



W.S. INDUSTRIES (INDIA) LIMITED

55th
Annual Report
2017-2018

**BOARD OF DIRECTORS**

- ▶ **Chairman** **Mr. V.Srinivasan** (*upto 25th July 2017*)
- ▶ **Directors** **Mr. R. Karthik**
Mr. J. Sridharan
Mr. K. Rajasekar
- ▶ **Chief Financial Officer and Compliance Officer** **Mr. B. Swaminathan**
- ▶ **Bankers** Punjab National Bank
Indian Overseas Bank
State Bank of India
- ▶ **Auditors** M/s. S B S B AND ASSOCIATES
Chartered Accountants
Old No. H43/1, New No. H 13,
5th Street, Anna Nagar East
Chennai - 600 102.
- ▶ **Registered Office** 108, Mount Poonamallee Road,
Porur, Chennai - 600 116.
Phone : 044-24354754

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W.S. INDUSTRIES (INDIA) LIMITED

W.S.INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office : 108, Mount Poonamallee Road, Porur, Chennai - 600 116.

NOTICE

NOTICE is hereby given that the 55th Annual General Meeting (AGM) of the Company will be held on Friday, the 28th September 2018, at 4.35 P.M. at Mini Hall, Bharatiya Vidya Bhavan, 18,20 & 22, East Mada Street, Mylapore, Chennai – 600 004, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditors' Report.
2. To ratify the appointment of M/s. S B S B and Associates, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 14th November 2017, the appointment of M/s. S B S B and Associates, Chartered Accountants, Chennai, (Firm Registration No.012192S) as the Statutory auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration plus applicable taxes, reimbursement of out-of-pocket expenses in connection with the audit.”

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

Place: Chennai
Date: 14th August 2018

R.KARTHIK
DIRECTOR

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.

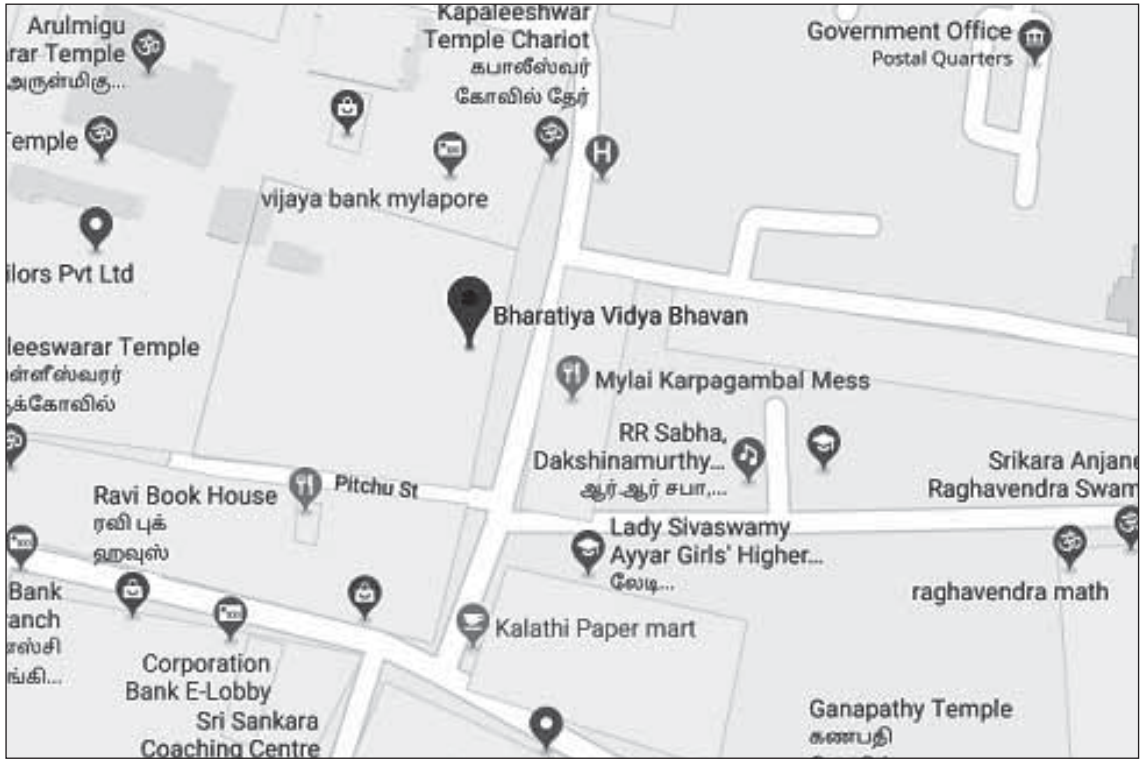


3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2018 to 28th September 2018 (both days inclusive).
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support the 'Green Initiative' Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s.Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai – 600 017.
9. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
10. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
11. Pursuant to Section 108 of the Companies Act, 2013 read with related Rules and Regulation 44, SEBI Listing Obligation and Disclosure requirements, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 28th September, 2018. The Company has appointed Ms.Lakshmmi Subramanian, Partner M/s.Lakshmmi Subramanian & Associates, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

W.S. INDUSTRIES (INDIA) LIMITED

Route map of the AGM Venue

Venue: Bharatiya Vidya Bhavan, 18,20 & 22, East Mada Street, Mylapore, Chennai – 600 004





E-Voting procedures

E-Voting Instructions

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with related Rules and Regulation 44, SEBI Listing Obligation and Disclosure requirements, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 55th Annual General Meeting (AGM) by electronic means and the business may be transacted through eVoting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September 2018 (9:00 am) and ends on 27th September 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “W.S. Industries (India) Limited”.

W.S. INDUSTRIES (INDIA) LIMITED

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of 55th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.21st September 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or corpserv@integratedindia.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 55th AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.



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- XIII. Ms.Lakshmmi Subramanian, Partner M/s.Lakshmmi Subramanian & Associates, Practising Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the 55th AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Poling Paper” for all those members who are present at the 55th AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 55th AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company on 29th September 2018 and on the website of NSDL immediately after the declaration of result by the Director or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

W.S. INDUSTRIES (INDIA) LIMITED

BOARD'S REPORT 2017-18

The Members

Your Directors hereby present the Fifty Fifth Annual Report and the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018. The salient highlights (in the Ind AS format) are provided in the table below:

(Rs. in Million)

	For the period ended	
	31 st March 2018	31 st March 2017
Sales and other operational income	22.54	14.65
Other Income	11.67	17.00
Total Income	34.21	31.65
Gross Profit / (Loss) from continuing Operations	27.26	(154.93)
Less : Depreciation	91.67	91.37
Interest /Finance Charges	(0.50)	1.99
Net Profit / (Loss) for the year from continuing operations	(63.91)	(248.29)
Provision /(withdrawal) for Income Tax / Deferred Tax	-	-
Net Profit /(Loss) for the year after Tax from continuing operations	(63.91)	(248.29)
Net Profit/(Loss) for the year after Tax from discontinued operations	383.77	219.16
Net Profit/(Loss) for the year after Tax	319.86	(29.13)
Profit / (Loss) brought forward from the previous year	(2425.54)	(2393.00)
Other Comprehensive Income/(Loss) arising from discontinued operations		(3.41)
Surplus/(Deficit)/ carried to Balance Sheet	(2105.68)	(2425.54)

1. Results of our operations

During the year under review, production remained suspended in the Chennai and Vizag plants. The Insulator business unit generated miscellaneous sale of Rs. 22.54 million. However, there was no sales in the Turnkey Projects division.

2. Dividend

No dividend has been proposed on the Equity shares.

The Directors also regret their inability to recommend any payment of contracted dividend on Preference Share Capital.

3. Reserves

Since the Company has suffered losses, no transfer to reserve is provided for.



4. Particulars of loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the Financial Statements provided in this Annual Report.

5. Transfer of Equity Shares relating to unpaid Dividend to Investor Education and Protection Fund

In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017, your Company has transferred 268337 Equity Shares which are unpaid/ unclaimed shares to the Investor Education and Protection Fund.

6. Fixed Deposits

Your Company has not accepted any deposits from public in terms of provisions of Companies Act, 2013.

7. Corporate Governance

A separate report on Corporate Governance along with a Certificate of Compliance forms part of this report vide Annexure – 1.

8. Subsidiaries

During the period under review, your Board of Directors have reviewed the Financial Statements of W.S. T&D Limited (100% subsidiary).

Your Company has, in accordance with Section 129 (3) of the Companies Act 2013 prepared the Consolidated Financial Statements for the Financial Year ended 31st March 2018, which forms part of the Annual Report. Further the statement containing the salient features of the Financials of the subsidiaries in the Form AOC 1 is attached as Annexure 2 to this Report.

In accordance with Section 136 of the Companies Act 2013, the audited consolidated and standalone financial statements are available on our website www.wsindustries.in/KYC.

9. Related Party Transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions during the year, which in the opinion of the Board may have potential conflicts with the larger interests of the Company. The details of transactions with related parties have been disclosed in form AOC-2 as Annexure 3 and form part of this Annual Report.

The policy on related party transactions is available in the Company's website.

10. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since production activity was suspended in both the plants, we are unable to report on the particulars prescribed under Section 134 of the Companies Act, 2013 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy and technology absorption.

Foreign Exchange Earnings:

Foreign Exchange Inward – NIL

Foreign Exchange Outward – NIL

W.S. INDUSTRIES (INDIA) LIMITED

11. Extract of Annual Return

As provided under section 92 (3) of the Companies Act 2013, the extract of Annual Return of the Company is annexed herewith as Annexure 4 in the prescribed Form MGT 9 which forms part of this Report.

12. Material changes and commitment affecting financial position between the Financial Year ended 31st March 2018 and the date of this Report

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report are as follows: The Company has executed Settlement Agreements and other related agreements with Edelweiss Asset Reconstruction Company Limited, Allium Finance Limited and Debenture holders of the Company for the settlement of their dues at a consolidated amount of Rs.345 cr. over a specified period of time with initial payment of Rs. 200 cr, along with an amount of Rs.40 cr to continue as "Restructured Debt" secured by plant and all other assets and properties of the Vizag unit on a pari passu basis and consequent withdrawal/ standstill of related litigation.

The litigation with Comfortable Abode Private Limited (formerly Mantri Premier Homes Private Limited) and Mantri Developers Private Limited was settled with payment of Rs.91.14 cr. In addition, a one-time settlement was completed with State Bank of India to settle all its dues at Rs.12.53 crs.

For the above, financing of Rs. 301.63 cr. was availed with security through mortgage on part of the Company's land at Chennai.

13. Risk Management Policy

The Board had established Risk Management policy which formalizes the Company's approach to overview and manage material business risks.

14. Corporate Social Responsibility

Section 135 of the Companies Act 2013 pertaining to Corporate Social Responsibility is not applicable in our case.

15. Internal Financial Controls

Your Company has internal financial controls with respect to financial reporting.

16. Directors and Key Managerial Personnel (KMP)

Mr.J.Sridharan has been appointed as an Additional Director and at the Annual General Meeting held on 14th November 2017 shareholders appointed him as an Independent Director of the Company for a term of 5 years.

Mr.B.Swaminathan is Chief Financial officer and Compliance Officer of the Company.

No employee draws remuneration in excess of the limits prescribed under Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014. Remuneration drawn by KMP have been disclosed in Annexure-4 to Board's report. Therefore details pertaining to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 have not been provided.



17. Declaration by Independent Directors:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of Independence laid down in and Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Boards' performance and performance of the Non-independent Director were considered/evaluated by the independent directors at their meeting without the participation of the non-independent director and key managerial personnel. The Board has carried out an annual appropriate evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees.

19. Meetings of the Board

The details of the number of meetings of the Board held during the Financial Year 2017-18 along with attendance details of each director, forms part of the Corporate Governance Report of this Annual Report.

20. Committees

The details regarding Committees of Board of Directors of the Company are given in the Corporate Governance Report of this Annual Report.

21. Auditors

Statutory Auditors

M/s. S B S B and Associates, Chartered Accountants, Chennai, (Firm Registration No.012192S) were appointed as Statutory Auditors of the Company for a period of five years at the Annual General Meeting held on 14th November 2017. The said appointment is placed for the ratification of the shareholders at the ensuing Annual General Meeting.

