,646
Current Assets			
(a) Inventories	10	**19,476**	17,110
(b) Financial Assets			
(i) Investments	11	**170**	158
(ii) Trade Receivables	12	**23,043**	36,985
(iii) Cash and Cash Equivalents	13	**2,677**	845
(iv) Other Balances with Banks	14	**6,305**	2,335
(v) Other Financial Assets	15	**5,150**	4,119
c) Other Current Assets	16	**6,477**	6,288
d) Asset held for sale		**2,978**	2,978
Total Current Assets		**66,276**	70,818
Total Assets		**117,643**	115,464
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	**761**	761
(b) Other Equity	18	**32,773**	33,143
Equity Attributable to Owners of the Company		**33,534**	33,904
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	**20,220**	24,853
(ii) Other Financial Liabilities	20	**2,619**	685
(b) Provisions	21	**1,198**	1,193
(c) Other Non-Current Liabilities	22	**3,728**	4,237
Total Non - Current Liabilities		**27,765**	30,968
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	**21,665**	18,580
(ii) Trade Payables	24	**9,497**	9,545
(iii) Other Financial Liabilities	25	**7,461**	7,348
(b) Provisions	26	**335**	309
(c) Other Current Liabilities	27	**17,386**	14,810
Total Current Liabilities		**56,344**	50,592
Total Equity and Liabilities		**117,643**	115,464

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
FRN.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Date: May 16, 2019
Place: Mumbai

For Walchandnagar Industries Limited

G. K. Pillai
Managing Director & CEO
DIN : 01537184

Chakor L. Doshi
Chairman
DIN : 00210949

Chirag C. Doshi
Managing Director
DIN : 00181291

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Date: May 16, 2019
Place: Mumbai

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs except Earnings per share

	Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I	Revenue from Operations	28	**36,405**	39,841
			36,405	39,841
II	Other Income	29	**2,492**	889
III	**Total Revenue (I +II)**		**38,897**	40,730
IV	**EXPENSES**			
	Cost of Materials consumed	30	**14,724**	15,134
	Sub-contracting expenses, Processing charges and Other Direct Costs	31	**3,004**	2,568
	Changes in inventories of finished goods and work-in-progress	32	**(1,755)**	2,776
	Employee Benefits Expense	33	**8,441**	7,773
	Finance Costs	34	**8,051**	7,611
	Depreciation and Amortisation Expense	35	**2,703**	3,346
	Other Expenses	36	**3,943**	4,104
	Total Expenses		**39,111**	43,312
V	**Profit/(Loss) before Tax (III-IV)**		**(214)**	(2,582)
VI	**Tax Expense**			
	Current Tax		**-**	-
	Deferred Tax		**-**	-
	Short/(excess) provision for earlier years		**-**	-
	Total Tax Expense		**-**	-
VII	**Profit/(Loss) after tax (V-VI)**		**(214)**	(2,582)
VIII	**Other Comprehensive Income**			
A	I. Items that will not be reclassified to Profit or Loss			
	(a) Remeasurements of the Defined Benefit Liabilities - gain / (loss)		**(188)**	47
	(b) Equity Instruments through Other Comprehensive Income - gain / (loss)		**32**	(5)
	II. Income Tax relating to items that will not be reclassified to Profit or Loss		**-**	-
	Total Other Comprehensive Income		**(156)**	42
IX	**Total Comprehensive Income (VII + VIII)**		**(370)**	(2,540)
	Earnings per Equity Share (Face Value ₹ 2) in ₹			
	Basic		**(0.56)**	(6.78)
	Diluted		**(0.56)**	(6.78)

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
FRN.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Date: May 16, 2019
Place: Mumbai

For Walchandnagar Industries Limited

G. K. Pillai
Managing Director & CEO
DIN : 01537184

Chakor L. Doshi
Chairman
DIN : 00210949

Chirag C. Doshi
Managing Director
DIN : 00181291

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Date: May 16, 2019
Place: Mumbai

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Loss before tax	**(214)**	(2,582)
	Adjustments for :		
	Depreciation and Amortization Expense	**2,703**	3,346
	Provision for doubtful debts	**(2,969)**	(6)
	Profit on sale of Property, Plant and Equipment	**(8)**	(3)
	Finance Costs	**8,051**	7,611
	Unrealized Exchange (Gain) / Loss (net)	**(705)**	47
	Sundry Balances Written back	**(866)**	-
	Interest Income	**(277)**	(507)
	Rental Income from Investment property	**-**	(153)
	Dividend Income on Current Investments	**(1)**	(2)
	Profit on sale of Current Investments	**-**	(6)
	Gain on investments carried at fair value through profit and loss	**-**	(15)
		5,928	10,312
	Operating profit before working capital changes	**5,714**	7,730
	Change in operating assets and liabilities		
	(Increase)/ decrease in trade receivables	**9,652**	(1,272)
	(Increase)/ decrease in other financial assets	**(1,021)**	1,292
	Increase in other assets	**(519)**	(233)
	(Increase)/ decrease in inventories	**(2,367)**	2,117
	Increase/ (decrease) in trade payable	**(47)**	826
	Increase/ (decrease) in other financial liabilities	**280**	(3,040)
	Increase/ (decrease) in provisions	**(157)**	106
	Increase/ (decrease) in other liabilities	**2,932**	(2,882)
		8,753	(3,086)
	Cash Generated from Operations	**14,467**	4,644
	Income Tax Refund / (Paid) (net)	**128**	339
	Net cash inflow from operating activities (A)	**14,595**	4,983
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of tangible/intangible assets including capital work in progress	**(1,224)**	(754)
	Proceeds from Sale of Property, Plant and Equipment	**19**	44
	Sale of Non Current Investments	**30**	-
	(Purchase)/Sale of Current Investments	**(12)**	194
	Rent received on Investment Property	**-**	153
	Proceed from sale of assets held for sale	**-**	1,830
	Fixed Deposit / Margin Money Paid	**(3,969)**	(1,641)
	Dividend received on current investment	**1**	2
	Interest Received	**224**	507
	Net cash inflow from investing activities (B)	**(4,931)**	335

₹ in Lakhs

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds/(Repayments) of Long-Term Borrowings (Net)	**(4,633)**	19,599
	Proceeds/(Repayments) of Short-Term Borrowings (Net)	**3,085**	(17,534)
	Interest paid	**(6,284)**	(7,611)
	Net cash outflow from financing activities (C)	**(7,832)**	(5,546)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**1,832**	(228)
	Cash and Cash Equivalents at the beginning of the period	**845**	1,073
	Cash and Cash Equivalents at the end of the period	**2,677**	845

Cash & Cash Equivalents comprises of :

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	**26**	18
Balances with banks	**2,631**	797
Deposits having original maturity of less than three months	**20**	30
Total	**2,677**	845

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
FRN.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Date: May 16, 2019
Place: Mumbai

For Walchandnagar Industries Limited

G. K. Pillai
Managing Director & CEO
DIN : 01537184

Chakor L. Doshi
Chairman
DIN : 00210949

Chirag C. Doshi
Managing Director
DIN : 00181291

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Date: May 16, 2019
Place: Mumbai

WALCHANDNAGAR

STATEMENTS OF CHANGES IN EQUITY

A. Equity Share Capital

₹ in Lakhs

Balance as of April 1, 2018	Changes in equity share capital during the period	Balance as at March 31, 2019
761	-	761
Balance as of April 1, 2017	**Changes in equity share capital during the period**	**Balance as at March 31, 2018**
761	-	761

B. Other Equity

₹ in Lakhs

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Total
Balance as at April 1, 2018	4,994	50	5,606	22,360	133	33,143
Loss for the year	-	-	-	(214)	-	(214)
Other Comprehensive Income (net)	-	-	-	(188)	32	(156)
Total Comprehensive income for the year	-	-	-	(402)	32	(370)
Balance as at March 31, 2019	**4,994**	**50**	**5,606**	**21,958**	**165**	**32,773**

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Total
Balance as at April 1, 2017	4,994	50	5,606	24,895	138	35,683
Loss for the year	-	-	-	(2,582)	-	(2,582)
Other Comprehensive Income (net)	-	-	-	47	(5)	42
Total Comprehensive income	-	-	-	(2,535)	(5)	(2,540)
Balance as at March 31, 2018	**4,994**	**50**	**5,606**	**22,360**	**133**	**33,143**

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
FRN.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Date: May 16, 2019
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For Walchandnagar Industries Limited

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G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Date: May 16, 2019
Place: Mumbai

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1. Corporate Information :

Walchandnagar Industries Limited (the Company) is a limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 3 Walchand Terraces, Tardeo Road, Mumbai – 400 034, Maharashtra, India.

The Company is an ISO 9001:2015 certified Heavy Engineering and Project execution company. WIL has diversified business offerings across core sectors with focus on EPC / Turnkey Projects, Hi Tech Manufacturing, Engineering Products and Engineering Services.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorised for issue on May 16, 2019.

2. Significant accounting policies :

2.1 Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis of preparation of financial statements :

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 Impairment of assets.

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

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.3 Use of Estimates :

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

Critical accounting estimates

i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of the time of receipt of the consideration. Revenue is recognised at the fair value of the consideration received or receivable, taking into consideration the defined terms and conditions of payment in the contract. Taxes and duties collected on behalf of the government are excluded.

The specific recognition criteria of revenue recognition have been defined in para 2.9

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

ii) Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

iii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.5.

iv) Provisions

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.19.

2.4 Current versus non-current classification :

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,

ii. Held primarily for the purpose of trading,

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in normal operating cycle,

ii. It is held primarily for the purpose of trading,

iii. It is due to be settled within twelve months after the reporting period, or

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/project line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business. For non-project related assets and liabilities, operating cycle is 12 months.

2.5 Property,Plant & Equipment and Intangible assets :

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalised includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, Plant & Equipment including assets taken on lease, other than freehold land is charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.

The estimated useful lives and residual values of the Property, Plant & Equipment and Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

Assets costing upto ₹ 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme. The cost of software purchased for internal use is capitalized and amortized in three years. Technical know-how is amortized in six years. An item of Property, Plant & Equipment and intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

2.6 Investment Property :

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost model in accordance with Ind AS 16 Property, Plant and Equipment. An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2.7 Leases :

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

i) Finance Lease

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on constant rate of return on the outstanding net investment.