With reference to the Auditor's Report issued by SBSB & Associates, Chartered Accountants, the explanation/comments against each Disclaimer of opinion and Emphasis of matter is annexed herewith as "Annexure – 5"

Secretarial Auditor

Pursuant to the requirements of Section 204 (1) of the companies Act 2013 read with rules made thereunder, Ms.Lakshmmi Subramanian (Membership No. 3534 CP No. 1087), Partner, M/s.Lakshmmi Subramanian & Associates, was appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2017-18. The Report of the Secretarial Auditor is enclosed as Annexure 6 to this Report.

22. General

Your Company informs with deep regret about the demise of the Chairman Mr. V. Srinivasan. He was associated with the Company from its incorporation and his sagacity, and active contribution to the establishment and achievements of the Company over the years was immense.

The Company is in the process of implementing settlements with the surplus workers / executives both at Chennai and Vizag plants.

W.S. INDUSTRIES (INDIA) LIMITED

Special resolutions were passed through Postal Ballot for Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013, creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013 and to convert portion of the unpaid interest on debt into equity and issue of equity shares to EARC SAF - 1 TRUST, EARC TRUST – SC 168 and EARC TRUST – SC 209 through preferential issue.

Accordingly, 5120818 Equity shares consisting of 24,34,358 Equity shares to EARC SAF – 1 TRUST, 19,01,268 Equity shares to EARC TRUST SC 168 and 7,85,192 Equity shares to EARC TRUST – SC 209 of Rs.10/- were allotted through preferential issue.

The Company has, in accordance with generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements.

23. Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

During the year under review, there were no complaints under this Act.

24. Management Discussion and Analysis Report.

As highlighted in the previous year, the difficulties faced by the Company have been primarily caused by steep rise in the price of raw material coupled with reduction in sales volume, higher competition in the industry, dumping by foreign competitors and economic slowdown, which all resulted in a liquidity crunch. Due to mounting losses, lack of working capital and other support, company had suspended manufacturing operations at both plants.

With reference to the trespass that had taken place in part of the premises of the factory at Chennai, your Company took vigorous and appropriate judicial action and filed the necessary complaints to protect the ownership of its property.

However, attention is drawn to Note No. 55 of Financial Statements about this matter and potential loss of material arising there of which can be quantified only after proper assessment which could not be done so far because of labour unrest and such trespass.

Various steps to make a beginning to financially restructure the Company have been taken which have been detailed in point 12 above.

Your Company has an adequate Risk Management Policy which would help in identifying and mitigating enterprise risks. The increasing litigation and the non-availability of capital to revive the operations continue to remain the primary concerns for your Company.

Your Company has adequate internal control systems as necessary with the requirements of the Companies Act 2013.

25. Director's Responsibility Statement

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Previous periods have been restated to Ind AS format.



- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March 2018 and of the profit or loss of the Company for the period under review.
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The directors have prepared the annual accounts on a going concern basis.
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, taking into consideration the current circumstances and
- f. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively taking into consideration the current circumstances.

26. Listing of Shares:

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fee for the Financial Year 2018-19 has already been paid to the credit of both the Stock Exchanges.

27. Acknowledgement

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institution, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their appreciation for the commitment shown by the Company's personnel who have been functioning under very trying circumstances.

For and on behalf of the Board

Chennai
14th August 2018

R.Karthik
Director

K.Rajasekar
Director

ANNEXURE – 1 TO BOARDS' REPORT

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

Despite the difficult times your Company is under going, it has put in all efforts to adhere to the corporate governance norms under SEBI (LODR) Regulations. Wherever possible, efforts have been taken to maintain transparency and clarity at all levels. The Company has adopted the Insider Trading code, thereby ensuring uniformity in sharing of information with parity amongst shareholders.

2. Board of Directors

Due to the strained financial situation, the Company is facing challenges in the composition, diversity and size of the Board of Directors. Though the Company has been taking efforts to fill in the vacancies caused due to the resignation of directors, it has not been able to do, because of the financial distress of the Company. This has impacted the composition of the Board and the committees thereof.

The details of the composition and category of Board of Directors for the Financial Year 2017-18 and their attendance at Board Meetings and last AGM and details of memberships in other Boards and Board Committees, are as under.

Name of Director	Category*	No. of Board Meetings Attended	Attendance at the Last AGM held on 14/11/2017	Membership in other Boards	Committees Membership (Inclusive of WSI)	No. of shares held
Mr.V.Srinivasan@	NI-NE	1	No	2	2	446453
Mr.R.Karthik	IN-NE	5	Yes	2	2	-
Mr.J.Sridharan#	IN-NE	4	Yes	1	2	-
Mr.K. Rajasekar	NI-NE	5	Yes	0	2	-

*Category Key: NI – Non Independent, IN – Independent, NE – Non-Executive, Ex-Executive

@ Mr.V.Srinivasan, Chairman and Director passed away on 25th July 2017.

Mr.J.Sridharan was appointed as an Additional Director and at the AGM held on 14th November 2017 appointed as Independent Director.

Your Company has been making all efforts to identify and induct suitable persons to fill in the vacancies caused due to resignation of Woman Director and Company Secretary.

None of the Directors are related to each other.

The Company held 5 Board Meetings during the Financial Year 2017-18 and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are 30th May 2017, 14th September 2017, 3rd October 2017, 14th December 2017 and 14th February 2018. Circular resolution was passed on 6th April 2017, 31st July 2017, 21st August 2017 and 14th November 2017.

In addition, one meeting of Independent Directors was held on 14th February 2018.



Board Procedure

All the Board Meetings held were prescheduled taking into account the convenience of all the Directors. The Agenda of the Board Meeting covers all important and critical information pertaining to the Company.

The information as required under Part A of Schedule II pursuant to Regulation 17 of SEBI Listing Regulations is made available to the Board. The Board also reviews the declarations made by the Director and the Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis. The Company has given training to Independent Directors so as to enable them gain deeper understanding of the Company. The Directors are updated on a continual basis on any significant changes. The Company's website www.wsindustries.in/KYC has the details of all the policies of the Company including the familiarization of independent directors.

3. Audit Committee

The terms of reference of the Audit Committee, including review of the financial statements of the Company, recommendation to the Board of the appointment of Statutory Auditors and review of their Reports, review of the adequacy of the internal control systems, evaluation of the risk management systems, review of the whistle blower mechanism and generally items listed under Part C to Regulation 18 of SEBI Listing Regulations and in Section 177 of the Act are done by the Audit Committee.

Four meetings of the Audit Committee took place during the year under review. The details of the meeting and its attendance is as under

Name of the Director	Category	No. of meetings attended
Mr.R.Karthik	Independent - Non-executive	4
Mr.J.Sridharan	Independent - Non-executive	3
Mr.K.Rajasekar	Non -Independent - Non-executive	3

The meetings of the Audit Committee were held on 30th May 2017, 14th September 2017, 14th December 2017 and 14th February 2018. The Meetings are attended by the Chief Financial Officer of the Company. The Compliance officer acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee Mr.R.Karthik was present at the Annual General Meeting of the Company held on 14th November 2017.

4. Nomination and Remuneration Committee

The Nomination and Remuneration committee during the year held on 19th August 2017 and 14th February 2018.

Nomination and Remuneration Committee comprising of Directors, Mr.R.Karthik, Mr.Jayaraman Sridharan and Mr.K.Rajasekar.

The Chairman of the Nomination and Remuneration Committee Mr.R.Karthik was present at the Annual General Meeting of the Company held on 14th November 2017.

5. Remuneration of Non-executive directors

The Company does not pay any remuneration including sitting fees to any of the Directors of the Company.

W.S. INDUSTRIES (INDIA) LIMITED

6. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee terms of reference is in compliance with Regulation 20 of the SEBI (LODR) Regulations 2015. During the Financial Year the Committee met 5 times.

The Committee also oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of service.

During the year there was no complaint received from any Shareholder of the Company. However there were general queries for information and services from the shareholders which were attended to promptly.

The meetings of the Stakeholders Relationship Committee were held on 1st April 2017, 14th September 2017, 24th November 2017, 14th December 2017 and 14th February 2018. The Compliance officer acts as the Secretary of the Audit Committee.

7. Subsidiary Companies

The Company has an unlisted wholly owned subsidiary viz., W.S.T&D Limited. The financials of the subsidiary was reviewed by the Audit Committee and also placed before the Board. The minutes of subsidiary company are placed before the parent Company's Board.

The Company has placed the policy for determination of "material subsidiary" on its website.

8. Code of Conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to the members of the Board of Directors and Senior Management Personnel of the Company. A copy of the Code is available on the Company's website www.wsindustries.in/KYC.

The declaration signed by the Company's Director regarding compliance by the Board Members and Senior Management Personnel, with the said code of conduct is published in this Report.

The Company has in place a code of conduct for the prohibition of insider trading in terms of the SEBI (Prohibition of Insider Trading) Regulations and is available for viewing on the Company's website.

9. General Body Meetings

a. location and time, where last three annual general meetings held

For the Financial Year ended	Date & Time	Location
31.03.2015	30.09.2015 2.30 P.M.	Narada Gana Sabha "Mini Hall", at No.314, TTK Road, Alwarpet, Chennai 600018
31.03.2016	28.12.2016 4.00 PM	Asha Nivas Social Service Centre, 5, Rutland Gate, 5 th Street, Chennai - 600 006
31.03.2017	14.11.2017 4.35 PM	Asha Nivas Social Service Centre, 5, Rutland Gate, 5 th Street, Chennai - 600 006



b. whether any special resolutions passed in the previous three annual general meetings

Details of the resolutions passed are given below.

Sl. No.	Date of General Meeting	Special Resolutions passed
1	30.09.2015	Appointment of Mrs.Hema Pasupatheeswaran as Executive Director
2	28.12.2016	NIL
3	14.11.2017	NIL

c. Whether any special resolution passed last year through postal ballot

Special resolution for adoption of new set of Articles of Association pursuant to the Companies Act 2013 was passed through postal ballot on 23rd March 2018.

10. Means of Communication

i.	Quarterly and Annual Financial Results	Uploaded in NSE Electronic Application Processing System (NEAPS) and BSE website in accordance with the SEBI Listing Requirements and also in leading English and Tamil newspapers
ii.	newspapers wherein results normally published	Business Standard and Maalai Sudar (Tamil)
iii.	any website, where displayed	www.wsindustries.in/KYC and in the websites of the National Stock Exchange and Bombay Stock Exchange.
iv.	whether it also displays official news releases	There were no official news releases other than the publication of results.
v.	presentations made to institutional investors or to the analysts	No presentations were made during this period to institutional investors.

11. General Shareholder Information

a.	AGM - Date, Time & Venue	Friday, 28 th September 2018 at 4.35 P.M. at Mini Hall, Bharatiya Vidya Bhavan, 18,20 & 22, East Mada Street, Mylapore, Chennai – 600 004
b.	Financial Year	1st April 2017 - 31st March 2018
c.	Book Closure Date	22 nd September 2018 to 28 th September 2018 (Both days inclusive)

W.S. INDUSTRIES (INDIA) LIMITED

d.	Equity shares Listed on Stock Exchanges	Bombay Stock Exchange Ltd. National Stock Exchange of India Ltd.
	SCRIP NAME & CODE ISIN No. (NSDL & CDSL)	WSI & 504220 INE 100D01014
e.	Privately placed secured Redeemable Non-Convertible Debentures Listed on Stock Exchange	Bombay Stock Exchange Ltd.
	SCRIP CODE ISIN No.	948574 INE100D07011
	Debenture Trustee	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17th R. Kamani Marg, Ballard Estate, Mumbai-400 001.

- f. Market Price - High & Low of the closing prices of Equity Shares of your Company during the Financial year ended 31st March 2018 is as under:

Month	Year	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
		High	Low	High	Low
		(in Rs.)			
April	2017	8.67	7.39	8.65	7.80
May	2017	11.23	7.51	11.30	7.50
June	2017	12.59	8.41	12.30	9.05
July	2017	13.23	9.54	13.20	9.65
August	2017	11.14	8.06	11.15	8.15
September	2017	9.85	8.00	9.45	7.65
October	2017	8.47	6.02	9.35	7.60
November	2017	10.46	9.00	7.85	5.90
December	2017	8.72	6.07	8.60	6.00
January	2018	9.09	6.91	8.90	6.90
February	2018	7.26	6.31	7.25	6.30
March	2018	7.03	5.61	6.70	5.60



- g. Registrars and Share Transfer Agents: Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017.
Phone No: 044 – 28140801
- h. Share Transfer System
- Transfers of shares held in electronic form are done through the depositories by the share transfer agents without the involvement of your Company.
 - Transfers of shares in the physical form are done once in a fortnight.
 - The power to approve the transfer, transmission and other Share Certificate related matters has been delegated by the Board to Compliance Officer and his actions are ratified at the next Stakeholders' Relationship Committee Meeting.
 - Certificate under Regulation 40(9) of SEBI LODR 2015 is obtained from a Practicing Company Secretary every six months confirming the transfer, transmission etc. of equity shares within 15 days of their lodgment and sent to Bombay Stock Exchange & National Stock Exchange.
 - Reconciliation of Share capital Audit as stipulated by SEBI is conducted on quarterly basis reconciling the admitted equity share capital with the shares in electronic and physical form and Certificate issued in this regard by Practicing Company Secretary is forwarded to Bombay Stock Exchange & National Stock Exchange.
- i. Distribution of Shareholding and Shareholding Pattern (as on 31.03.2018).

DISTRIBUTION OF SHAREHOLDING AND SHAREHOLDING PATTERN AS ON 31/03/2018

CATEGORY	SHAREHOLDERS		SHARES	
	NUMBER	%	NUMBER	%
UPTO 5000	8657	97.18	3422300	16.19
5001 - 10000	131	1.47	949526	4.49
10001 - 20000	48	0.54	685402	3.24
20001 - 30000	25	0.28	600880	2.84
30001 - 40000	9	0.10	307353	1.45
40001 - 50000	4	0.04	193804	0.92
50001 AND ABOVE	34	0.38	14980524	70.86
	8908	100	21139789	100.00

W.S. INDUSTRIES (INDIA) LIMITED

Shareholding pattern as on 31.3.2018

Category	Number	Shares	% of Shares Held
Promoters & Association	17	9898485	46.82
Mutual Fund / FII's	2	400	0.00
Banks / Financial Institutions	5	71305	0.34
Other Bodies Corporate	131	1054319	4.99
NRI / Foreign Companies	57	258366	1.22
Public	8638	7194005	34.03
Others	58	2662909	12.60
Total	8908	21139789	100.00

Shareholding pattern as on 30.6.2018

Category	Number	Shares	% of Shares Held
Promoters & Association	18	9898485	37.70
Mutual Fund / FII's	2	400	0.00
Banks / Financial Institutions	5	71305	0.27
Other Bodies Corporate	127	6269783	23.87
NRI / Foreign Companies	59	264413	1.01
Public	8554	7098710	27.03
Others	53	2657511	10.12
Total	8818	26260607	100.00

j.	Dematerialisation of shares & liquidity	The shares of your Company can be held and traded in electronic form. 96.69% of your Company's Shareholding has been de-materialized as on 31 st March 2018.
k.	Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity	Nil
l.	Commodity price risk or foreign exchange risk and hedging activities	Nil



m.	Plant Locations	Unit I 108, Mount Poonamallee Road Porur, Chennai - 600 116 Tamil Nadu. Unit II Plot No 31, AP SEZ, Duppituru Village, Atchutapuram Mandal Visakhapatnam, Andhra Pradesh.
n.	Address for correspondence a) Share related matters	Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Phone No: 044 - 28140801 corpsev@integratedindia.in
	b) Other matters	108, Mount Poonamallee Road Porur Chennai - 600 116. sectl@wsinsulators.com

12. Other Disclosures

- a. All the dividends of the earlier years, which have remained unclaimed, have since been transferred to the Investor Education and Protection Fund at the expiry of the specified period(s) as required under Section 124 of the Companies Act, 2013.
- b. There were no strictures or penalties imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority for non compliance of any matter related to capital markets, during the last three years;
- c. The Company has in place a proper vigil mechanism and the whistle blower policy is available in the Company's website. It is hereby affirmed that no person has been denied access to the audit committee.

13. Director and CFO Certification

The Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI LODR 2015. The annual certificate given by the Director and the Chief Financial Officer is published in this Report.

The Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 (2) of SEBI LODR 2015.

W.S. INDUSTRIES (INDIA) LIMITED

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2017-18.

Place: Chennai
Date : 14th August 2018

R. KARTHIK
DIRECTOR

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS

We have examined the compliance of conditions of Corporate Governance by W.S.Industries (India) Limited, for the year ended 31st March 2018 as stipulated in Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by your 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 your Company.

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

We state that no investor grievance is pending for period exceeding one month against your Company, as per the records maintained by Shareholders / Investors Grievance Committee.

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

For M/S.S B S B and Associates
Chartered Accountants
Firm Regn. No.012192S

D.Sharath Kumar
Partner
Membership Number: 024568

Chennai
14th August 2018



ANNEXURE 2 OF BOARD'S REPORT

Form AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in millions)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	W.S. T&D LIMITED
2.	The date since when subsidiary was acquired	9 th May 2008
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable
5.	Share capital	0.50
6.	Reserves & surplus	(560.36)
7.	Total assets	0.56
8.	Total Liabilities	0.56
9.	Investments	-
10.	Turnover	-
11.	Profit before taxation	(0.28)
12.	Provision for taxation	-
13.	Profit after taxation	(0.28)
14.	Proposed Dividend	-
15.	% of shareholding	100%

W.S. INDUSTRIES (INDIA) LIMITED

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Nil
1. Latest audited Balance Sheet Date	
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding%	
4. Description of how there is significant influence	
5. Reason why the associate/joint venture is not consolidated	
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

For and on behalf of the Board

Chennai
14th August 2018

R.Karthik
Director

K.Rajasekar
Director



ANNEXURE – 3 TO BOARD’S REPORT

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions’	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm’s length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	NA
f)	Amount paid towards outstanding, if any	NA

For and on behalf of the Board

Chennai
14th August 2018

R.Karthik
Director

K.Rajasekar
Director

W.S. INDUSTRIES (INDIA) LIMITED

ANNEXURE – 4 TO BOARDS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.3.2018

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L29142TN1961PLC004568
ii.	Registration Date	23.08.1961
iii.	Name of the Company	W.S.Industries (India) Limited
iv.	Category / Sub-Category of the Company	Public Company Limited by shares
v.	Address of the Registered office and contact details	No.108, Mount Poonamallee Road, Porur, Chennai 600 116
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Registry Management Services Private Limited, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Insulators	2733	100%
2	Turnkey Projects	4321	--

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	W.S.T&D Limited	U74999TN2008PLC067646	Wholly owned Subsidiary Company	100%	2(87)



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

i. Category-wise Share Holding

CAT_CODE	CATEGORY OF SHAREHOLDERS	NO OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2017				NO OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
(1)	Indian									
a	Individual/Hindu Undivided Family	778396	0	778396	3.68	778396	0	778396	3.68	0.00
b	Central Government									
c	State Government									
d	Bodies Corporate	8870748	0	8870748	41.96	8870748	0	8870748	41.96	0.00
e	Financial Institutions/Banks									
f	Any other(specify)									
	SUB TOTAL A(1)	9649144	0	9649144	45.64	9649144	0	9649144	45.64	0.00
(2)	Foreign									
a	Individual(Non resident/ foreign)	249341	0	249341	1.18	249341	0	249341	1.18	0.00
b	Bodies corporate									
c	Institutions									
d	Qualified Foreign Investor									
e	Any other(specify)									
	SUB TOTAL A(2)	249341	0	249341	1.18	249341	0	249341	1.18	0.00
	Total Shareholding of promoter and Promoter Group(A)=A(1)+A(2)	9898485	0	9898485	46.82	9898485	0	9898485	46.82	0.00
B	Public Shareholding									
(1)	Institutions									
a	Mutual funds/UTI	0	400	400	0.00	0	400	400	0.00	0.00
b	Financial Institutions/Banks	71033	2172	73205	0.35	71033	272	71305	0.34	(0.01)
c	Central Government									
d	State Government(s)									
e	Venture Capital Funds									
f	Insurance Companies	269546	0	269546	1.28	269546	0	269546	1.28	0.00
g	Foreign Institutional Investors	0	100	100	0.00	0	0	0	0.00	(0.00)

W.S. INDUSTRIES (INDIA) LIMITED

CAT CODE	CATEGORY OF SHAREHOLDERS	NO OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2017				NO OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
h	Foreign Venture Capital Investors									
i	Qualified Foreign Investor									
j	Any other(specify)									
	SUB TOTAL B(1)	340579	2672	343251	1.62	340579	672	341251	1.61	(0.01)
(2)	Non-Institutions									
a	Bodies Corporate(Indian/foreign/Overseas)	3433223	294466	3727689	17.63	818187	287065	1105252	5.23	(12.41)
b	Individuals(Resident/NRI/Foreign National)									
(i)	Individual shareholders holding Nominal share Capital upto Rs.1 Lakh	2665428	548866	3214294	15.20	3791661	328604	4120265	19.49	4.29
(ii)	Individual shareholders holding Nominal share Capital above Rs.1 Lakh	1817591	104402	1921993	9.09	3198033	83140	3281173	15.52	6.43
c	Qualified Foreign Investor									
d	Any other(specify)									
d (i)	CLEARING MEMBER	3331	0	3331	0.02	15286	0	15286	0.07	0.06
d (ii)	CORPORATE CM/TM - CLIENT MARGIN A/C	31165	0	31165	0.15	106485	0	106485	0.50	0.36
d (iii)	CORPORATE CM/TM-COLLATERAL ACCOUNT	0	0	0	0.00	3572	0	3572	0.02	0.02
d (iv)	CORPORATE CM/TM-PROPRIETARY ACCOUNT	6000	0	6000	0.03	6000	0	6000	0.03	0.00
d (v)	CORPORATE-MARGIN TRADING ACCOUNT	0	0	0	0.00	102	0	102	0.00	0.00
d (vi)	TRUSTS	5050	0	5050	0.02	5050	0	5050	0.02	0.00
d (vii)	LIMITED LIABILITY PARTNERSHIP	2954	0	2954	0.01	2954	0	2954	0.01	0.00
d (viii)	FOREIGN PORT FOLIO INVESTOR-CORPORATE	1985577	0	1985577	9.39	1985577	0	1985577	9.39	0.00
d (ix)	IEPF	0	0	0	0.00	268337	0	268337	1.27	1.27
	SUB TOTAL B(2)	9950319	947734	10898053	51.55	10201244	698809	10900053	51.56	0.01
	Total Public Share Holding (B)=B(1)+B(2)	10290898	950406	11241304	53.18	10541823	699481	11241304	53.18	0.00
	TOTAL (A)+(B)	20189383	950406	21139789	100.00	20440308	699481	21139789	100.00	0.00
C	Shares held by Custodians and against which Depository Receipts have been issued									
	GRAND TOTAL (A)+(B)+(C)	20189383	950406	21139789	100.00	20440308	699481	21139789	100.00	0.00



ii) Shareholding of Promoters and Associates

Shareholder's 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	
Mr.V.Srinivasan	446453	2.11	-	446453	2.11	-	-
Mrs.Vidya Srinivasan	25750	0.13	-	25750	0.13	-	-
Mr.Murali Srinivasan Venkatraman	14492	0.07	-	14492	0.07	-	-
Mr.Narayan Sethuramon	291701	1.38	1.37	291701	1.38	1.37	-
Bluechip Investments Private Limited	4096138	19.38	6.75	4096138	19.38	6.75	-
W S International Private Limited	1119798	5.30	-	1119798	5.30	-	-
Galaxy Investments Private Limited	889178	4.21	4.20	889178	4.21	4.20	-
Vensunar Holdings Private Limited	820115	3.88	-	820115	3.88	-	-
W S I Holding Private Limited	754859	3.57	-	754859	3.57	-	-
Vensunar Private Limited	365000	1.73	1.73	365000	1.73	1.73	-
Trala Electromech Systems Pvt Ltd	262470	1.24	-	262470	1.24	-	-
Murali Consultancy Services Private Limited	82131	0.39	-	82131	0.39	-	-
W S Test Systems Private Limited	81057	0.38	-	81057	0.38	-	-
Tractors & Farm Equipment Limited	400002	1.89	-	400002	1.89	-	-
Mrs.Suchitra Murali Balakrishnan	249341	1.18	-	249341	1.18	-	-
Total	9898485	46.82	14.05	9898485	46.82	14.05	