Assets taken on finance lease are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance costs and reduction of outstanding liability. Finance costs are recognised as an expense in the statement of profit or loss over the period of lease, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with Company's general policy on borrowing costs.

ii) Operating Lease

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

iii) Sale and Lease back transaction

In case of a sale and leaseback transaction resulting in a finance lease, any excess or deficiency of sales proceeds over the carrying amount is deferred and amortised over the lease term in proportion to the depreciation of the leased asset. Profit or Loss on Sale and Lease back arrangements resulting in finance leases are recognised, in case the transaction is established at fair value, else the excess over the fair value is deferred and amortised over the period for which the asset is expected to be used.

2.8 Impairment of Assets :

i) Financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

ii) Non-financial assets

Property, Plant & Equipment and Other Intangible assets

Property, Plant and Equipment and Other intangible assets with finite life are evaluated for recoverability when there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the profit or loss.

2.9 Revenue recognition :

The Company recognises revenue when the entity satisfies a performance obligation by transferring a promised good or service to a customer. An asset is transferred when the customer obtains control of that asset.

A Product Sales

In case of sale of products the revenue is recognised at a point in time .

a. Domestic sales of manufactured items are recognized on dispatch and are stated net of returns, discounts and rebates. Sales are recorded exclusive of applicable taxes.

Amount recognised as sales are adjusted for any variable consideration as per terms of the contract.

b. Export sales are recognized on date of bill of lading/ airway bill and/or passing of rights to the customer, whichever is earlier and initially recorded at the relevant exchange rates prevailing on the date of transaction.

c. Income on items delivered directly by suppliers/sub-contractors to the client is recognized on dispatch and receipt of suppliers'/sub-contractors' invoices.

d. Income on account of price variation on sale of goods is recognized on the acceptance of the claim by the client and on certainty of its realization.

B Contract Revenue

a. In case of contracts which involves supply of goods and services and where company transfers control and satisfies performance obligation over time, the revenue is recognised over time. The company recognises revenue for a performance obligation satisfied over time only if its progress towards complete satisfaction of the performance obligation is reasonably measured. The company has used Input Method for measuring progress.

b. When the final outcome of a contract cannot be reliably estimated, contract revenue is recognized only to the extent of costs incurred that are expected to be recovered. Expected loss is recognized immediately when it is probable that the total estimated contract costs will exceed total contract revenue.

c. Escalation claims explicitly mentioned in contracts with customers and which cannot be reversed subsequently are considered as variable claims. The claims have been estimated using the expected value method.

C Service Revenue

Revenue from services are recognized as and when the services are performed.

D Interest and Dividend Income

a. Interest income is recognised using effective interest rate method.

b. Dividend income is recognised when the Company's right to receive dividend is established.

E Export Benefits

Export benefits are recognized on actual basis.

F All other incomes are recognised on accrual basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

2.10 Liquidated damages :

When revenue has been recognised after the contractual delivery period the amount of liquidated damages as per the terms of the contract has been reduced from the amount of revenue recognised.

When revenue has not been recognised and the contractual delivery date is over the amount of liquidated damages to be imposed by the customer has been recognised as an expense and adequate provisions have been made.

2.11 Inventories :

a. Raw materials, Components, Stores and Spares are valued at lower of cost or net realizable value. The cost includes freight inward, direct expenses, duties and taxes, other than those subsequently recoverable. In case of Heavy Engineering Division, it is arrived at on "FIFO Method" and other divisions on "Weighted Average Method".

b. Costs of Dies, Jigs, Tools and Patterns purchased/ manufactured are charged off in relevant year, at lower of cost or net realizable value, arrived at after providing for suitable diminution/ amortization.

c. Goods-in-transit are valued at costs incurred till the Balance Sheet date.

d. Work-in-progress is valued at lower of cost or net realizable value. The cost includes direct material, direct labour, and appropriate overheads booked on normal level of activity. The expenditure on uncompleted contracts is amortized over the period of the contract on the basis of sales booked.

e. Finished goods are valued at lower of cost or net realizable value. Cost includes related overheads and wherever applicable duties and other non recoverable taxes.

2.12 Government grants :

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the financial statements and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

Grants related to revenue are accounted for as other income in the period in which the related costs which Government intend to compensate are accounted for to the extent there is no uncertainty in receiving the same Incentives which are in the nature of subsidies given by the Government which are based on the performance of the Company are recognised in the year of performance/ eligibility in accordance with the related scheme. Government grants in the form of non-monetary assets, given at a concessional rate, are accounted for at their fair value.

2.13 Foreign currency transactions :

The functional currency of the company is Indian Rupees (INR). Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the dates of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognized in the profit or loss.

2.14 Financial Instruments :

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

i) Non-derivative financial instruments

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortised cost

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

Financial assets at fair value

Financial asset not measured at amortised cost is carried at fair value through profit or loss (FVTPL) on initial recognition, unless the company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading. The Company, on initial application of IND AS 109 Financial Instruments, has made an irrevocable election to present in other comprehensive income subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL are measured at fair values at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derecognition of financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. The Company derecognises financial liabilities when, and only when, the Company's obligation are discharged, cancelled or have expired.

2.15 Employee benefits :

i) Gratuity

The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method.

Actuarial gains and losses are recognised in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognised in profit or loss in the period of a plan amendment.

ii) Provident Fund

The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company. The Company has no further obligations for future provident fund.

iii) Superannuation and ESIC

Superannuation fund and Employees' State insurance scheme (ESI), which are defined contribution schemes, are charged to the Statement of Profit and Loss on accrual basis. The Company has no further obligations for future superannuation fund benefits other than its annual contributions.

iv) Compensated advances

The Company provides for the compensated absences subject to Company's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

The liability which is not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation as at the Balance Sheet date.

Actuarial gains and losses are recognised in full in the Statement of Profit and Loss in the period in which they occur. The company also offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost.

v) Other short term employee benefits

Other short-term employee benefits such as overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees, are recognised in the statement of profit and loss during the period when the employee renders the service.

2.16 Borrowing costs :

Borrowing costs that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

2.17 Taxation :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

Deferred tax assets and liabilities are offset when it relates to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

The Company recognises interest levied and penalties related to income tax assessments in interest expenses.

2.18 Earnings per Share :

Basic earnings/ (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.19 Provision, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs. Contingent liabilities and Contingent assets are not recognized in the financial statements.

2.20 Segment Accounting :

The Chief Operational Decision Maker identifies and monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified on the basis of the nature of products/services.

2.21 Assets Held For Sale :

Assets held for sale are measured at the lower of their carrying value and fair value of the assets less costs to sale. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment once classified as held for sale are not depreciated/ amortised.

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Cost as at April 1, 2018	Additions during the year	Deletions during the year	**Balance as at March 31, 2019**	As at April 01, 2018	Depreciation for the year	Deletions during the year	**Upto March 31, 2019**	**As at March 31, 2019**
Freehold Land	10,610	-	-	**10,610**	-	-	-	**-**	**10,610**
Buildings	14,980	-	-	**14,980**	1,408	533	-	**1,941**	**13,039**
Plant and Equipments	16,737	572	16	**17,293**	4,943	2,025	97	**6,871**	**10,422**
Furniture and Fixtures	131	9	-	**140**	75	19	-	**94**	**46**
Vehicles	89	34	1	**122**	59	13	-	**72**	**50**
Office Equipments	79	101	-	**180**	76	56	-	**132**	**48**
Total	**42,626**	**716**	**17**	**43,325**	**6,561**	**2,646**	**97**	**9,110**	**34,215**

₹ in Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Cost as at April 1, 2017	Additions during the year	Deletions during the year	Balance as at March 31, 2018	As at April 01, 2017	Depreciation for the year	Deletions during the year	Upto March 31, 2018	As at March 31, 2018
Freehold Land	10,610	-	-	10,610	-	-	-	-	10,610
Buildings	14,824	173	17	14,980	712	697	1	1,408	13,572
Plant and Equipments	16,460	470	193	16,737	2,631	2,480	168	4,943	11,794
Furniture and Fixtures	129	2	-	131	46	29	-	75	56
Vehicles	83	6	-	89	23	36	-	59	30
Office Equipments	67	12	-	79	57	19	-	76	3
Total	**42,173**	**663**	**210**	**42,626**	**3,469**	**3,261**	**169**	**6,561**	**36,065**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 4 : INVESTMENT PROPERTY

₹ in Lakhs

Particulars		As at March 31, 2019	As at March 31, 2018
I.	**Gross Block**		
	Balance at the beginning of the year	**189**	189
	Additions/(deletion) during the year		
	Balance at the end of the year	**189**	189
II.	**Accumulated depreciation**		
	Balance at the beginning of the year	**-**	-
	Amortisation expense for the year	**-**	-
	Balance at the end of the year	**-**	-
Total		**189**	**189**

NOTE 5 : INTANGIBLE ASSETS

₹ in Lakhs

Description of Assets		Intellectual property rights	Software (other than internally generated)	Total
I.	**Gross Block**			
	As at April 1, 2017	72	172	244
	Additions during the year	**98**	**-**	**98**
	Disposals or classified as held for sale	-	-	-
	Balance as at March 31, 2018	**170**	**172**	**342**
	Additions during the year	-	4	4
	Disposals or classified as held for sale	-	-	-
	Balance as at March 31, 2019	**170**	**176**	**346**
II.	Accumulated depreciation			
	Balance as at April 1, 2017	**27**	**71**	**98**
	Amortisation expense for the year	23	62	85
	Disposals / Adjustments	**-**	**-**	**-**
	Balance as at March 31, 2018	**50**	**133**	**183**
	Amortisation expense for the year	32	25	57
	Disposals / Adjustments			
	Balance as at March 31, 2019	**82**	**158**	**240**
	Net Block as at March 31, 2019 (I - II)	**88**	**18**	**106**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 6 : INVESTMENTS : NON CURRENT

₹ in Lakhs

	As at March 31, 2019	As at March 31, 2018
(At cost, unless otherwise specified)		
Non Trade Investments		
(a) Other Investments		
- Quoted		
Bombay Cycle & Motor Agency Limited	**11**	11
600 (March 31, 2018: 600) equity shares of ₹ 10 each fully paid		
HDFC Bank Limited	**57**	47
2500 (March 31, 2018: 2500) equity shares of ₹ 2 each fully paid		
Bank of Baroda	**79**	86
6000 (March 31, 2018: 6000) equity shares of ₹ 2 each fully paid		
	147	144
- Unquoted		
Actis Biologics Private Limited	**103**	103
104,250 (March 31, 2018: 104,250) equity shares of ₹ 10 each fully paid		
Less: Provision for Diminution	**(102)**	(102)
	1	1
Total	**148**	145