W.S. INDUSTRIES (INDIA) LIMITED

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	9898485	46.82	9898485	46.82
2	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):	No change during the year			
3	At the End of the year	9898485	46.82	9898485	46.82

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

Sl. No.	Shareholders Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	% of Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1	CREDIT RENAISSANCE FUND, LTD	2520000	11.92	18.8.2017 to 15.12.2017	2520000	11.92	Transfer	0	0
2	EAST SAIL	1985577	9.39	-	-	-	-	1985577	9.39
3	HITESH RAMJI JAVERI	673178	3.18	-	-	-	-	673178	3.18
4	CREDIT RENAISSANCE DEVELOPMENT FUND L.P	630000	2.98	18.8.2017 to 1.12.2017	630000	2.98	Transfer	0	0
5	THE ORIENTAL INSURANCE COMPANY LIMITED	269546	1.28	-	-	-	-	269546	1.28
6	SANJIV DHIRESHBHAI SHAH	208304	0.99	-	-	-	-	208304	0.99
7	PREMIER HOUSING AND IND. ENTERPRISES LTD	175000	0.83	-	-	-	-	175000	0.83



Sl. No.	Shareholders Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	% of Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
8	HARSHA HITESH JAVERI	150000	0.71	-	-	-	-	150000	0.71
9	SALIGRAM STOCKS AND SERVICES PRIVATE LIMITED	115450	0.55	-	-	-	-	115450	0.55
10	MANOJ J BAGADIA	71400	0.337	-	-	-	-	71400	0.337

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	446453	2.11	446453	2.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the End of the year	446453	2.11	446453	2.11

W.S. INDUSTRIES (INDIA) LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. In million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2929.83			2929.83
ii) Interest due but not paid	387.85			387.85
iii) Interest accrued but not due	60.26			60.26
Total (i+ii+iii)	3377.94			3377.94
Change in Indebtedness during the financial year				
· Addition	(84.52)	150.70		150.70
· Reduction				(84.52)
Net Change	(84.52)	150.70		66.18
Indebtedness at the end of the financial year				
i) Principal Amount	2779.23	150.70		2929.93
ii) Interest due but not paid	513.66	-		513.66
iii) Interest accrued but not due	0.53	-		0.53
Total (i+ii+iii)	3293.42	150.70		3444.12

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the WTD
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2.	Stock Option	Nil
3.	Sweat Equity	Nil
4.	Commission - as % of profit - others, specify	Nil
5.	Others, please specify	Nil
	Total (A)	Nil
	Ceiling as per the Act	



B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	The Company does not pay any remuneration including sitting fees to any of the Directors of the Company				
	Total (1)					
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	36,60,000	36,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	5,40,000	5,40,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	42,00,000	42,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties, Punishment or Compounding of Offences during the year ended 31st March, 2018.

ANNEXURE – 5 TO BOARDS' REPORT

The explanation / comments of the Board on Qualification / reservation given by the Auditor in its Report for the Financial year 2017-2018

Explanation of Management on Qualification / reservation contained in the Auditors Report for the Standalone Financial Statements are given under:

Audit Qualification (each audit qualification separately):

Auditors' disclaimer No.1

- a. Details of Audit Qualification: Confirmation of Balances as at 31st March 2018, were not available for our verification in respect of the banks, financial institutions and others.
- b. Type of Audit Qualification : Disclaimer of opinion
- c. Frequency of qualification : Appeared third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable

Management's Views: Not applicable

- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Unable to estimate
 - (ii) If management is unable to estimate the impact, reasons for the same:

Both Punjab National Bank & the Indian Overseas Bank, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th December 2015 and 29th March 2016 respectively and terms and conditions have not been disclosed to us. Furthermore the Company is in discussion with its financial institutions for a revival scheme to be structured.

- (iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Auditors' disclaimer No.2

- a. Details of Audit Qualification: Physical stock of inventory and fixed assets could not be carried out by us, as at 31st March 2018 and hence we are unable to give any opinion on the same.
- b. Type of Audit Qualification : Disclaimer of opinion
- c. Frequency of qualification : Appeared third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable

Management's Views: Not applicable

- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Unable to estimate
 - (ii) If management is unable to estimate the impact, reasons for the same:

The heavy rains and floods in Chennai in Nov'15 and Dec'15 caused flooding within the Company's premises, which is also the administrative office and houses all the



books of accounts and records, as a result of which the records were immersed in water and debris. Also water had entered the stores area where the inventory is being stored.

Simultaneously the workers of our Chennai plant started an agitation and prevented entry of both our personnel and vehicles inside the premises. As a result we were unable to enter the premises and make proper assessment of the damage to the records and inventory and take immediate steps to repair and salvage the same.

Similarly, due to the process of settlements implemented with the workers/executives at Chennai and Vizag plant, we have been unable to conduct the physical inventory till date for the same reasons.

(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Emphasis of matter no.1

- a. Details of Audit Qualification: We emphasize on the matter that the accumulated losses of the company are more than its net worth and the company had been referred to BIFR. The Company is in discussion with its financial institutions for a revival scheme to be structured.
- b. Type of Audit Qualification : Emphasis of matter
- c. Frequency of qualification : Appeared for the fourth consecutive time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable

Management's Views: Not applicable

- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Not relevant
 - (ii) If management is unable to estimate the impact, reasons for the same: Not applicable

Observation: The Company is in discussion with its financial institutions for a revival scheme to be structured.

(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Emphasis of matter no.2

- a. Details of Audit Qualification: There was no production in Chennai unit during the year and hence, the unit cannot be considered as going concern.
- b. Type of Audit Qualification : Emphasis of matter
- c. Frequency of qualification : Appeared for the third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable

Management's Views: Not applicable

- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Not relevant
 - (ii) If management is unable to estimate the impact, reasons for the same: Not applicable

W.S. INDUSTRIES (INDIA) LIMITED

Observation: The Company's revival scheme will take into consideration the revival of the plant in Vizag and Turnkey Project segment.

(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Emphasis of matter no.3

- a. Details of Audit Qualification: Interest has not been provided in the books for the loans availed from banks and other financial institutions during the year, since the company is in discussion with its banks/financial institutions for a revival scheme to be structured.
 - b. Type of Audit Qualification : Emphasis of matter
 - c. Frequency of qualification : Appeared for the third time
 - d. For Audit qualification(s) where the impact is quantified by the auditor:
Not applicable
Management's Views: Not applicable
 - e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Not relevant
 - (ii) If management is unable to estimate the impact, reasons for the same:
Not applicable
Observation: The company is in discussion with its banks/financial institutions for a revival scheme to be structured.
- (iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Explanation of Management on Qualification / reservation contained in the Auditors Report for the Consolidated Financial Statements are given under:

II Audit Qualification (each audit qualification separately):

Auditors' disclaimer No.1

- a. Details of Audit Qualification: Confirmation of Balances as at 31st March 2018 for the Holding Company, were not available for our verification in respect of the banks, financial institutions and others.
 - b. Type of Audit Qualification : Disclaimer of opinion
 - c. Frequency of qualification : Appeared third time
 - d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable
Management's Views: Not applicable
 - e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (iv) Management's estimation on the impact of audit qualification: Unable to estimate
 - (v) If management is unable to estimate the impact, reasons for the same:
Both Punjab National Bank & the Indian Overseas Bank of the Holding Company, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th December 2015 and 29th March 2016 respectively and terms and conditions have not been disclosed to us. Furthermore the Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
- (vi) Auditor's Comments on (i) or (ii) above: Statement of facts.



Auditors' disclaimer No.2

- a. Details of Audit Qualification: Physical stock of inventory and fixed assets could not be carried out by us for the Holding Company, as at 31st March 2018 and hence we are unable to give any opinion on the same.
- b. Type of Audit Qualification : Disclaimer of opinion
- c. Frequency of qualification : Appeared third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable
Management's Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (iv) Management's estimation on the impact of audit qualification: Unable to estimate
 - (v) If management is unable to estimate the impact, reasons for the same:

The heavy rains and floods in Chennai in Nov'15 and Dec'15 caused flooding within the Holding Company's premises, which is also the administrative office and houses all the books of accounts and records, as a result of which the records were immersed in water and debris. Also water had entered the stores area where the inventory is being stored.

Simultaneously the workers of our Chennai plant of the Holding Company started an agitation and prevented entry of both our personnel and vehicles inside the premises. As a result we were unable to enter the premises and make proper assessment of the damage to the records and inventory and take immediate steps to repair and salvage the same.

Similarly, due to the process of settlements implemented with the workers/executives at Chennai and Vizag plant of the Holding Company, we have been unable to conduct the physical inventory till date for the same reasons.
 - (vi) Auditor's Comments on (i) or (ii) above: Statement of facts.

Emphasis of matter no.1

- a. Details of Audit Qualification: We emphasize on the matter that the accumulated losses of the Holding Company are more than its net worth and the company had been referred to BIFR. The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
- b. Type of Audit Qualification : Emphasis of matter
- c. Frequency of qualification : Appeared third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable
Management's Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (iv) Management's estimation on the impact of audit qualification: Not relevant
 - (v) If management is unable to estimate the impact, reasons for the same: Not applicable

Observation: The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
 - (vi) Auditor's Comments on (i) or (ii) above: Statement of facts.

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Emphasis of matter no.2

- a. Details of Audit Qualification: There was no production in one of the units of the Holding company during the year and hence, that unit cannot be considered as going concern.
- b. Type of Audit Qualification : Emphasis of matter
- c. Frequency of qualification : Appeared for the third time
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable
Management's Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (iv) Management's estimation on the impact of audit qualification: Not relevant
 - (v) If management is unable to estimate the impact, reasons for the same: Not applicable
Observation: The Holding Company's revival scheme will take into consideration the revival of the plant in Vizag and Turnkey Project segment.
 - (vi) Auditor's Comments on (i) or (ii) above: Statement of facts

Emphasis of matter no.3

- a. Details of Audit Qualification: Interest has not been provided in the books for the loans availed from banks and other financial institutions of the Holding Company during the year. The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
- b. Type of Audit Qualification : Emphasis of matter
- c. Frequency of qualification : Appeared for the third time
- d. For Audit qualification(s) where the impact is quantified by the auditor:
Not applicable
Management's Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
 - (iv) Management's estimation on the impact of audit qualification: Not applicable
 - (v) If management is unable to estimate the impact, reasons for the same:
Not applicable
Observation: The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
 - (vi) Auditor's Comments on (i) or (ii) above: Statement of facts.



ANNEXURE – 6 TO BOARDS' REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

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

To,

The Members

W.S. INDUSTRIES (INDIA) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by W.S.Industries (India) 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, 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 W.S.Industries (India) Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions as applicable to the Company during the period of audit:

- i. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 to the extent applicable;
- 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 there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) 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;
 - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. 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 SEBI (LODR) 2015 entered into by the Company, where the equity shares of the Company are listed.

W.S. INDUSTRIES (INDIA) LIMITED

vi. In our opinion and as identified and informed by the Management, the company has no Specific laws applicable since it is engaged in the business of manufacturing of insulators, except the following:

1. Indian Boilers Act, 1923 and Rules made thereunder
2. The Petroleum Act, 1934 and Rules and Regulations Made thereunder
3. Hazardous waste (Management, Handling and Transboundary Movement) Rules, 2008
4. Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
5. Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder
6. Environment (Protection) Act, 1986 and Rules made thereunder
7. Legal Metrology Act, 2009 and Rules made thereunder

During the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except: -

1. Appointment of a Woman Director in the place of Director who has resigned.
2. Payment of Debenture interest and redemption of its debentures even after the due date. However, the Company relies on an opinion from an expert in this regard and based on the same, the Company is in compliance with provisions of Section 164 of the Companies Act 2013.
3. Appointment of a Company Secretary and Whole-Time Director/Managing Director in terms of section 203 of the Companies Act, 2013.
4. Delay in filing of certain e-Forms with the MCA. However, the same is filed within the time prescribed under Section 403 of the Companies Act, 2013.

vii. We further report that there were no actions/events in the pursuance of

- a. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, with regard to point (vii) above, since the company's factory is non-operational, it has no adequate systems in monitoring the compliance of all general laws viz., Industrial Laws, Environmental, Human Resources and labour laws.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been



subject to review by statutory financial auditor and other designated professionals.

We further report that:

The Board of Directors of the Company was constituted with balance of Non-Executive Directors and Independent Directors subject to the observations 1 and 2 above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the 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 during the audit period the following events have occurred, which have a major bearing on the Company's affairs:

- Non-repayment of interest on debentures and redemption of debentures.
- The equity shares pertaining to unpaid/unclaimed dividend for the year 2009-10 have been transferred to Investor Education and Protection Fund Account.
- During the year, the shareholders, through a Postal Ballot, have approved the adoption of new set of Articles of Association pursuant to the Companies Act, 2013.
- During the year, 3,50,000 Preference Shares issued to M/s. Vensunar Private Limited and 9,25,000 Preference Shares issued to M/s. Vensunar Holdings Private Limited due for redemption were rolled over w.e.f. 1st March, 2018 and 1st April, 2017 for a period of 12 months and 18 months respectively.
- Company is in the process of making a Compounding Application for Non-Appointment of Key Managerial Personnel.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Lakshmi Subramanian

FCS No. 3534

C.P.No. 1087

Place: Chennai

Date: 9th August 2018

W.S. INDUSTRIES (INDIA) LIMITED

ANNEXURE – A

(To the Secretarial Audit Report of M/s. W.S.Industries (India) Limited
for the financial year ended 31.3.2018)

The Members

W.S. INDUSTRIES (INDIA) LIMITED

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random 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 LAKSHMMI SUBRAMANIAN & ASSOCIATES

Lakshmi Subramanian

FCS No. 3534

C.P.No. 1087

Place: Chennai

Date: 9th August 2018



INDEPENDENT AUDITOR'S REPORT

To the Members of W.S. INDUSTRIES (INDIA) Limited

Report on the Standalone Ind AS financial statements

We have audited the accompanying Standalone Ind AS financial statements of **W.S. INDUSTRIES (INDIA) Limited** ('the Company'), which comprises the balance sheet as at 31st March, 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS financial statements").

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentations of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS financial statements based on our audit.

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

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

Because of the matter described in the Basis for Disclaimer Opinion paragraph, we are not able to obtain sufficient appropriate audit evidence to provide a basis for our opinion.

W.S. INDUSTRIES (INDIA) LIMITED

Basis for Disclaimer of Opinion:

- (i) Confirmation of Balances as at 31st March 2018, were not available for our verification in respect of the banks, financial institutions and others.
- (ii) Physical stock of inventory and fixed assets could not be carried out by us, as at 31st March 2018 and hence we are unable to give any opinion on the same.

Opinion

Because of the Significance of the matters specified in the Basis for Disclaimer of Opinion Paragraph above, we have not been able to obtain sufficient audit evidence to express an audit opinion on certain aspects of the standalone Ind AS financial statements.

Emphasis of Matter:

- (i) We emphasize on the matter that the accumulated losses of the company are more than its net worth and the company had been referred to BIFR. The Company is in discussion with its financial institutions for a revival scheme to be structured.
- (ii) There was no production in Chennai unit during the year and hence, the unit cannot be considered as going concern.
- (iii) Interest has not been provided in the books for the loans availed from banks and other financial institutions during the year, since the Company is in discussion with its financial institutions for a revival scheme to be structured.

Other Matters

The comparative financial information of the Company on the transition date opening balance sheet as at 1st April 2016 and balance sheet as on 31st March 2017 included in these standalone IND AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March 2016 dated 30th May 2016 and 31st March 2017 dated 30th May 2017 expressed a modified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the IND AS, which have been audited by us. Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a) As described in the Basis for Disclaimer for Opinion paragraph above, we have sought but were not able to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) The company has not paid interest on debentures. However, the provision of sec 164(2) (b) of the Companies Act, 2013 are not applicable to the directors in the company.
 - f) With respect to the adequacy of the internal financial controls over financial reporting



of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.

- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

For M/s. **S B S B AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 012192S

D.Sharath Kumar
Partner
Membership No. : 024568

Place: Chennai
Date : 30th May 2018

W.S. INDUSTRIES (INDIA) LIMITED

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Ind AS financial statements of W.S. INDUSTRIES (INDIA) Limited

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 **W.S. INDUSTRIES (INDIA) Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

The system of internal financial controls over financial reporting, with regard to the company were made available to us, to determine whether the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at 31st March 2018. However, in addition to above internal financial controls over financial reporting is based on management's assurance.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests in our audit of the Standalone Ind AS financial statements of the Company and the disclaimer has affected our opinion on the Standalone Ind AS financial statements of the company, and we have issued a Disclaimer of opinion on the Standalone Ind AS financial statements.

For M/s. **S B S B AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 012192S

Place: Chennai
Date : 30th May 2018

D.Sharath Kumar
Partner
Membership No. : 024568

W.S. INDUSTRIES (INDIA) LIMITED

“Annexure B” to the Independent Auditors’ Report of even date on the Standalone Ind AS financial statements of W.S. INDUSTRIES (INDIA) Limited.

Referred to in Paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date:

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) We are unable to form any opinion with regard to, any material discrepancies on the physical verification of fixed assets, in the absence of any record for the verification of the same as on the end of the financial period.
 - (c) We are informed that the title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanations given to us, the Management was not able to conduct the physical verification of inventory as at 31st March 2018 and the same cannot be opined upon.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted loans to a body corporate covered in the register maintained under Sec 189 of the Companies Act 2013 and hence clause (iii) (a) to (c) are not applicable to the company.
- (iv) The company has complied with the provisions of sections 185 and 186 of the companies Act, 2013, in respect of loans, investments, provided by the company. The company has not provided any guarantee or security to any company covered under Section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under are applicable.
- (vi) According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Service Tax, Excise Duty, Duties of Customs, Value added tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable are given below:

S. NO.	NATURE OF DUES	AMOUNT OUTSTANDING FOR MORE THAN SIX MONTHS (IN RS.)
1.	TDS	24567724
2.	PROPERTY TAX	5049628
3.	GRATUITY TO LIC	885510



- (b) According to the information and explanation given to us, the following dues of income tax have not been deposited by the company on account of dispute are given below:

Name of the Statute	Nature of dues	Amount (In Million)	Forum where the dispute is pending	Period to which the dues belong (Assessment Year)
INCOME TAX ACT, 1961	Income Tax	0.40	High Court	1996-97 and 1997-98

- (viii) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to banks and financial institutions as below:

Name of the Bank / Financial Institution	Amount outstanding as at 31 st MARCH 2018 (IN Million)
EARC – Assigned by PNB	957.61
EARC – Assigned by IOB	395.83
EARC – Assigned by Exim Bank	397.50
Allium Finance Limited	400.00
EARC – Assigned by Exim Bank – Security Receipts	249.62
Non Convertible Debentures	240.00
State Bank of India	138.67
TOTAL	2779.23

- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, clause (ix) of the Order is not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us, the company has not noticed any fraud by the company or any fraud on the company by its Officers or employees or reported during the year.
- (xi) According to the information and explanations given to us, the Company has not provided for managerial remuneration during the year.
- (xii) The Company is not a Nidhi Company. Therefore, Clause (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, Clause (xiv) of the Order are not applicable to the Company.

W.S. INDUSTRIES (INDIA) LIMITED

- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order 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 M/s. **S B S B AND ASSOCIATES**

Chartered Accountants
Firm Registration No: 012192S

D.Sharath Kumar
Partner

Membership No. : 024568

Place: Chennai
Date : 30th May 2018



BALANCE SHEET AS AT 31ST MARCH 2018

(in ₹ Million)

ASSETS	NOTES	31 MAR 2018	31 MAR 2017	01 APR 2016
1. Non-Current Assets :				
(a) Property, Plant and Equipment	5	840.97	932.76	1021.13
(b) Capital Work in Progress	5	7.04	7.04	7.88
(c) Financial Assets :				
Investments	6	0.50	0.50	0.50
(d) Other Non- Current Assets	7	3.76	5.20	15.16
Total Non -Current Assets		852.27	945.50	1044.67
2. Current Assets :				
(a) Inventories	8	11.51	15.65	252.57
(b) Financial Assets :				
i. Trade Receivables	9	28.25	315.12	360.84
ii. Cash and Cash Equivalents	10	14.37	63.91	8.84
(c) Current Tax Assets (Net)	11	11.27	11.04	10.84
(d) Other Current Assets	12	1506.15	1511.24	1292.81
Total Current Assets		1571.55	1916.96	1925.90
3. Non Current Assets held	5	668.46	677.83	680.10
TOTAL ASSETS		3092.28	3540.29	3650.67
EQUITY AND LIABILITIES				
1. Equity:				
(a) Equity Share Capital	13	211.40	211.40	211.40
(b) Other Equity	14	(1051.17)	(1371.03)	(1338.49)
Total Equity		(839.77)	(1159.63)	(1127.09)
2. Liabilities:				
Non Current Liabilities :				
Financial Liabilities				
Prefeence Share Capital	15	127.50	127.50	127.50
Total Non Current Liabilities		127.50	127.50	127.50
3. Current Liabilities :				
(a) Financial Liabilities				
i. Borrowings	16	175.68	84.98	83.60
ii. Trade Payables	17	281.59	494.94	515.53
iii. Other financial liabilities	18	3268.43	3292.96	3292.76
(b) Provisions	19	0.89	12.05	46.88
(c) Current tax liabilities (Net)	11	4.08	4.08	4.08
(d) Other current liabilities	20	73.88	683.41	707.42
Total Current Liabilities		3804.55	4572.42	4650.27
TOTAL EQUITY AND LIABILITIES		3092.28	3540.29	3650.67
Significant Accounting Policies & Notes on Financial Statements	1 to 68			

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

J.SRIDHARAN

Director

R. KARTHIK

Director

B.SWAMINATHAN

Chief Financial Officer

W.S. INDUSTRIES (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2018 (in ₹ Million)

PARTICULARS		Note No	31 ST MARCH 2018	31 ST MARCH 2017
INCOME:				
I	Revenue from Operations	21	22.54	14.65
II	Other Income	22	11.67	17.00
III	Total Income (I + II)		34.21	31.65
IV EXPENSES:				
	Cost of materials consumed	23	1.22	37.09
	Changes in inventories of finished goods, work-in-progress	24	0.09	111.39
	Excise Duty	21		0.19
	Employee benefits expense	25	2.99	11.07
	Finance costs	26	(0.50)	1.99
	Depreciation	5	91.67	91.37
	Other expenses	27	2.65	26.84
	Total Expenses (IV)		98.12	279.94
V	Profit / (Loss) before exceptional items and tax (III - IV)		(63.91)	(248.29)
VI	Exceptional Items			
VII	Profit / (Loss) before tax (V-VI)		(63.91)	(248.29)
VIII	Tax expense			
	a. Current Tax			
IX	Profit / (Loss) for the year from Continuing Operations(VII-VIII)		(63.91)	(248.29)
X	Profit / (Loss) from discontinued Operations	28	383.77	219.16
XI	Tax Expense of Discontinued Operations			
XII	Profit / (Loss) from discontinued Operations after tax (X-XI)			
XIII	Profit / (Loss) for the period (IX+XII)		319.86	(29.13)
XIV	Other Comprehensive income			
	A. (i) Items that will not be reclassified to Profit or loss			
	Other comprehensive income/(Loss) arising from discontinued operations	29		(3.41)
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss			

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31 03 2018** (in ₹ Million)