Note :

i) Details of Investments

	As at March 31, 2019	As at March 31, 2018
Investments carried at cost	**-**	-
Investments carried at fair value through Other Comprehensive Income	**148**	145
Investments carried at fair value through profit and loss	**-**	-

NOTE 7 : TRADE RECEIVABLES : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables (refer note 2.8(i))		
Secured, considered good		
Unsecured, considered good	**9,898**	1,935
Considered Doubtful	**25**	7,654
Less: Allowance for doubtful debts	**(25)**	(7,654)
Total	**9,898**	1,935

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 8 : OTHER FINANCIAL ASSETS : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(Unsecured, considered good unless otherwise stated)		
Security Deposits		
- Secured, considered good	**-**	-
- Unsecured, considered good	**246**	256
Considered Doubtful	**-**	-
Less : Allowance for doubtful deposits	**-**	-
	246	256
Fixed deposits/ margin money deposits having maturities of more than 12 months from balance sheet date	**346**	347
Total	**592**	603

NOTE 9 : OTHER NON-CURRENT ASSETS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(Unsecured, considered good unless otherwise stated)		
Capital Advances		
Considered Good	**197**	102
Considered Doubtful	**-**	-
Less: Allowance on advances to suppliers	**-**	-
	197	102
Prepaid Expenses	**1,896**	1,404
Balance with Government Authorities	**2,398**	2,567
Other Loans and Advances		
Considered Good	**417**	357
Considered Doubtful	**21**	20
Less: Allowance on other loans and advances	**(21)**	(20)
Total	**4,908**	4,430

NOTE-10 : INVENTORIES

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(Valued at Cost or Net Realizable Value whichever is lower)		
- Goods in Transit, at cost	**128**	57
- Raw Materials and Components	**5,498**	4,985
- Stores and Spares	**1,474**	1,422
- Stock in Trade	**-**	33
- Dies, Jigs, Tools, Moulds & Patterns	**150**	141
- Work in progress	**12,111**	10,370
- Finished Products	**115**	93
- Finished Goods-in-transit	**-**	9
Total	**19,476**	17,110

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 11 : INVESTMENTS : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(Investments Carried at fair value through profit and loss)		
- Investment in Mutual Funds	**91**	85
HDFC Cash Management Fund Savings Plan Regular Plan Growth		
2354.374 units (March 31, 2018: 2354.374 units)		
- Investment in equity shares of Housing Development Finance Corporation Limited	**79**	73
4000 (March 31, 2018: 4000) equity shares of ₹ 2 each fully paid		
	170	158

NOTE 12 : TRADE RECEIVABLES : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables		
- Secured, considered good		
- Unsecured, considered good	**23,043**	36,985
Doubtful (refer note 2.8(i))	**5,735**	1,096
Less: Allowance for doubtful debts (refer note 2.8(i))	**(5,735)**	(1,096)
Total	**23,043**	36,985

NOTE 13 : CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Cash in hand	**26**	18
Balances with banks		
- In Current Account	**2,631**	797
- In Deposit Account	**20**	30
Total	**2,677**	845

NOTE 14 : OTHER BALANCES WITH BANKS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
In Deposit Accounts	**394**	191
Earmarked Balances with Banks		
- Unclaimed Dividend	**17**	24
- Balances held as Margin Money/Security towards obtaining Bank Guarantees	**5,704**	1,940
- Balance held under Escrow Account	**190**	180
Total	**6,305**	2,335

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 15 : OTHER FINANCIAL ASSETS : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(Unsecured, considered good unless otherwise stated)		
Unbilled Revenue	**5,150**	4,119
Total	**5,150**	4,119

NOTE-16 : OTHER CURRENT ASSETS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Government Authorities		
Considered Good	**1,736**	1,322
	1,736	1,322
Advances to employees		
- Considered good	**63**	101
	63	101
Advances to suppliers		
Considered Good	**3,389**	3,160
Considered Doubtful	**1,108**	770
Less: Allowance for doubtful receivables	**(1,108)**	(770)
	3,389	3,160
Prepaid Expenses	**1,174**	1,602
Share Issue Expenses *	**24**	-
Others Loans and Advances		
Considered Good	**91**	103
	91	103
Total	**6,477**	6,288

(*) The Company has so far incurred share issue expenses of ₹ 24 lakhs (March 31, 2018: Rs Nil) in connection with proposed Qualified Institutional Placement(QIP). These expenses shall be adjusted against securities premium to the extent permissible under Section 52 of the Companies Act, 2013 on successfull completion of QIP.

NOTE 17 : EQUITY SHARE CAPITAL

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Authorised				
10% Cummulative Preference Shares of ₹ 100 each	**50,000**	**50**	50,000	50
Preference Shares of Rs 100 each	**50,000**	**50**	50,000	50
Equity shares of Rs 2/- each with voting rights	**120,000,000**	**2,400**	120,000,000	2,400
		2,500		2,500
Issued, Subscribed and Paid up	**38,070,205**	**761**	38,070,205	761
Total	**38,070,205**	**761**	38,070,205	761

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

Reconciliation of number of Equity Shares and amount outstanding at the beginning and at the end of the reporting period

Shares outstanding at the beginning of the year	**38,070,205**	**761**	38,070,205	761
Shares issued during the year	**-**	**-**	-	-
Total	**38,070,205**	**761**	38,070,205	761

Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

Number of shares held by each shareholder holding more than 5 percent of the Equity Shares of the Company are as follows:

Name of Shareholder	**As at March 31, 2019**		As at March 31, 2018	
	No. of Shares held	**% of Holding**	No. of Shares held	% of Holding
Walchand Kamdhenu Commercials Pvt Ltd.	**9,869,673**	**26**	9,869,673	26
Walchand Great Achievers Pvt Ltd.	**5,260,160**	**14**	5,260,160	14
Rodin Holdings Inc	**3,000,000**	**8**	3,000,000	8
Olsson Holdings Inc	**2,000,000**	**5**	2,000,000	5

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

NOTE 18 : OTHER EQUITY

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
- **Capital Redemption Reserve**	**50**	50
- **Securities Premium Account**	**4,994**	4,994
- **General Reserve**	**5,606**	5,606
- **Retained Earnings**		
Balance at the beginning of the year	**22,360**	24,895
Loss for the year	**(214)**	(2,582)
Other Comprehensive Income for the year	**(188)**	47
Balance at the end of the year	**21,958**	22,360
- **Equity Instruments through Other Comprehensive Income**		
Balance at the beginning of the year	**133**	138
Other Comprehensive Income for the year	**32**	(5)
Balance at the end of the year	**165**	133
Total	**32,773**	33,143

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 19 : BORROWINGS : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Measured at amortised cost		
Secured Borrowings:		
From Banks / NBFCS		
(i) Corporate Loan / NCD	**20,200**	23,700
(ii) Vehicle Loan	**20**	3
Others		1,150
Total	**20,220**	24,853

(A) Secured Loan of ₹ 18,000 lakhs taken from KKR India Financial Services Pvt. Ltd. and non-convertible debentures of ₹ 5700 lakhs issued to KKR India Debt Opportunities fund II are at an interest rate of 14% p.a.

i) Repayment schedule is as under:

Date of Repayment	Corporate Loan repayment Amount	NCD Repayment Amount	Total Instalment Amount
September 30, 2019	**2,700**	800	3,500
September 30, 2020	**3,400**	1,100	4,500
September 30, 2021	**4,200**	1,300	5,500
September 30, 2022	**5,000**	1,500	6,500
September 30, 2023	**2,700**	1,000	3,700
Total	**18,000**	5,700	23,700

ii) They are secured by:

1) First charge on specified land and buildings at Walchandnagar, Mumbai and Dharwad.

2) First charge by way of pledge of shareholdings of promoters/affiliates amounting to 53.99% of paid-up capital of the company.

3) First charge on the designated bank account held with State Bank of India.

(B) Vehicle Loan from Axis Bank - Secured by vehicle bought under loan and repayable in 48 Equated monthly installments of ₹ 0.26 Lacs and interest @ 11% p.a. Balance instalments payable on balance sheet date are 11.

(C) Vehicle Loan from Bank of India- Secured by vehicle bought under loan and repayable in 60 Equated monthly installments of ₹ 0.52 Lacs and interest @ 8.70% p.a. Balance instalments payable on balance sheet date are 56.

(D) Other borrowing pertains to Acceptances. In case of HED division they are secured by mortgage of residential flat in Mumbai, specified land and buildings situated at Walchandnagar and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables of and pertaining to Heavy Engineering Division at Walchandnagar. Further secured by second charge on all the assets given to KKR India and charge on residual proceeds from sales of shares pledged to KKR India.

Acceptances for Foundry division at Satara are secured by hypothecation of all tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara.

The above are at an interest rate of 16.00% from Bank of India and 16.55% from State Bank of India.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 20: OTHER FINANCIAL LIABILITIES : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Interest on Secured Loans	**1,934**	-
Others	**685**	685
Total	**2,619**	685

NOTE 21 : PROVISIONS : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
- Gratuity	**1,029**	1,027
- Compensated absences	**169**	166
Total	**1,198**	1,193

NOTE 22 : OTHER NON CURRENT LIABILITIES : NON CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Deposit in Escrow Liability	**190**	180
Advance from Customer	**3,538**	4,057
Total	**3,728**	4,237

NOTE 23: BORROWINGS : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(a) From Banks/NBFC (Secured)		
(i) Buyers Credit	**-**	360
(ii) Working Capital Loan	**20,781**	18,220
(b) Others	**884**	-
Total	**21,665**	18,580

(The facilities mentioned at a(i) & a(ii) above pertaining to HED division are secured by mortgage of residential flat in Mumbai, specified land and building situated at Walchandnagar and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. The facilities are further secured by a second charge on all assets given to KKR India and residual proceeds from sale of shares pledged to KKR India.