PARTICULARS	Note No	31ST MARCH 2018	31ST MARCH 2017
B. (i) Items that may be reclassified to profit or loss			
B. (ii) Income tax relating to items that may be reclassified to profit or loss			
XV Total other comprehensive income A(I+II)+B(I+II)			(3.41)
XVI Total comprehensive income for the period (XIII+XV)		319.86	(32.54)
Earning per equity share (for continuing operation)			
(i) Basic		(3.62)	(12.34)
(ii) Diluted		(3.62)	(12.34)
Earning per equity share (for discontinued operation)			
(i) Basic		18.15	10.37
(ii) Diluted		18.15	10.37
Earning per equity share (for discontinued and continuing operation)			
(i) Basic		14.54	(1.97)
(ii) Diluted		14.54	(1.97)
Significant Accounting Policies & Notes on Financial Statements	1 to 68		

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J.SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018**B.SWAMINATHAN**

Chief Financial Officer

W.S. INDUSTRIES (INDIA) LIMITED

STATEMENT OF CHANGES IN EQUITIES FOR THE PERIOD ENDED 31ST MARCH 2018

in ₹ Million

a) Equity Share Capital

Balance at 1st April 2016	Changes in equity share capital during the year	Balance at 31st Mar 2017
211.40		211.40

Balance at 1st April 2017	Changes in equity share capital during the year	Balance at 31st Mar 2018
211.40		211.40

b) Other Equity

Particulars	Reserves & surplus							Total
	Capital Reserve	Share Premium	Revaluation Reserve	Revaluation Reserve - Ind AS	Capital Redemption Reserve	Special General Reserve	Retained Earnings	
Balance at 1st April 2016	9.95	180.50	664.11	(2.02)	176.16	25.81	(2393.00)	(1338.49)
Profit/(Loss) for the year							(29.13)	(29.13)
Other comprehensive income/(Loss) arising from discontinued operations							(3.41)	(3.41)
Total Comprehensive income for the year	9.95	180.50	664.11	(2.02)	176.16	25.81	(2425.54)	(1371.03)
Balance at 31st Mar 2017	9.95	180.50	664.11	(2.02)	176.16	25.81	(2425.54)	(1371.03)

Particulars	Reserves & surplus							Total
	Capital Reserve	Share Premium	Revaluation Reserve	Revaluation Reserve - Ind AS	Capital Redemption Reserve	Special General Reserve	Retained Earnings	
Balance at 1st April 2017	9.95	180.50	664.11	(2.02)	176.16	25.81	(2425.54)	(1371.03)
Profit/(Loss) for the year							319.85	319.85
Other comprehensive income/(Loss) arising from discontinued operations								
Total Comprehensive income for the year	9.95	180.50	664.11	(2.02)	176.16	25.81	(2105.69)	(1051.18)
Balance at 31st Mar 2018	9.95	180.50	664.11	(2.02)	176.16	25.81	(2105.69)	(1051.18)

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants
Firm No.: 012192S

J.SRIDHARAN
Director

R. KARTHIK
Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B.SWAMINATHAN
Chief Financial Officer



STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2018 (in ₹ Million)

PARTICULARS	31 ST MARCH 2018	31 ST MARCH 2017
A OPERATING ACTIVITIES:		
Profit before tax from continuing operations	(63.91)	(248.29)
Profit/(loss) before tax from discontinued operations	383.77	219.16
Profit before tax	319.86	(29.13)
<i><u>Adjustments to reconcile profit before tax to net cash flows:</u></i>		
Other comprehensive income/(Loss) arising from discontinued operations will not be reclassified to Profit or loss		(3.41)
Depreciation and impairment of property, plant and equipment	91.67	91.37
Net foreign exchange differences	(0.91)	(0.88)
Loss on disposal of property, plant and equipment	0.12	0.74
Gain on disposal of property, plant and equipment		(0.01)
Finance costs (including fair value change in financial instruments)	0.41	2.00
Impairment of Non Current Asset held	9.36	2.27
<i><u>Working capital adjustments:</u></i>		
Movements in provisions, gratuity and government grants	(11.16)	(34.83)
Increase in trade and other receivables and prepayments	286.87	45.72
Decrease in inventories	4.15	236.92
Decrease in trade and other payables	(213.35)	(20.60)
(Increase)/Decrease in other Current Assets	6.30	(208.67)
Increase/(Decrease) in Liabilities and Provisions	(609.53)	(24.00)
	(116.21)	57.49
Income Tax Paid		
Net cash flows from operating activities	(116.21)	57.49
B INVESTING ACTIVITIES:		
Proceeds from sale of property, plant and equipment		0.02
Purchase of property, plant and equipment		(2.89)
Net cash flows used in investing activities		(2.87)

W.S. INDUSTRIES (INDIA) LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 03 2018

(in ₹ Million)

PARTICULARS	31 ST MARCH 2018	31 ST MARCH 2017
C FINANCING ACTIVITIES:		
Interest paid	(0.41)	(2.00)
Proceeds from borrowings	66.17	1.58
Net cash flows from/(used in) financing activities	65.76	(0.42)
Net increase in cash and cash equivalents	(50.45)	54.19
Net foreign exchange difference	0.91	0.88
Cash and cash equivalents at the beginning of the year	63.91	8.84
Cash and cash equivalents at year end	14.37	63.91

Notes on Statement of Cash Flow:

- 1 Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received/Paid , Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid , which have been considered on the basis of actual movement of cash with necessary adjustments in corresponding assets and Liabilities.
- 2 Purchase of Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between beginning and end of the year.

3 Cash and cash equivalents		
Cash and Bank Balances	14.37	63.91
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	14.37	63.91

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants
Firm No.: 012192S

J.SRIDHARAN
Director

R. KARTHIK
Director

D.SHARATH KUMAR

Partner
Membership No.: 024568

Chennai
30th May 2018

B.SWAMINATHAN
Chief Financial Officer



Notes forming part of the Balance Sheet as at 31st March 2018 and Statement of Profit and Loss for the period ended 31st March 2018

NOTE

1 SIGNIFICANT ACCOUNTING POLICIES

General

(a) Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Previous periods have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (“Previous GAAP”) to Ind AS of shareholders’ equity as at March 31,2017 and April 1,2016 and of the comprehensive net income for the year ended March 31,2017.

These financials statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act,2013.

(b) Basis of Presentation

The Financial Statements have been prepared on the historical cost convention on a going concern basis and in accordance with Ind AS and complying with the applicable Accounting Standards.

(c) Property, Plant and Equipment

Property, Plant and Equipment are stated at acquisition/historical cost and include expenditure incurred up to the date the asset is put to use (as reduced by Cenvat/VAT/ GST credit wherever applicable) less accumulated depreciation (other than freehold land) and impairment loss, if any.

Depreciation on Building, Plant and Machinery and Electrical Installations has been provided on Straight Line Method and on other assets on Written Down Value basis in accordance with the rates prescribed under Part ‘C’ of Schedule II of the Companies Act 2013, which is also estimated by the management to be the estimated useful life of the said assets. Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

Cost of the Leasehold rights in land is amortised over the primary lease period.

Expenses incurred during the construction period prior to commencement of production are classified and disclosed under Capital Work-in-progress

The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

(d) Investments:

Investments in shares in Subsidiary and Associate Companies being long term in nature, are stated at acquisition cost. Current investments are valued at lower of Cost and Net Asset Value.

W.S. INDUSTRIES (INDIA) LIMITED

(e) Current Assets:

Inventories

- i. Raw materials, Packing materials and stores and spares (other than bonded materials) have been valued at weighted average cost and includes freight, taxes and duties, net of Cenvat/VAT/GST credit, wherever applicable.
- ii. Bonded materials are valued at CIF value and Material in Transit at cost.
- iii. Work-in-progress has been valued at cost or Net Realisable Value, whichever is lower.
- iv. Finished Goods have been valued at cost or Net Realisable Value, whichever is lower and inclusive of Excise Duty.
- v. Raw Materials, packing materials, Stores and Spares, bonded materials, materials in transit, work-in-process and finished goods are as per inventories taken, valued as per the standard accounting practices and valuation policies followed by the Company.

Others:

Sundry Debtors are stated after providing for Bad Debts/recoveries.

(f) Foreign Currency transactions:

Transactions in foreign exchange are accounted for at the rates prevailing on the dates of the transactions.

Exchange difference, arising on forward contracts, is recognized as income or expense.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the rate of exchange prevailing at the year end. The resultant difference, if any, is dealt with appropriately in the accounts in accordance with the Ind AS 21.

(g) Sales:

Net Sales are after trade discounts and inclusive of price variation claims and Receipts from Turnkey Contracts.

(h) Retirement benefits:

Fixed contributions to Employees' Provident Fund and Superannuation Fund are charged off in the accounts. Contribution to Gratuity is covered under a Master Policy with Life Insurance Corporation of India and the annual premium ascertained based on Actuarial valuation has been charged to Profit and Loss Account. Earned Leave salary to eligible employees as per Company's policy ascertained on actuarial basis has been provided for in the Accounts.

(i) Amortization of Deferred Revenue Expenditure:

Expenditure incurred under Voluntary Retirement / settlements made are expensed during the year.

(j) Research & Development:

Revenue expenditure on research and development are expensed in the year in which they are incurred. Capital expenditure on research and development is shown under fixed assets.

(k) Impairment of Assets

Impairment loss, if any, is provided to the extent the carrying amount of the assets exceeds their recoverable amount.



(l) Deferred Tax:

Deferred Tax is recognized on timing differences, being the difference between the carrying amount of an asset or liability in the balance sheet and its tax base that originate in one period and are capable of reversing in one or more subsequent periods. Deferred Tax assets are recognized only to the extent there is a virtual certainty of its realization.

(m) Lease & Rentals

Receipts: Lease and rental receipts in respect of assets leased/rented out are accounted, in accordance with the terms and conditions of the lease/rental agreements entered into with the lessees/tenants and are in accordance with conditions specified in Ind AS 17.

Lease payments on assets taken on lease are recognized as an expense on a straight line basis over the lease term.

(n) Contingent Liability:

Contingent Liability is disclosed for (i) Possible obligations where the probability of the final outcome in favour of the company is not certain, or (ii) Obligations likely to arise out of past events where it is unlikely that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

2 Operations review:

- a) During the year under review, there was no production in the Chennai and Vizag plants.
- b) The heavy rains and floods in Chennai in Nov. and Dec. 2015 caused flooding within the Company's premises resulting in soiling of facilities and records. The company has been unable to make a detailed assessment and implement repair and salvage measures due to past labour unrest and lack of appropriate manpower.
- c) The Company will implement a revival plan after finalizing the same in consultation with financial institutions.

3 Segment

The Company has two reportable business segments, namely, i) Electro – Porcelain products and ii) Turnkey Projects.

4 First time adoption of IND AS

The company has restated the Financial Statements as on 1st April 2016 (Opening), being the transition date on the following basis:

- a) Plant, property and Equipment:

The company has elected to continue with the carrying cost of all PPE as per previous GAAP as at 1st April 2016 (Transition date) as the deemed cost as on the transition date.

- b) Investments in Subsidiary:

The company has elected to carry its investments in the Subsidiary at deemed cost, which is the previous GAAP carrying amount at the date of transition.

- c) Classification and measurement of financial assets:

The company has evaluated the facts and circumstances existing on the date of transition to IND AS for the purpose of classification and measurement of financial assets and accordingly has classified and measured financial assets on the date of transition.

W.S. INDUSTRIES (INDIA) LIMITED

Notes forming part of Balance Sheet as on 31-Mar-2018

Property, Plant and Equipment

FY 2017-2018

NOTE : 05

in ₹ Million

	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 1 st April 2017	Additions	Deletions	Balance as at 31 st March 2018	Balance as at 1 st April 2017	Depreciation charge for the year	Deletions	Balance as at 31 st March 2018	WDV as on 31 st March 2018	WDV as on 31 st March 2017
1. Property, Plant and Equipment										
Land	48.01			48.01	11.64	1.45		13.09	34.92	36.37
Buildings	439.27			439.27	127.91	12.59		140.50	298.77	311.36
Plant and Machinery including Electrical Installations	1011.44		0.77	1010.67	433.03	76.41	0.75	508.68	501.99	578.42
Furniture and Fixtures	9.90		0.22	9.68	7.27	0.63	0.12	7.79	1.90	2.62
Office Equipments	16.74		0.01	16.74	13.00	0.53	0.01	13.53	3.21	3.74
Vehicles	1.08			1.07	0.84	0.05		0.89	0.18	0.24
Total	1526.44		1.00	1525.44	593.69	91.66	0.88	684.48	840.97	932.75
2. Capital Work In Progress	7.04			7.04					7.04	7.04
3. Non Current Assets held *	730.94	0.86	55.32	676.48	53.11	0.05	45.14	8.01	668.46	677.83
Grand Total	2264.42	0.86	56.32	2208.96	646.80	91.71	46.02	692.49	1516.47	1617.62

* Non Current Assets held pertains to Chennai Insulator Division which is being considered as discontinued operation.



Property, Plant and Equipment

FY 2016-2017

NOTE : 05

in ₹ Million

	Gross Block			Accumulated Depreciation				NET BLOCK		
	Balance as at 1 st April 2016	Additions	Deletions	Balance as at 31 st March 2017	Balance as at 1 st April 2016	Depreciation charge for the year	Deletions	Balance as at 31 st March 2017	WDV as on 31 st March 2017	WDV as on 1 st April 2016
1. Property, Plant and Equipment										
Land	48.01			48.01	10.18	1.45		11.64	36.37	37.83
Buildings	436.54	3.41	0.69	439.27	115.31	12.60		127.91	311.36	321.23
Plant and Machinery including Electrical Installations	1011.39	0.10	0.05	1011.44	356.68	76.39	0.04	433.03	578.42	654.71
Furniture and Fixtures	9.83	0.13	0.06	9.90	6.80	0.48	0.01	7.27	2.62	3.03
Office Equipments	16.66	0.09		16.74	12.61	0.39		13.00	3.74	4.05
Vehicles	1.08			1.08	0.79	0.05		0.84	0.24	0.28
Total	1523.51	3.73	0.80	1526.44	502.37	91.36	0.05	593.69	932.75	1021.13
2. Capital Work In Progress	7.88	2.73	3.57	7.04					7.04	7.88
3. Non Current Assets held *	730.94			730.94	50.84	2.27		53.11	677.83	680.10
Grand Total	2262.33	6.46	4.37	2264.42	553.21	93.63	0.05	646.80	1617.62	1709.11

* Non Current Assets held pertains to Chennai Insulator Division which is being considered as discontinued operation.

W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31-MAR-2018

NON CURRENT ASSETS

in ₹ Million

Note 6 INVESTMENT

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<u>Non Current</u> Unquoted -Investment in Equity Instruments - 50100 Equity Shares of face value of Rs. 10/- each in W.S.T & D Ltd.	0.50	0.50	0.50
Total	0.50	0.50	0.50

Note 7 OTHER NON CURRENT ASSETS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
(1) Advances Other than Capital Advances Deposits	3.52	4.61	4.60
(2) Others (Specify nature)			
(a) Deferred Revenue Expenditure			10.50
(b) Prepaid Expenses	0.24	0.59	0.06
Total	3.76	5.20	15.16

CURRENT ASSETS

Note 8 INVENTORIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
(a) Raw Materials	1.60	2.60	48.40
(b) Work-in-Process	5.50	8.71	174.16
(c) Finished Goods	3.68	4.14	16.65
(d) Stores / Spares (including coal, fuel and packing material)	0.73	0.21	13.35
Total	11.51	15.66	252.56

For method of Valuation, please refer Note No. 1(e)



Note 9

TRADE RECEIVABLES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<u>Current</u>			
Trade Receivables			
Unsecured considered good	28.25	315.12	360.84
Total	28.25	315.12	360.84

Note 10

CASH AND CASH EQUIVALENTS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
(a) Balances with Banks	14.36	33.90	7.99
(b) Cash on hand	0.01	0.01	0.85
(c) Deposits with bank		30.00	
Total	14.37	63.91	8.84

Note 11

CURRENT TAX ASSETS AND LIABILITIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<u>Current Tax Assets</u>			
Tax deducted at source	11.27	11.04	10.84
Total	11.27	11.04	10.84
<u>Current Tax Liabilities</u>			
Income Tax (Net of Payments)	4.08	4.08	4.08
Total	4.08	4.08	4.08

Note 12

OTHER CURRENT ASSETS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
a. Advances Other than Capital Advances			
(a) Deposits	15.38	11.47	6.35
(b) Advances to related parties	520.41	553.01	300.03
b. Others (Specify nature)			
(a) Prepaid Expenses	1.08	0.17	2.37
(b) Deferred Revenue Expenditure			4.97
(c) Others	969.27	946.59	979.08
Total	1506.14	1511.24	1292.80

W.S. INDUSTRIES (INDIA) LIMITED

Note 13

EQUITY SHARE CAPITAL

Note: A

in ₹ Million

Particulars	As on 31 st March 2018		As on 31 st March 2017		As on 1 st April 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised						
Equity Shares of ₹ 10 each	35000000	350.00	35000000	350.00	35000000	350.00
Cumulative Redeemable Preference Shares of ₹ 100 each	1500000	150.00	1500000	150.00	1500000	150.00
Issued						
Equity Shares of ₹ 10 each	21139789	211.40	21139789	211.40	21139789	211.40
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50	1275000	127.50
Subscribed & Paid Up						
Equity Shares of ₹ 10 each	21139789	211.40	21139789	211.40	21139789	211.40
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50	1275000	127.50

Note: B

Shareholders holding more than 5% of the shares	Equity Shares					
	As at 31 st March 2018		As at 31 st March 2017		1 st April 2016	
Name of Shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
W.S. International (P) Ltd.	1119798	5%	1119798	5%	1119798	5%
Blue Chip Investments (P) Ltd.	4096138	19%	4096138	19%	4096138	19%
Credit Renaissance Fund Ltd.			2520000	12%	2520000	12%
East Sail	1985577	9%	1985577	9%	1985577	9%



Note 14

(in ₹ Million)

OTHER EQUITIES

RESERVES AND SURPLUS

Particulars	As at 31st March 2018	As at 31st March 2017	1st April 2016
a) General reserve			
b) Capital Reserve	9.95	9.95	9.95
c) Share Premium Account	180.50	180.50	180.50
d) Revaluation Reserve	664.11	664.11	664.11
e) Revaluation Reserve - IND AS	(2.02)	(2.02)	(2.02)
f) Capital Redemption Reserve	176.16	176.16	176.16
g) Special General Reserve	25.81	25.81	25.81
h) Retained earnings	(2105.68)	(2425.54)	(2393.00)
Total	(1051.17)	(1371.03)	(1338.49)

RETAINED EARNINGS

Particulars	As at 31st March 2018	As at 31st March 2017
Balance at beginning of Year	(2425.54)	(2393.00)
Profit for the Year	319.85	(29.13)
Other comprehensive income/(Loss) arising from discontinued operations		(3.41)
Balance at end of Year	(2105.69)	(2425.54)

NON CURRENT LIABILITIES

Note 15

PREFERENCE SHARE CAPITAL

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Non Current Unsecured			
1275000 Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid - up	127.50	127.50	127.50
Total	127.50	127.50	127.50

W.S. INDUSTRIES (INDIA) LIMITED

Note: Shareholders holding more than 5% of the shares	Preference Shares					
	As at 31 st March 2018		As at 31 st March 2017		1 st April 2016	
Name of Shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vensunar Holdings (P) Ltd.	925000	73%				
Credit Renaissance Fund Ltd.			760000	60%	760000	60%
Credit Renaissance Development Fund L.P.			165000	13%	165000	13%
Vensunar (P) Ltd.	350000	27%	350000	27%	350000	27%

The 925000 Non-convertible, Redeemable and cumulative Preference Shares of ₹ 100/- each fully paid up with coupon rate of 5% / 7.5% subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 1st April 2017 has been extended by the above shareholder for a further period of 18 months, i.e., upto 30th Sept. 2018.

350000 Non-convertible, Redeemable and cumulative Preference Shares Rs. 100/- each fully paid up with a coupon rate of 10% subscribed by Vensunar (P) Ltd. which are due for redemption on 28 02 2018 has been extended by the above shareholder for a further period of one year, i.e., upto 28th Feb. 2019.

Note 16

BORROWINGS

(in ₹ Million)

	31-Mar-18	31-Mar-17	1-Apr-16
<u>Current</u>			
Unsecured			
Loan from Others	150.70		
Secured			
Loan repayable on demand			
(a) Working capital borrowing from banks	24.98	24.98	23.60
(b) Others		60.00	60.00
Total	175.68	84.98	83.60

Working Capital facilities availed from Banks are secured by the Hypothecation of Stocks of Raw Materials, Stores, Spares (not relating to Plant and Machinery), Work-in-Progress, Finished Goods, Book Debts and Documentary Bills. They are further secured by a Second Charge on the block assets of the company situated at Chennai unit except to the extent of 15.08 acres of land on which charge has been ceded, ranking pari-passu among themselves.



(in ₹ Million)

Note 17
TRADE PAYABLES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<i>Current</i>			
Trade Payables	281.59	494.94	515.53
Total	281.59	494.94	515.53

CURRENT LIABILITIES

Note 18
Other Financial Liabilities

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Current Maturities of Long-term borrowings *	2754.25	2844.85	2844.65
Interest accrued but not due on loans	0.53	60.26	60.26
Interest accrued and due on loans @	430.35	304.54	304.54
Interest accrued and due on NCDs #	83.31	83.31	83.31
Total	3268.44	3292.96	3292.76

* Period and amount of dues: ₹ 2754.25 Million has fallen due on or before 31st March 2016

@ Period and amount of dues: ₹ 430.35 Million has fallen due on or before 31st March 2016

Period and amount of dues: ₹ 83.31 Million has fallen due on or before 31st March 2016

The above Long Term Loans are secured by the :

First charge on the company's immovable and movable fixed assets, present and future, as set out hereunder:

- i) Term Loans availed and outstanding to Banks, aggregating to ₹ 40.14 million are secured by the first charge on the block assets of the company situated at the Chennai Plant except to the extent of 15.08 acres of land on pari passu basis and in respect of vacant land of the company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry.
- ii) Working Capital Term Loans and Funded Interest Term Loans outstanding to banks, aggregating to ₹ 73.55 million are secured primarily by a first charge on the current assets of the company and further secured by a second charge on the Fixed assets of the Company excluding specific charges and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry on pari passu basis.
- iii) Security has been created on NCD of ₹ 240 million in favour of IDBI Trusteeship Services Limited on behalf of the Debentureholders and in favour of Allium Finance Ltd. and Edelweiss Asset Reconstruction Company Ltd. for the Term Loans aggregating to ₹ 797.50 million on the block assets of the company situated at the Vizag Plant and on

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5 acres of land situated at Porur, Chennai and in respect of vacant land of the Company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry on pari passu basis among these lenders and pledge of 29,70,000 equity shares of the Promoters.

- iv) Security Receipts of ₹ 249.62 million classified as Term Loan from other than Banks are secured by Block Assets of the company situated at Chennai except for 15.08 acres of land and also secured by block assets of the company situated at Vizag.
- v) For the facilities assigned by Punjab National Bank and Indian Overseas Bank, for ₹ 1353.44 million in favour of Edelweiss Asset Reconstruction Company Ltd., Term Loans are secured by the first charge on the Block Assets of the Company situated at the Chennai Plant except to the extent of 15.08 Acres of land on paripassu basis and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry and Working Capital loans are secured primarily by a first charge on the current assets of the company and further secured by a second charge on the Fixed Assets of the company excluding specific charges and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry on paripassu basis.

Terms of Repayment

The facilities extended to the company have been declared as Non-performing Assets with the respective Banks/ Financial Institutions.