(The facilities mentioned at a(i) & a(ii) above pertaining to Foundry division,Satara are secured by hypothecation of all tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 24: TRADE PAYABLES

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Payables		
- Due to Micro, Small and Medium Enterprises (Refer note 52)	**771**	803
- Others	**8,726**	8,742
Total	**9,497**	9,545

NOTE 25: OTHER FINANCIAL LIABILITIES : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term loans (secured)		
(i) Vehicle Loan	**7**	3
(ii) Corporate Loan/NCD	**3,500**	-
Current maturities of long-term loans (Unsecured)		
- Interest payable on borrowings	**459**	-
Unclaimed dividends	**17**	25
Accrued Salaries and Benefits	**566**	1,231
Contract Liability	**120**	-
Expenses	**2,792**	6,089
Total	**7,461**	7,348

NOTE 26 : PROVISIONS : CURRENT

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
- Gratuity	**304**	269
- Compensated absences	**31**	40
Total	**335**	309

NOTE 27 : OTHER CURRENT LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Advances received from customers	**15,558**	13,119
Statutory Remittances	**794**	1,166
Contracts In Progress Payable	**1,034**	525
Total	**17,386**	14,810

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 28 : REVENUE FROM OPERATIONS

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue From operations	**36,405**	39,841
	36,405	39,841

NOTE 29 : OTHER INCOME

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Income		
- On Bank deposits	**248**	85
- On Other financial assets carried at amortised cost	**28**	422
- On Others	**134**	-
Dividend Income on Investment	**1**	2
Profit / (loss) on sale of Current Investements	**-**	6
Rental income	**9**	153
Occupation Fees	**5**	30
Profit on Sale of Asset	**8**	3
Gain/(Loss) on investments carried at fair value through profit and loss	**-**	15
Sundry Balances Written Back	**866**	-
Foreign Exchange (Gain) / Loss (net)	**835**	-
Provision written back	**104**	-
Miscellaneous Income	**254**	173
Total	**2,492**	889

NOTE 30 : COST OF MATERIALS CONSUMED

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(A) Materials consumed comprise:		
(a) Plates, Sheets, Beams & Steel Materials	**1,065**	1,026
(b) Steel Scrap	**2,110**	1,361
(c) Castings	**1,012**	642
(d) Pig Iron	**10**	-
(e) Ferro Alloys	**298**	191
(f) Bought and Components etc.	**8,142**	10,082
(g) Materials Consumed at Sites	**220**	202
	12,857	13,504
(B) Stores and Spares consumed	**1,867**	1,630
Total	**14,724**	15,134

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 31 : SUB-CONTRACTING EXPENSES, PROCESSING CHARGES AND OTHER DIRECT COSTS

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Sub-contracting Expenses and Processing Charges	**3,004**	2,568
Total	**3,004**	2,568

NOTE 32 : CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the beginning of the year:		
(a) Finished Products	**93**	51
(b) Work-in-Progress	**10,369**	13,110
(c) Finished goods-in-transit	**9**	5
(d) Stock in trade	**-**	81
	10,471	13,247
Inventories at the end of the year:		
(a) Finished Products	**115**	93
(b) Work-in-Progress	**12,111**	10,369
(c) Finished goods-in-transit	**-**	9
	12,226	10,471
Total	**(1,755)**	2,776

NOTE 33 : EMPLOYEE BENEFITS EXPENSE

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and wages, including bonus	**7,664**	6,926
Contribution to provident and other funds	**539**	499
Gratuity	**200**	208
Staff welfare expenses	**38**	140
Total	**8,441**	7,773

NOTE 34 : FINANCE COSTS

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Debentures and Fixed Loans	**3,346**	2,040
Interest on Short term Loan and Cash Credits	**2,845**	3,993
Others	**1,860**	1,578
Total	**8,051**	7,611

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

NOTE 35 : DEPRECIATION AND AMORTISATION EXPENSE

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on Property, Plant and Equipment	**2,646**	3,261
Amortisation on Intangible assets	**57**	85
Total	**2,703**	3,346

NOTE 36 : OTHER EXPENSES

₹ in Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Power and Fuel Expenses	**1,387**	1,112
Rent	**88**	92
Rates and Taxes	**69**	207
Communication Expenses	**69**	126
Travelling Expenses	**288**	222
Bank Charges	**26**	38
Electricity Charges	**102**	86
Site Office Expenses	**182**	294
Legal and Other Professional Costs	**630**	412
Repair and Maintenance Expenses		
- Buildings (including leased premises)	**49**	55
- Machinery and Computers	**112**	105
- Others	**131**	124
Total	**292**	284
Audit Fees		
- Audit Fees	**20**	13
- Tax Audit Fees	**3**	8
- In Other Capacity	**4**	7
- Re-imbursement of out of pocket expenses	**2**	1
Total	**29**	29
Insurance Charges	**157**	199
Gain/(Loss) on investments carried at fair value through profit and loss	**16**	-
Advertisement, Promotion & Selling Expenses	**154**	25
Interest (Others)	**83**	43
Liquidated Damages	**129**	-
Miscellaneous Expenses	**556**	885
Forwarding Expenses, Selling and Service	**243**	9
Allowances for Doubtful Receivables and Bad Debts written off		
- Provided during the year	**(2,969)**	(6)
- Bad Debts written off	**2,412**	-
- Less: Reversed during the year	**-**	-
Total	**(557)**	(6)
Donations	**-**	
Foreign Exchange (Gain) / Loss (net)	**-**	47
Total	**3,943**	4,104

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

37 DETAILS OF IMPACT OF IND AS 115

The Company has adopted Ind AS 115 w.e.f April 1, 2018. As per the terms of contract with certain customers, the company has not complied with the delivery terms and have recognised revenue on despatches after the contractual delivery period. Based on the terms of the contract ₹ 120.41 lakhs have been recognised as a contract liability and revenue have been recognised by reducing an equivalent amount as the same is a variable component.

38 DETAILS OF THE INVESTMENT PROPERTY AND ITS FAIR VALUE :

The fair value of the Company's investment properties as at March 31, 2019 have been arrived at on the basis of a valuation carried out as of the respective dates by an independent valuer. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The fair value was derived using :

- market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.
- capitalization of net income method, where the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighborhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

Description	**As at March 31, 2019**	As at March 31, 2018
Land	**189**	189
Total	**189**	189

39 FINANCIAL INSTRUMENTS AND RISK REVIEW

Financial Risk Management Framework

Walchandnagar Industries Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 47,983.04 lakhs(March 31, 2018- ₹ 47,124.86 lakhs) being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue and other financial assets.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks provided by the Company. The Company's maximum exposure in this respect is the maximum amount the Company would have to pay if the guarantee is called on.

Trade receivables

IND AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets,

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The Company's exposure to customers is diversified. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

The expected credit loss allowance is based on the receivables bifurcated based on the division to which they pertain and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Movement in the expected credit loss allowance:

₹ in lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	**8,750**	8,679
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**(2,990)**	71
Balance at the end of the year	**5,760**	8,750

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, ZAR against the respective functional currencies of Walchandnagar Industries Limited.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Based on materiality the Company does not hedge any assets.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currencies of Walchandnagar Industries Limited.

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

Particulars	Currency	As at March 31, 2019	As at March 31, 2018
Financial Assets	USD	**10,194**	10,298
	EUR	**123**	-
	Others	**426**	1,817
Financial Liabilities	USD	**6,165**	6,977
	EUR	**90**	366
	Others	**-**	-

Of the above foreign currency exposures, the complete exposure is not hedged.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement.

40 CURRENT TAX AND DEFERRED TAX

Income Tax Expense

₹ in Lakhs

Particulars	**March 31, 2019**	March 31, 2018
Current Tax:		
In respect of current period	-	-
Deferred Tax		
In respect of current period	-	-
Short/(excess) provision for earlier years	-	-
Total Income Tax Expense recognised	-	-

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

₹ in lakhs

Particulars	**March 31, 2019**	March 31, 2018
Profit before tax	-	-
Expected tax rate in India	-	-
Expected income tax expense / (benefit) at statutory tax rate	-	-
Income not taxable in determining taxable profits	-	-
Expenses not deductible in determining taxable profits	-	-
Minimum alternate tax	-	-
Effect of tax pertaining to prior years	-	-
Timing difference on account of Property, Plant & Equipment	-	-
Timing difference on account of Fair valuation	-	-
Deferred Tax Asset not recognised	-	-
Others	-	-
Tax Expense for the year	-	-
Effective Income tax rate	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

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

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Profit before income taxes	**(214)**	(2,566)
Enacted tax rates in India	**34.61%**	34.61%
Income tax expense calculated at 34.608%	**(74)**	(888)
Short/(excess) provision for earlier years	**-**	-
Effect of unrecognized deferred tax assets	**74**	888
Income tax expense recognised in profit or loss	**-**	-

The tax rate used for the above reconciliations are the rates as applicable for the respective periods payable by corporate entities in India on taxable profits under the India tax laws.

Deferred Tax:

The following is the analysis of Deferred Tax Assets presented in the Balance Sheet:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax assets	**701**	311
Deferred tax liabilities	**(701)**	(311)
Deferred tax assets (net)	**-**	-

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

	For the year ended March 31, 2019			
Particulars	**Opening balance**	**Recognised in Profit and loss**	**Recognised in OCI**	**Closing balance**
Employee Benefits	-	-	-	-
Property, Plant and Equipment	-	-	-	-
Provisions	-	-	-	-
Other Items	-	-	-	-
Net Deferred Tax Assets	-	-	-	-

	For the year ended March 31, 2018			
Particulars	**Opening balance**	**Recognised in Profit and loss**	**Recognised in OCI**	**Closing balance**
Employee Benefits	-	-	-	-
Property, Plant and Equipment	-	-	-	-
Provisions	-	-	-	-
Other Items	-	-	-	-
Net Deferred Tax Assets	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

41 EARNINGS IN FOREIGN CURRENCY

₹ In lakhs

	March 31, 2019	March 31, 2018
Export of goods calculated on FOB basis	**2,075**	2,541
Others	**20**	905
Overseas Site - Zambia	**-**	121
Total	**2,095**	3,567

42 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

₹ In lakhs

	March 31, 2019	March 31, 2018
Raw Materials	**893**	346
Components & Spare parts	**538**	66
Capital goods	**157**	-
Total	**1,588**	412

43 EXPENDITURE IN FOREIGN CURRENCY

₹ In lakhs

	March 31, 2019	March 31, 2018
Travelling expenses	**39**	18
Commission and Others	**7**	6
Overseas Site - Ethiopia	**79**	153
Overseas Site - Zambia	**-**	16
Total	**125**	193

44 EARNINGS PER SHARE (BASIC AND DILUTED)

	Particulars	March 31, 2019	March 31, 2018
i)	Net Profit/ (Loss) after Tax as per Statement of Profit and loss attributable to Equity Shareholders (₹ In lakhs)	**(214)**	(2,582)
ii)	Weighted average no of equity shares of ₹ 2 Each outstanding during the year	**381**	381
iii)	Earning per Share of face value of ₹ 2 each	**(0.56)**	(6.78)

45 RELATED PARTY DISCLOSURES

Related party disclosures as required under Ind AS 24 (Related Party Disclosures), specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are given below:

i) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise and relatives of any such individual:

Name of the individual	**Designation / Relation**
Mr. Chakor L. Doshi	Chairman
Mrs. Champa C. Doshi	Wife of Chairman
Mr. Chirag C. Doshi	Managing Director
Mrs. Kanika G. Sanger	Daughter of Chairman
Mrs. Tanaz Chirag Doshi	Wife of Managing Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

ii) Key Management personnel and relatives:

Name of the individual	Designation / Relation
Mr. G. K. Pillai	Managing Director & CEO
Mr. Chirag C. Doshi	Managing Director
Mr. G. S. Agrawal	Vice President (Legal & Taxation) & Company Secretary
Mr. Vivek Jain	Chief Financial Officer *(upto July 11, 2018)*
Mr. A. Srikant	Chief Financial Officer *(From August 14, 2018 to December 3, 2018)*

iii) Enterprises over which any person described in (i) or (ii) above are able to exercise significant influence:

Bombay Cycle & Motor Agency Ltd. (BCMA)	Olsson Holdings Inc.
	Hereford Properties Limited Inc.
Walchand Great Achievers Pvt. Ltd.	Vinod Shashank Chakor Pvt. Ltd.
Walchand Kamdhenu Commercials Pvt. Ltd.	Chirag Enterprises
Walchand Chiranika Trading Pvt. Ltd.	Walchand Engineers Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 13.03.2019)
Chakor Doshi HUF	Walchand Projects Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 13.03.2019)
Chirag Doshi HUF	Walchand Power Systems Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 14.03.2019)
Chiranika Enterprises	Walchand Oil & Gas Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 13.03.2019)
Chiranika Corporation	Walchand Leisure Realty Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 13.03.2019)
Chiranika Properties	Walchand BMH Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 13.03.2019)
Walchand Botanicals Pvt. Ltd.	Walchand Solar Pvt. Ltd. (Application for closure of Company in form STK 2 is filed on 14.03.2019)
Rodin Holdings Inc.	Trust Finlease Pvt. Ltd.
Walchand Ventures LLP	GS Agrawal HUF

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

46 RELATED PARTY DISCLOSURES (Contd.)

Details of transactions relating to the individuals / enterprises referred to in item (i), (ii) and (iii) above are as follows. The same are in the ordinary course of business.

₹ In lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	**Current Year**	**Current Year**	**Current Year**	**Current Year**
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Receiving of Services					
Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**30**	**30**
	-	-	-	30	30
Sub-Total	**-**	**-**	**-**	**30**	**30**
	-	-	-	30	38
Interest on ICD					
M/s Walchand Great Achievers Pvt. Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	240	240
M/s. Walchand Kamdhenu Commercials	**-**	**-**	**-**	**-**	**-**
	-	-	-	309	309
Sub-Total	**-**	**-**	**-**	**-**	**-**
	-	-	-	549	549
Reimbursement of expenses					
M/s Walchand Great Achievers Pvt. Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	10	10
M/s. Walchand Kamdhenu Commercials	**-**	**-**	**-**	**-**	**-**
	-	-	-	20	20
Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**1**	**1**
	-	-	-	-	-
Sub-Total	**-**	**-**	**-**	**1**	**1**
	-	-	-	30	30
Managerial Remuneration #					
Mr. Chirag C. Doshi	**-**	**103**	**-**	**-**	**118**
	-	78	-	-	93
Mr. G. K. Pillai	**-**	**104**	**-**	**-**	**104**
	-	108	-	-	108
Mr. G. S. Agrawal	**-**	**29**	**-**	**-**	**34**
	-	27	-	-	31
Mr. Vivek Jain	**-**	**12**	**-**	**-**	**13**
	-	35	-	-	37
Mr. A Shrikant	**-**	**11**	**-**	**-**	**11**
	-	-	-	-	-
Sub-Total	**-**	**259**	**-**	**-**	**259**
	-	248	-	-	248
Inter-Corporate Deposits-Repayment					
M/s Walchand Great Achievers Pvt. Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	3,500	3,500
M/s. Walchand Kamdhenu Commercials	**-**	**-**	**-**	**-**	**-**
	-	-	-	4,500	4,500
M/s. Walchand Chiranika Trading Pvt Ltd	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Sub-Total	**-**	**-**	**-**	**-**	**-**
	-	-	-	8,000	8,000

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

₹ In lakhs

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	**Current Year**	**Current Year**	**Current Year**	**Current Year**
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Outstanding Payable					
Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**-**	**-**
	-	-	-	20	20
Sub-Total	**-**	**-**	**-**	**-**	**-**
	-	-	-	20	20

The breakup of compensation of key management personnel is as follows:

Compensation of KMP's/ relative of KMP	Chirag Doshi	G. K. Pillai	G. S. Agrawal	Vivek Jain	A. Shrikant
Short Term Benefits	**103**	**104**	**29**	**12**	**11**
	78	108	27	35	-
Post-Employment Benefits @	-	-	-	-	-
Other Long Term Benefits @	-	-	-	-	-
Amortised cost for Share Based Payments	-	-	-	-	-
Total	**103**	**104**	**29**	**12**	**11**
	78	108	27	35	-

@ employment benefits comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole.

47 FAIR VALUE MEASUREMENTS

Financial instruments by category:

₹ In lakhs

Particulars	As at March 31, 2019			As at March 31, 2018		
	FVTPL	**FVOCI**	**Amortised cost**	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments:						
- equity instruments	**79**	**148**	**-**	73	145	-
- mutual funds	**91**	**-**	**-**	85	-	-
Trade receivables	**-**	**-**	**32,941**	-	-	38,919
Cash and cash equivalents	**-**	**-**	**2,677**	-	-	845
Other bank balances	**-**	**-**	**6,305**	-	-	2,335
Others	**-**	**-**	**5,742**	-	-	4,722
Total financial assets	**170**	**148**	**47,665**	158	145	46,821
Financial liabilities						
Borrowings	**-**	**-**	**41,885**	-	-	43,433
Trade payables	**-**	**-**	**9,497**	-	-	9,545
Other financial liabilities	**-**	**-**	**10,080**	-	-	8,033
Total financial liabilities	**-**	**-**	**61,462**	-	-	61,011

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

(i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2019	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVTPL					
Mutual funds	**11**	**91**	**-**	**-**	**91**
Equity instruments	**11**	**79**	**-**	**-**	**79**
Financial investments at FVOCI					**-**
Equity instruments	**6**	**144**	**-**	**1**	**145**
Total financial assets		**314**	**-**	**1**	**315**

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018.	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVTPL					
Mutual funds	11	85	-	-	85
Equity instruments	11	73	-	-	73
Financial investments at FVOCI					-
Equity instruments	6	144	-	1	145
Total financial assets		**302**	**-**	**1**	**303**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

48 DISCLOSURE PURSUANT TO IND AS 19 "EMPLOYEE BENEFITS"

(i) Defined Contribution Plan

The Company makes contributions to Provident Fund and Superannuation Fund which are defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company recognized expense in the Statement of Profit and Loss amounting to:

- ₹ 413.44 Lakhs (March 31, 2018: ₹ 409.14 Lakhs) for Provident Fund contributions,
- ₹ 15.90 Lakhs (March 31, 2018: ₹ (4.50) Lakhs) for Superannuation Fund contributions.

The contributions to these plans are made at specified percentage/applicable amounts.

Contributions to defined contribution plans for key management personnel have been disclosed as per Note 45

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

(ii) Defined Benefit Plan

The defined benefit plan comprises of gratuity. The gratuity plan is funded. Changes in the present value of Defined Benefit Obligation (DBO) are representing reconciliation of opening and closing balances thereof and fair value of Trust Fund Receivable recognized in the Balance Sheet is as under:

₹ In lakhs

Sr. No.	Particulars	**Gratuity (Funded) March 31,2019**	Gratuity (Funded) March 31,2018	**Compensated Absence (Non Funded) March 31,2019**	Compensated Absence (Non Funded) March 31,2018
I	**Expense recognised in the statement of Profit and Loss**				
(a)	Current Service Cost	**101**	107	**127**	145
(b)	Interest Cost	**96**	88	**13**	13
(c)	Past Service Cost- (vested benefits)	**-**	5	**-**	-
(d)	Actual return on plan assets	**-**	-	**-**	-
(e)	Actuarial Loss/(Gain)	**-**	-	**-**	-
(f)	Total Expense recognized in the Statement of Profit and Loss	**197**	200	**140**	158
II	**Net Liability recognized in the Balance Sheet**				
(a)	Present Value Defined Benefit Obligation	**1,459**	1,314	**206**	189
(b)	Fair Value of Plan Assets	**125**	18	**-**	-
(c)	Net Assets/(Liabilities)	**(1,334)**	(1,294)	**(206)**	(189)
III	**Change in Defined Benefit Obligation (DBO)**				
(a)	Present Value of Defined Benefit Obligation at the beginning of the period	**1,313**	1,279	**206**	189
(b)	Current Service Cost	**101**	107	**127**	145
(c)	Interest Cost	**101**	91	**13**	13
(d)	Past Service Cost- (vested benefits)	**-**	5	**-**	-
(e)	Actuarial Loss/(Gain)#	**255**	(50)	**(68)**	(123)
(f)	Benefits Paid	**(1)**	(71)	**(77)**	(18)
(g)	Benefits Paid by the company	**(312)**	(48)	**-**	-
(h)	Present Value of Defined Benefit Obligation at the year end	**1,457**	1,313	**201**	206
	# Composition of Actuarial Gain / Losses				
	Actuarial (gain)/loss – experience	**253**	(20)	**(69)**	(117)
	Actuarial (gain)/loss – demographic assumptions	**-**	-	**-**	-
	Actuarial (gain)/loss – financial assumptions	**2**	(30)	**-**	(6)
	Total Actuarial (Gain) / Loss	**255**	(50)	**(69)**	(123)
IV	**Change in the Fair Value of Plan Assets**				
(a)	Plan Assets at the beginning of the year	**18**	72	**-**	-
	Adjustments	**-**	(8)	**-**	-
(b)	Actual Return on Plan Assets	**(1)**	(2)	**-**	-
	Interest Income	**5**	3	**-**	-
(c)	Actual Company Contributions	**103**	24	**77**	18
(d)	Benefits paid	**(1)**	(71)	**(77)**	(18)
(e)	Fair Value of Plan Assets	**125**	18	**-**	-
V	**Actuarial Assumptions**				
(a)	Discount Rate (per annum)	**7.66%**	7.68%	**7.66%**	7.68%
(b)	Expected Rate of Return on Assets (per annum)	**-**	-	**-**	-
(c)	Rate of Increase in Compensation Levels (per annum)	**3.50%**	3.50%	**3.50%**	3.50%
(d)	Mortality Table	**Indian Assured Lives Mortality (2006-08) Ultimate**	Indian Assured Lives Mortality (2006-08) Ultimate	**Indian Assured Lives Mortality (2006-08) Ultimate**	Indian Assured Lives Mortality (2006-08) Ultimate

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:

Expected benefit payments for the year ending:

Year ending	Gratuity	Compensated Absence
Within 1 year	304	31
Between 1 - 2 years	186	16
Between 2 - 3 years	181	13
Between 3 - 4 years	127	12
Between 4 - 5 years	122	12
Beyond 5 years	335	54

Weighted Average duration of defined benefit obligation:

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

Gratuity

		1% Increase		1% Decrease	
A.	**Effect of 1 % change in the assumed discount rate**				
		March 31, 2019	March 31, 2018	**March 31, 2019**	March 31, 2018
1.	Effect on DBO	**1,370**	1,236	**1,562**	1,405
B.	**Effect of 1 % change in the assumed Salary Escalation Rate**	1% Increase		1% Decrease	
		March 31, 2019	March 31, 2018	**March 31, 2019**	March 31, 2018
1.	Effect on DBO	**1,563**	1,406	**1,368**	1,234

Compensated Absence

		1% Increase		1% Decrease	
A.	**Effect of 1 % change in the assumed discount rate**				
		March 31,2019	March 31,2018	**March 31,2019**	March 31,2018
1.	Effect on DBO	**183**	190	**221**	225
B.	**Effect of 1 % change in the assumed Salary Escalation Rate**	1% Increase		1% Decrease	
		March 31,2019	March 31,2018	**March 31,2019**	March 31,2018
1.	Effect on DBO	**222**	225	**183**	190

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

49 SEGMENT REPORTING

I PRIMARY SEGMENTS

₹ In lakhs

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2018-19	2017-18	**2018-19**	2017-18	**2018-19**	2017-18	**2018-19**	2017-18
Revenue								
Net Revenue	**27,956**	33,856	**6,689**	4,388	**1,837**	1,658	**36,481**	39,902
Less: Inter-segment Revenue			**67**	61	**9**	-	**76**	61
	27,956	33,856	**6,621**	4,327	**1,828**	1,658	**36,405**	39,841
Results								
Segment Result	**8,616**	5,758	**3**	(638)	**294**	155	**8,913**	5,275
Unallocable Expenses net of Unallocable Income							**1,076**	246
Operating Profit							**7,837**	5,029
Finance Cost							**8,051**	7,611
Profit Before Tax							**(214)**	(2,582)
Taxes on Income							**-**	-
Profit from ordinary activities							**(214)**	(2,582)
Other information								
Segment Assets	**103,011**	99,834	**5,773**	5,573	**4,550**	4,782	**113,334**	110,189
(including revaluation)								
Unallocated Corporate Assets							**4,309**	5,275
Total Assets							**117,643**	115,464
Segment Liabilities	**74,753**	78,573	**7,171**	2,722	**651**	222	**82,575**	81,517
Unallocated Corporate Liabilities							**1,534**	43
Total Liabilities							**84,109**	81,560
Capital Expenditure	**706**	685	**4**		**10**	11	**720**	696
Unallocated Capital Expenditure							**-**	-
							720	696
Depreciation	**1,307**	2,995	**26**	307	**44**	44	**1,377**	3,346
(Net of Revaluation)								
Unallocated Depreciation							**-**	-
Total Depreciation							**1,377**	3,346
Non Cash Expenses (other than depreciation)								
Allocated Non Cash Expenses							**-**	-
Unallocated Non Cash Expenses							**-**	-
Total Non Cash Expenses							**-**	-

II SECONDARY SEGMENTS

External Revenue by Location of Customers							**1,534**	1,768
Total Carrying Amount of Segment Assets (to the extent allocable)							**8,095**	7,725
Capital expenditure							**13**	16

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

50 CONTINGENT LIABILITIES AND COMMITMENTS

(a) Claims against the company not acknowledged as debt

(i) Demand of Non Agricultural (NA) Tax of ₹ 161.37 lakhs is raised by Tahshildar, Indapur (Previous year ₹ 161.37 lakhs) out of which ₹ 20 lakhs is paid under protest by the company. No provision has been made in the accounts as the company has not accepted the liability and the matter is sub-judice.

(ii) Demand on account of fixation of Annual Rateable Value of Property at Pune, amounting to ₹ 99.02 lakhs (for the period April 1, 2008 to March 31, 2019) was raised by the local authorities (Previous year ₹ 89.32 lakhs). No provision has been made in the books of accounts. The Company has not accepted the liability and the same is sub-judice.

(iii) The Sales Tax Authority, Maharashtra has raised demand of ₹ 159.83 lakhs (Previous Year ₹ 159.83 lakhs) for 2005-2006 as per section 6(2) of the Central Sales Tax Act,1956. The Company has disputed the demand and has preferred an appeal before The Sales Tax Appellate Commissioner. Company has paid ₹ 30.00 lakhs under protests (included under the head loans and advances).

(iv) Sales Tax demand for the year 2013-2014 has been received for ₹1,080.53 lakhs. The company has filed Appeal with the Joint Commissioner - Sales Tax, Pune. Company does not expect any liability.

(v) The Sales tax Authority Maharashtra has raised demand of ₹1,466.54 Lakh under Central Sales Tax Act.1956 for the year 2011-2012. The Company has disputed the demand and has preferred an appeal before The Joint Commissioner of Sales Tax, Pune. The Company has paid ₹ 200.00 Lakhs under protest (Included under the head Loans and Advances).

(vi) The Customs Authorities, Chennai have raised demand of ₹ 64.50 lakhs (Previous Year ₹ 64.50 lakhs). Company has disputed the demand and has preferred an appeal before Madras High Court. On the basis of legal opinion the Company does not expect any liability.

(vii) The Service Tax Authorities, Shillong have raised demand of ₹ 362.65 lakhs on sale of bought out items. The company has discharged liability of ₹ 28.76 lakhs by way of CENVAT reversal under protest and has preferred an appeal which is pending before the CESTAT.

(viii) The Central Excise Authorities have raised a demand of ₹ 377.84 lakhs (Previous Year - ₹ 377.84 lakhs). denying the exemption from the excise duty on non-conventional energy devices/ systems supplied by the Company. The company has paid ₹ 111.64 lakhs under protest and has preferred an appeal which is pending before CESTAT, Mumbai and before Supreme Court. On the basis of legal opinion, the Company does not accept any liability.

(ix) The Central Excise Authorities have raised various demands pertaining to various years of ₹188.95 lakhs (Previous Year ₹ 188.95 lakhs) on bought out items supplied for Centrifugals, which has already suffered duty at manufacturers' end. The Company has disputed the demands and has preferred appeals which ares pending before the CESTAT Tribunal / Supreme court. Company has discharged a liability of ₹ 29.53 lakhs by reversal of CENVAT availed and paid ₹ 10 lakhs under protest (included under the head loans and advances). On the basis of legal opinion, the Company does not expect any liability.

(x) The Central Excise Authorities have raised demand of ₹ 2.47 lakhs (Previous Year Nil) on bought out items supplier for centrifugals, which has already suffered duty at manufacturers end. The company had disputed demand of ₹ 2.47 lakhs before CESTAT against order passed by Commissioner (Appeals). The Stay order has been granted and ₹ 0.50 lakhs paid as ordered by CESTAT.

(xi) Company has received a demand of ₹ 50.68 lakhs from Employee's Provident Fund office The company has contested the demand raised, and filled a writ petition with Mumbai High Court. No provision is being made against the same based on the legal advice.

(xii) Certain cases filled against the company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the labour courts - Amounts unascertained.

(xiii) A customer of the Company has claimed to deduct Liquidated Damages amounting to ₹ 643 lakhs (Previous Year - ₹ Nil) due to delay in supplies/ services during the current period. The Company contends that based on discussion with the client the scope and duration of the contract will be amended. The Company is confident that no such liquidated damages shall be waived off by the customer.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd.)

₹ In lakhs

(b) Guarantees	As at March 31, 2019	As at March 31, 2018
Counter Guarantees by the company in respect of guarantees given by banks.	**29,442**	29,140

(c) Commitments	As at March 31, 2019	As at March 31, 2018
Estimated amount of Contracts remaining to be executed on Capital Accounts not provided for (Net of advance)	**453**	612

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable. The Company does not expect the outcome of these proceedings to have materially adverse effect.

51 DISCLOSURE AS PER AMENDMENT TO CLAUSE 32 OF THE LISTING AGREEMENT

₹ In lakhs

Sr. No.	Particulars	Outstanding Balance		Maximum Balance during the year	
		March 31, 2019	March 31, 2018	**March 31, 2019**	March 31, 2018
1	Loans and Advances in the nature of Loans to Subsidiaries	**-**	-	**-**	-
2	Loans and Advances in the nature of Loans to associates	**-**	-	**-**	-
3	Loans and advances in the nature of loans to firms/companies in which directors are interested	**-**	-	**-**	-

52 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

₹ In lakhs

Particulars	March 31, 2019	March 31, 2018
Principal Amount due and remaining unpaid	**748**	752
Interest due and the unpaid interest	**23**	51
Interest paid	**-**	-
Payment made beyond the appointed date during the year	**-**	-
Interest due and payable for the period of delay	**-**	-
Interest accrued and remaining unpaid	**23**	51
Amount of further interest remaining due and payable in succeeding years	**23**	51

53 Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof.

54 Inventory of work in progress includes ₹ 2194.21 lakhs of non moving inventory relating to orders which have been cancelled or kept on hold. The Company contains that this stock will either be liquidated or diverted to other projects without any loss arising therefrom. Hence no provisions has been made in the books of accounts.

55 Previous year's figures have been regrouped/ reclassified / rearranged wherever necessary, to conform to current year's presentation.

See accompanying notes forming part of the financial statements

As per our report attached

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
FRN.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Date: May 16, 2019
Place: Mumbai

For Walchandnagar Industries Limited

G. K. Pillai
Managing Director & CEO
DIN : 01537184

Chakor L. Doshi
Chairman
DIN : 00210949

Chirag C. Doshi
Managing Director
DIN : 00181291

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Date: May 16, 2019
Place: Mumbai

WALCHANDNAGAR

Important Statistical Data from 1908-09 to 2018-2019

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1908-1909	2.50	2.83	–	–	3.50	3.50	10.14	0.28	0.93	4%
1909-1910	2.50	3.48	–	–	3.81	3.70	2.06	0.53	0.37	5%
1910-1911	2.50	3.50	–	–	4.08	3.95	2.11	0.71	0.39	6%
1911-1912	2.50	3.50	–	–	4.45	4.28	1.60	0.25	0.39	6%
1912-1913	2.50	3.50	–	–	4.34	4.18	1.58	0.34	0.24	–
1913-1914	2.50	3.50	–	–	4.88	3.90	2.71	1.10	0.39	6%
1914-1915	2.50	3.50	0.25	6.00	5.29	3.82	1.98	0.46	0.34	4%
1915-1916	2.50	3.50	0.25	5.75	5.17	3.60	2.35	0.82	0.34	4%
1916-1917	2.50	3.50	0.39	5.50	5.16	3.41	2.62	1.10	0.39	6%
1917-1918	2.50	3.50	0.64	5.25	5.33	3.34	1.97	0.40	0.24	–
1918-1919	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	–
1919-1920	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	–
1920-1921	2.50	3.50	0.91	4.50	5.61	3.27	3.53	1.56	0.64	6%
1921-1922	2.50	3.50	1.21	4.25	5.97	3.17	5.56	3.12	0.92	20%
1922-1923	2.50	3.50	2.16	4.00	6.11	3.01	3.32	1.32	0.42	7%
1923-1924	2.50	3.50	2.95	3.75	6.33	3.03	3.14	1.11	0.42	7%
1924-1925	2.50	3.50	3.27	3.50	5.98	2.19	3.42	1.17	0.48	8%
1925-1926	2.50	3.50	3.42	3.25	6.12	1.76	2.68	1.04	0.48	8%
1926-1927	2.50	3.50	3.41	–	6.60	1.96	1.85	0.47	0.24	–
1927-1928	2.50	3.50	3.76	–	6.75	1.94	1.27	0.23	0.24	–
1928-1929	2.50	3.50	3.75	–	6.89	2.08	0.55	0.02	–	–
1929-1930	2.50	3.50	3.38	–	6.16	1.61	0.14	–1.11	0.49	–
1930-1931	2.50	3.50	1.92	–	6.21	1.72	0.25	–0.01	0.24	–
1931-1932	2.50	3.50	1.97	–	5.86	1.37	0.32	–0.24	0.24	–
1932-1933	2.50	3.50	1.83	–	5.80	1.31	0.26	–0.01	0.24	–
1933-1934	2.50	3.50	2.01	4.00	13.37	8.88	0.07	–0.08	0.24	–
1934-1935	2.50	3.50	1.86	4.00	16.68	11.19	0.70	–0.12	0.24	–
1935-1936	2.50	3.50	1.06	4.00	17.19	17.19	1.38	0.01	0.24	–
1936-1937	2.50	3.50	1.09	3.67	19.16	19.16	15.66	0.26	–	–
1937-1938	2.50	3.50	1.57	3.20	19.74	19.49	19,67	0.73	0.53	–
1938-1939	10.00	3.50	3.99	3.03	22.89	15.19	20.55	3.14	2.24	20%
1939-1940	10.00	3.50	8.46	2.82	44.51	33.81	31.15	8.24	2.42	20%
1940-1941	10.00	3.50	12.56	23.22	51.11	36.66	54.61	6.52	2.82	24%
1941-1942	10.00	3.50	13.33	30.02	64.79	45.89	39.88	3.58	2.82	24%
1942-1943	10.00	3.50	25.87	30.02	71.09	47.94	54.89	15.38	4.02	36%
1943-1944	10.00	3.50	44.30	30.00	77.01	49.36	83.32	22.42	4.02	36%
1944-1945	23.50	3.50	51.72	48.26	83.19	51.54	78.12	14.13	6.45	36%
1945-1946	23.50	3.50	80.06	50.00	92.20	56.55	85.98	5.72	5.36	21%
1946-1947	50.50	3.50	51.68	50.00	107.09	66.94	75.50	0.70	0.24	–
1947-1948	101.00	3.50	28.27	50.00	128.27	78.12	151.55	40.07	10.47	10%
1948-1949	101.00	3.50	36.60	50.00	135.46	75.37	133.24	10.44	17.92	17.5%
1949-1950	101.00	3.50	33.62	50.00	157.64	89.23	147.72	14.72	12.36	12%
1950-1951	101.00	3.50	45.50	45.00	165.03	86.81	185.38	23.48	14.38	14%
1951-1952	101.00	3.50	59.20	45.00	177.67	91.12	216.26	25.52	14.38	14%
1952-1953	101.00	3.50	68.09	45.00	185.81	89.24	190.50	23.03	14.38	14%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1953-1954	101.00	3.50	79.40	45.00	190.33	85.90	196.24	25.47	16.40	16%
1954-1955	101.00	3.50	91.72	45.00	204.70	89.38	189.72	27.95	18.42	18%
1955-1956	101.00	3.50	110.22	25.76	228.81	129.62	214.63	33.00	21.46	21%
1956-1957	101.00	3.50	128.00	25.00	271.48	165.02	246.90	38.98	21.46	21%
1957-1958	101.00	3.50	122.12	25.00	295.28	177.60	354.05	27.96	21.46	21%
1958-1959	101.00	50.00	125.94	25.00	347.35	218.28	403.17	19.01	23.97	20%
1959-1960	101.00	50.00	135.33	100.00	426.90	280.79	390.72	19.92	20.15	15%
1960-1961	150.94	50.00	135.11	100.00	460.83	277.21	402.82	16.34	22.04	15%
1961-1962	151.49	50.00	128.43	100.00	498.28	288.76	538.39	14.38	23.12	12%
1962-1963	151.50	50.00	162.44	100.00	510.73	274.82	575.63	25.34	23.18	12%
1963-1964	151.50	50.00	72.36	100.00	520.54	268.37	550.69	30.21	26.21	14%
1964-1965	151.50	50.00	188.12	75.00	535.57	270.25	463.39	19.72	26.21	14%
1965-1966	151.50	50.00	226.65	75.00	592.61	354.43	510.47	16.76	23.18	12%
1966-1967	181.80	50.00	203.15	75.00	624.84	357.01	559.21	10.33	23.18	10%
1967-1968	181.80	50.00	238.75	75.00	850.16	357.03	788.52	50.72	26.82	12%
1968-1969	181.80	50.00	231.56	75.00	667.18	342.72	1041.56	16.38	23.18	10%
1969-1970	181.80	50.00	110.85	75.00	714.09	392.12	1074.80	–95.32	–	–
1970-1971	181.80	50.00	182.61	75.00	729.20	379.12	997.74	7.17*	–	–
1971-1972	181.80	50.00	208.36	75.00	762.77	335.97	1300.06	64.47	10.00	–
1972-1973	181.80	50.00	306.46	75.00	801.21	333.03	1649.72	86.62	31.62	12%
1973-1974	181.80	50.00	331.70	75.00	873.04	357.31	2184.57	48.71	19.00	7.70%
1974-1975	181.80	50.00	393.41	75.00	959.60	395.57	2453.00	58.15	26.82	12%
1975-1976	181.80	50.00	423.49	75.00	1058.21	423.44	2421.71	96.07	32.27	15%
1976-1977	182.98	50.00	423.04	73.82	1081.47	379.54	1970.06	40.83	32.33	15%
1977-1978	200.30	50.00	572.12	98.79	1772.72	1017.81	3615.05	195.77	33.75	15%
1978-1979	200.30	50.00	808.57	98.79	1920.74	1087.31	5031.11	263.06	37.05	16%
1979-1980	200.30	50.00	898.16	94.13	2131.56	1189.78	5572.98	121.30	37.05	16%
1980-1981	200.30	50.00	1104.94	69.46	2307.98	1248.17	5958.51	203.11	37.05	16%
1981-1982	200.30	50.00	1175.52	54.75	2441.32	1260.11	5754.26	111.63	41.05	18%
1982-1984										
(18 Months)	300.45	50.00	**5401.27	40.14	11118.29	@5446.17	12715.01	230.15	79.61	24%
1984-1985	300.45	50.00	4735.39	20.00	11233.15	5169.87	10763.79	125.64	53.07	16%
1985-1986	300.45	50.00	**4833.16	20.00	$12388.57	$$6322.02	9132.83	797.64*	–	–
1986-1987										
(18 Months)	300.45	50.00	3538.79	20.00	10104.10	4915.55	10720.82	288.05*	–	–
1987-1988	300.45	50.00	3425.37	20.00	10074.99	4874.42	6140.79	0.94*	–	–
1988-1989	300.45	50.00	2819.95	20.00	9319.14	4306.41	7595.22	16.14*	–	–
1989-1990	300.45	50.00	**5647.33	20.00	(i)12893.64	(ii)6995.49	7129.48	35.57*	–	–
1990-1991	300.45	50.00	5132.30	20.00	13003.87	6094.85	8892.12	202.29	***68.55	12%
1991-1992	300.45	50.00	**11174.24	8.00	(iii)20403.10	(iv)11308.30	8871.05	849.60	65.09	20%
1992-1993	300.45	–	1059.55	–	20399.72	10203.16	9214.26	516.21	63.37	20%
1993-1994	300.45	–	10363.94	–	20423.66	9283.57	11361.56	705.72	60.09	20%
1994-1995	300.45	–	10677.14	–	20746.33	8636.18	16492.32	1195.74	75.11	25%
1995-1996	300.45	–	11283.01	–	21304.33	8306.83	18899.01	1452.15	82.62	27.5%
1996-1997	300.45	–	18822.30	–	(v)30470.60	(vi)15925.70	16600.58	979.22	82.62	27.5%
1997-1998	300.45	–	18291.16	–	30730.43	14650.54	17466.30	795.01	82.62	27.5%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1998-1999	300.45	–	17504.50	–	30983.72	13221.69	21006.70	738.52	90.14	30%
1999-2000	300.45	–	17089.64	–	31264.84	12037.02	22021.88	894.19	99.15	33%
2000-2001	300.45	–	14376.07	–	31466.54	10875.89	22883.70	-723.29	99.15	33%
2001-2002	300.45	–	21147.74	–	(vii)37089.76	17350.72	17951.34	249.73	75.11	25%
2002-2003	300.45	–	20255.68	–	37134.92	16059.72	15216.82	349.80	75.11	25%
2003-2004	300.45	–	19527.54	–	37438.77	15207.04	21618.25	398.72	82.62	27.5%
2004-2005	300.45	–	19297.32	–	38315.75	14945.35	25279.95	772.39	90.14	30%
2005-2006	300.45	–	19533.81	–	40188.42	15801.12	35855.63	1329.43	135.20	45%
2006-2007	300.45	–	21976.64	–	42849.96	17381.79	63279.94	3556.33	300.45	100%
2007-2008	760.90	–	41424.52	–	(viii)57879.57	31956.79	69604.31	3976.93	380.45	50%
2008-2009	761.40	–	41960.83	–	62639.64	34311.67	51261.53	2340.13	380.70	50%
2009-2010	761.40	–	40340.96	–	64902.96	33996.72	67237.11	2228.91	380.70	50%
2010-2011	761.40	–	39934.99	–	67521.53	33823.03	95767.35	1279.78	380.70	50%
2011-2012	761.40	–	39346.16	–	69030.04	32416.23	88147.09	1212.64	380.70	50%
2012-2013	761.40	–	69881.57	–	(ix) 104975.85	65866.93	72651.35	-3828.17	152.28	20%
2013-2014	761.40	–	66273.50	–	105190.97	62142.72	63823.10	-1236.63	152.28	20%
2014-2016	761.40	–	55433.30	–	105699.36	56101.51	80212.36	-7168.45	–	–
2016-2017	761.40	–	46931.18	–	105998.44	52548.56	39791.05	-6425.63	–	–
2017-2018	761.00	-	33143.00	5700	43129.00	36385.00	39841.00	-2540.00	–	–
2018-2019	761.00	-	32773.00	5700	44152.00	34801.00	36405.00	-214.00	–	–

NOTES:

1. * Subject to Depreciation.
2. ** Including the effect of Revaluation of certain fixed assets.
3. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
   - @ Gross amount written up ₹ 8432.67 Lakhs.
   - @ Accumulated Depreciation written up ₹ 3775.62 Lakhs.
4. Including the effect of Revaluation of certain fixed assets as at 31-03-86.
   - $ Gross amount written up ₹ 906.89 Lakhs.
   - $$ Accumulated Depreciation written up ₹ 11.21 Lakhs.
5. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
   - (i) Gross amount written up ₹ 3556.43 Lakhs.
   - (ii) Accumulated Depreciation written up ₹ 334.16 Lakhs.
6. *** Includes Preference Dividend for the years. 1985-86, 1986-87, 1987-88, 1988-89, 1989-90.
7. Including the effect of Revaluation of certain fixed assets as at 30-09-92.
   - (iii) Gross amount written up ₹ 7526.25 Lakhs.
   - (iv) Accumulated Depreciation written up ₹ 1618.56 Lakhs.
8. Including the effect of Revaluation of certain fixed assets as at 01-10-96.
   - v) Gross amount written up ₹ 7985.90 Lakhs.
   - (vi) Accumulated Depreciation written up ₹ 20.30 Lakhs.
9. Including the effect of Revaluation of certain fixed assets as on 01-10-96 ₹ 7965.60 Lakhs.
10. Including the effect of Revaluation of certain fixed assets as on 01-04-2002 (vii) Gross Amount written up ₹ 5449.30 Lakhs.
11. Including the effect of Revaluation of certain fixed assets as on 01-10-2007 (viii) Gross Amount written up ₹ 11263.32 Lakhs.
12. Including the effect of Revaluation of certain fixed assets as on 30-09-2013 (ix) Gross Amount written up ₹ 35510.41 Lakhs.
13. Figures upto F.Y. 2016-17 as per Indian GAAP.
14. Figures for F.Y. 2017-18 as per Indian AS.
15. Figures from F.Y 2017-18 are as per IND-AS.

WALCHANDNAGAR INDUSTRIES LTD.
CIN : L74999MH1908PLC000291
Regd. Office : 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034. **Tel. :** 022-23612195/96/97 **Fax :** 022-23634527
Email : investors@walchand.com **Website :** www.walchand.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP Id*	Folio No.
Client Id*	No. of Shares held
Name and Address of the Shareholder	

I/We hereby record my/our presence at the **110th Annual General Meeting** of the Company held on Tuesday, the 06th day of August, 2019 at 04.00 p.m. at Walchand Hirachand Hall, IMC Building, 4th Floor, Churchgate, Mumbai – 400 020.

Signature of Shareholder / Proxy

* Applicable for investors holding share(s) in electronic form.

E-VOTING PARTICULARS (Refer Points of Notice of AGM for detailed instructions)

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190703002		

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Proxy form (Form No. MGT - 11)

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

WALCHANDNAGAR INDUSTRIES LTD.
CIN : L74999MH1908PLC000291
Regd. Office : 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034.
Tel. : 022-23612195/96/97 **Fax :** 022-23634527
Email : investors@walchand.com **Website :** www.walchand.com

Name of the Member(s) :

Registered Address :

E-mail Id : Folio No/ Client Id :

DP Id : No. of shares held :

I/We, _____ of _____ being the member(s) of Walchandnagar Industries Ltd. hereby appoint

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

---------- Cut here ----------

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **110th Annual General Meeting** of the Company to be held on Tuesday, the 06th day of August, 2019 at 04.00 p.m. at Walchand Hirachand Hall, IMC Building, 4th Floor, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. and Matter of Resolution	**No. of Shares Held by me/us**	***For**	***Against**
Ordinary Business:			
1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.			
2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 110th Annual General Meeting and, being eligible, offers himself for re-appointment.			
Special Business:			
3. To appoint Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director for second term.			
4. Ratification of Remuneration of M/s. S.R. Bhargave & Co., Cost Accountant, Pune, for the Financial Year 2019-20.			

Signed this _____ day of _____ 2019

Affix Revenue Stamp

Signature of Shareholder(s) _____ Signature of Proxy holder(s)_____

Note:

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) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

4) 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.

5) Please complete all details including details of member(s) in above box before submission.

WALCHANDNAGAR INDUSTRIES LTD.

CIN : L74999MH1908PLC000291

Regd. Office : 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034. **Tel. :** 022-23612195/96/97 **Fax :** 022-23634527

Email : investors@walchand.com **Website :** www.walchand.com

Form No. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the first named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special Business enumerated below by recording my assent or dissent to the said resolutions in the following manner:

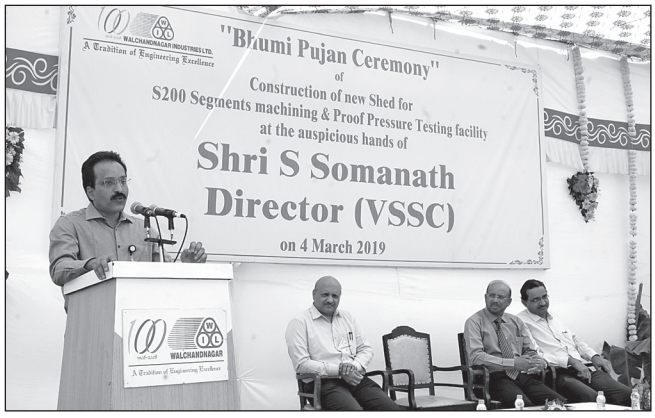
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business:				
1.	To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 110th Annual General Meeting and, being eligible, offers himself for re-appointment.			
Special Business:				
3.	To appoint Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director for second term.			
4.	Ratification of Remuneration of M/s. S.R. Bhargave & Co., Cost Accountant, Pune, for the Financial Year 2019-20.			

Place :

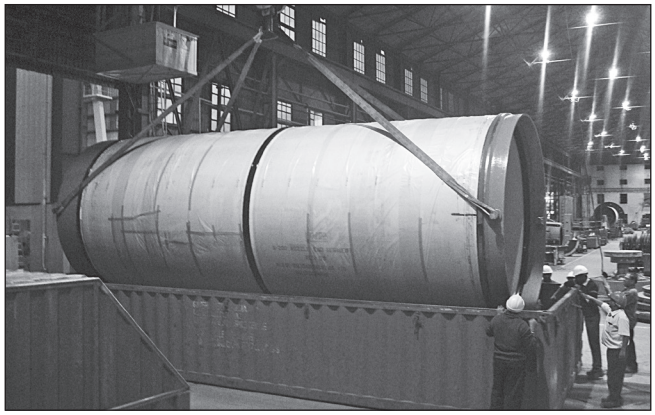
Date :

(Signature of the Member / Beneficial Owner #)

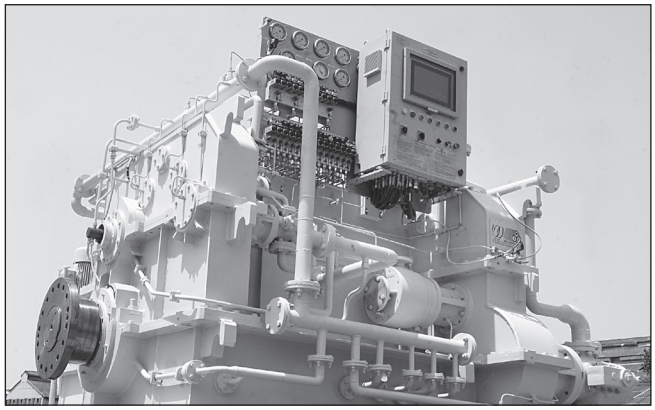
(# as per Company Records)



Shri S Somanath - Director (Vikram Sarabhai Space Centre) being felicitated by Shri G K Pillai (MD & CEO - WIL) at Walchandnagar.



Booster motor casing for ISRO satellite launch vehicle being loaded at Walchandnagar works.



Marine gearbox manufactured at Walchandnagar under 'Make in India' project for the first time in India being dispatched to Goa Shipyard Ltd.

Heavy duty Vertical Turret Lathe being used for machining of Nuclear and Defence.

Regd. Office: 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034
Website: www.walchand.com
CIN: L74999MH1908PLC000291

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