Note 19

PROVISIONS

in ₹ Million

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<u>Current</u>			
Employee Benefits			
Provision for Employee Benefits	0.89	12.05	46.88
Total	0.89	12.05	46.88

Note 20

OTHER CURRENTLIABILITIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Other Payables			
a) Liabilities-Expenses	39.26	105.25	239.55
b) Other Liabilities	24.62	578.16	457.34
c) Unclaimed Dividend	-	-	0.91
d) Advance from customer	-	-	9.61
e) Refundable Deposit	10.00	-	-
Total	73.88	683.41	707.41


Note 21
REVENUE FROM OPERATION

in ₹ Million

PARTICULARS	31-Mar-18	31-Mar-17
(a) Sales of Products		
Insulator Products		
Turnkey Products		13.74
Total (Gross)		13.74
Total (Gross)		13.74
(b) Other Operating Revenues		
Sale of Scrap and others	22.54	0.71
	22.54	0.71
Add: Excise Duty on		
Sales		0.19
Total (Gross)	22.54	0.91
Total	22.54	14.65

Note 22

in ₹ Million

OTHER INCOME

PARTICULARS	31-Mar-18	31-Mar-17
Other Receipts	0.14	0.23
Profit on Sale of Fixed Assets		0.01
Liabilities written back	11.51	16.77
Gain/(Loss) on financial assets carried at FVTPL	0.02	(0.01)
Total	11.67	17.00

Note 23
COST OF MATERIALS CONSUMED

PARTICULARS	31-Mar-18	31-Mar-17
Clays and Minerals	1.21	22.74
Metal Parts		5.92
Others	0.00	8.43
Total	1.21	37.09

W.S. INDUSTRIES (INDIA) LIMITED

Note 24

in ₹ Million

CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

PARTICULARS	31-Mar-18	31-Mar-17
Opening Stock :		
Work-in-Process	5.50	110.01
Finished Goods	0.85	7.73
Sub Total	6.35	117.74
Closing Stock :		
Work-in-Process	5.50	5.50
Finished Goods	0.75	0.85
Sub Total	6.25	6.35
Total (Increase)/Decrease in stock	0.10	111.39

Note 25

EMPLOYEE BENEFITS EXPENSE

PARTICULARS	31-Mar-18	31-Mar-17
Salaries, Wages, Bonus and Settlement	2.88	9.08
Contribution to PF, ESI, Gratuity, etc.,	0.02	0.80
Welfare Expenses	0.09	1.19
Total	2.99	11.07

Note 26

FINANCE COSTS

PARTICULARS	31-Mar-18	31-Mar-17
Interest Expense	0.40	2.01
Bank Charges	0.01	(0.02)
Net (gain) / loss on foreign currency transactions	(0.91)	
Total	(0.50)	1.99

Note 27

OTHER EXPENSES

PARTICULARS	31-Mar-18	31-Mar-17
Consumption of Stores and Spares	0.05	0.58
Power and Fuel	0.85	1.76
Rates and Taxes	2.18	1.39
Insurance	1.41	2.19
Repairs and Maintenance:		
Plant & Machinery	0.08	5.18
Other Assets	0.32	0.24
Travelling and Conveyance	0.94	1.66
Security Services	1.73	1.82



in ₹ Million

PARTICULARS	31-Mar-18	31-Mar-17
Subcontract Charges	0.84	6.77
Recovery Supply Bills		2.66
Legal fees & Expenses	0.01	0.01
Consultants Fees	3.35	0.44
Others	(9.10)	2.15
Total	2.66	26.85

Note 28**DISCONTINUED OPERATIONS**

PARTICULARS	31-Mar-18	31-Mar-17
Revenue *	548.46	480.68
Expenses *	(154.43)	(226.92)
Finance Cost *	(10.26)	(34.60)
Profit / (Loss) before tax from a discontinued operation	383.77	219.16

* Chennai Insulator Division is being considered as discontinued operations

Note 29**Other comprehensive income/(Loss) arising from discontinued operations**

PARTICULARS	31-Mar-18	31-Mar-17
Employee benefits at actuals		(3.41)
Total		(3.41)

W.S. INDUSTRIES (INDIA) LIMITED

Note 30

I - Disclosure of Fair value Measurements

(a) Financial Instruments by category:-

in ₹ Million

The following table provides categorization of all financial instruments

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2018					
Financial Assets					
Investments			0.50	0.50	0.50
Trade Receivables	28.25			28.25	28.25
Cash and Cash Equivalents	14.37			14.37	14.37
Financial Liabilities					
Borrowings	175.68			175.68	175.68
Preference Share Capital	127.50			127.50	127.50
Trade Payables	281.59			281.59	281.59
Other financial liabilities	3268.43			3268.43	3268.43
As at 31-03-2017					
Financial Assets					
Investments			0.50	0.50	0.50
Trade Receivables	315.12			315.12	315.12
Cash and Cash Equivalents	63.91			63.91	63.91
Financial Liabilities					
Borrowings	84.98			84.98	84.98
Preference Share Capital	127.50			127.50	127.50
Trade Payables	494.94			494.94	494.94
Other financial liabilities	3292.96			3292.96	3292.96
As at 01-04-2016					
Financial Assets					
Investments			0.50	0.50	0.50
Trade Receivables	360.84			360.84	360.84
Cash and Cash Equivalents	14.37			14.37	14.37
Financial Liabilities					
Borrowings	83.60			83.60	83.60
Preference Share Capital	127.50			127.50	127.50
Trade Payables	515.53			515.53	515.53
Other financial liabilities	3292.76			3292.76	3292.76



(b) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by Valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

Particulars	Level 1	Level 2	Level 3	Total
Financial Instruments at FVTOCI				
Investment in unlisted equity securities				
As at 31-03-2018			0.50	0.50
As at 31-03-2017			0.50	0.50
As at 01-04-2016			0.50	0.50

Valuation technique used to determine the fair value

The significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instruments	Valuation technique	Remarks
Investment in Unlisted securities	At Book Value	Since it is a subsidiary, carried at cost

II - Financial Risk Management

The Board of Directors (BOD) has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyse the risk faced by the Company. Risk Management systems are reviewed by the BOD periodically to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures develop a disciplined and constructive controlled environment. The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

W.S. INDUSTRIES (INDIA) LIMITED

The company has the following financial risks:

Categories of Risk	Nature of Risk
Credit Risk	Receivables
	Financial Instruments and cash deposits
Liquidity Risk	Fund Management
Market Risk	Foreign Currency Risk
	Cash flow and fair value interest rate risk

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risks:

1. Credit Risk

Credit Risk is the risk of financial loss to the Company if the customer or counterparty to the financial instruments fails to meet its contractual obligations and arises principally from the Company's receivables, treasury operations and other operations that are in the nature of lease.

a) Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company extended credit to its customers in the normal course of business by considering the factors such as financial reliability of customers. The Company evaluates the concentration of the risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. In case of Corporate / Export Customer, credit risks are mitigated by way of enforceable securities. However, unsecured credits are extended based on creditworthiness of the customers on case to case basis.

b) Financial Instruments and Cash deposits

Investments are made only with the approved counterparties. The Company places its cash equivalents based on the creditworthiness of the financial institutions.

2. Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long term funding and liquidity management requirements.

Maturities of Financial Liabilities				in ₹ Million
Nature of Financial Liability	< 1 Year	1-5 Years	> 5 Years	Total
As at 31-03-2018				
Borrowing from Banks	24.98			24.98
Trade payable	281.59			281.59
Other financial Liability	3419.13			3419.13
As at 31-03-2017				
Borrowing from Banks	24.98			24.98
Trade payable	494.94			494.94
Other financial Liability	3352.96			3352.96
As at 01-04-2016				
Borrowing from Banks	23.60			23.60
Trade payable	515.53			515.53
Other financial Liability	3352.76			3352.76



3. Market Risk

a) Foreign Currency Risk

The Company's exposure in foreign currency denominated transactions in connection with import of raw materials, capital goods & spares, besides exports of finished goods in foreign currency, gives rise to exchange rate fluctuation risk. The Company has following policies to mitigate this risk.

Decisions regarding borrowing in Foreign Currency and hedging thereof, and the quantum of coverage is driven by the necessity to keep the cost comparable. Foreign Currency loans, imports and exports transactions are hedged by way of forward contract after taking into consideration the anticipated Foreign exchange inflows/ outflows, timing of cash flows, tenure of the forward contract and prevailing Foreign exchange market conditions.

The company's exposure to foreign currency risk (Un –hedged) as detailed below:

Currency	Trade Payables	Trade and other Receivables	Balance with Banks
In USD			
As at 31-03-2018	484774	5490	
As at 31-03-2017	484774	5490	
As at 01-04-2016	484774	5490	
In EURO			
As at 31-03-2018	53969	(175641)	
As at 31-03-2017	53969	(175641)	
As at 01-04-2016	53969	(175641)	
In GBP			
As at 31-03-2018	14407		
As at 31-03-2017	14407		
As at 01-04-2016	14407		

Risk sensitivity on foreign currency fluctuation

Foreign Currency	31-03-2018		31-03-2017	
	3% Increase	3% Decrease	3% Increase	3% Decrease
USD	493662	464905	493662	464905
EURO	236498	222722	236498	222722
GBP	14839	13975	14839	13975

b) Cash flow and fair value interest rate risk

Interest rate risk arises from short term borrowings with variable rates which exposed the Company to cash flow interest rate risk. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost.

However the facilities extended to the Company have been declared as Non Performing Assets with the respective Banks / financial institutions as referred in Note No. 56

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IV) Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the Shareholders' wealth. The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants.

However, the accumulated losses of the company are more than its net worth and the company had been referred to BIFR. The Company will implement a revival plan after finalizing the same in consultation with financial institutions.

Note 31

in ₹ Million

CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR

PARTICULARS	31-Mar-18	31-Mar-17
I Contingent Liabilities		
(a) Guarantees	27.91	85.70
(b) Corporate Guarantees issued	1.26	1.26
(c) Customs Duty and interest thereon on Bonded Materials	2.45	1.47
(d) Arrears of dividend on Cumulative redeemable Preference Shares	84.52	71.95
(e) Labour Disputes	13.60	13.50
(f) Additional Demand on account of reassessment of Property Tax		14.36
(g) Additional Demand for Panchayat Licence Fees	0.30	0.30
II Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for -		0.40
(ii) Due to the strained financial position of the company, individual settlements with the workers have been initiated. Settlement to the remaining workers on similar basis amounts to-	1.04	33.20

Note 32

	31-Mar-18	31-Mar-17
Payment to Auditor		
<u>As auditor:</u>		
Audit Fee	0.30	0.30
Tax Audit Fee	0.02	0.02
Limited Review	0.02	0.02
<u>In other capacity:</u>		
Other services (Certification Fees)	0.01	0.03
	0.35	0.37



PARTICULARS		31-Mar-18		31-Mar-17	
Note 33	Value of imports on CIF basis (including Materials in transit)				
	Raw Materials				
	Components and Spare Parts				
Note 34	Value of Raw Materials (including Components) and Stores/Spare Parts consumed				
	i) RAW MATERIALS				
	Imported	1.19	98%	23.34	63%
	Indigenous	0.02	2%	13.75	37%
		1.21	100%	37.09	100%
	ii) STORES/SPARE PARTS				
	Imported		0%	1.52	25%
	Indigenous	0.45	100%	4.47	75%
		0.45	100%	5.99	100%
Note 35	Amounts remitted in foreign currencies:				
	Others				
Note 36	Earnings in Foreign Exchange				
	Physical Exports				
Note 37	Employee cost includes:				
	(a) Research and Development:				
	(i) Salaries and Wages				
	(ii) Contribution to Provident Fund				
	(b) Repairs and Maintenance:				
	(i) Salaries and Wages				
	(ii) Contribution to Provident Fund				

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Note 38

The arbitration in respect of the dispute pertaining to the Framework Agreement with Mantri Premier Homes Private Limited and Mantri Developers Private Limited, has been settled and all litigation pertaining to the said dispute before various forums has been closed.

Note 39

In the matter pertaining to the dispute with M/s Pragathi Fabricators, with reference to the order of A.P.State Micro & Small Enterprises Facilitation Council, Hyderabad, in pursuance to the High Court order, directing the City Civil Court to reassess the case, the said court had taken up the matter for hearing. The petition filed by M/s. Pragathi Fabricators seeking additional deposit by the company was dismissed by the XXV Additional Chief Judge, City Civil Court, Hyderabad.

Note 40

The matter pertaining to the summary suit filed by Balaji Electrical Insulators P Ltd. before the Civil Judge Ahmedabad, Mirzapur is pending before the said court.

Note 41

Vacant land of the company admeasuring 2 acres 12 Guntas (2.3 acres) in Survey No.80, Block Nos. 9-20 of Settigere Village, Karnataka has been transferred to M/s. Trinity Infraventures Limited as provided for in the agreement executed with them.

Note 42

Roto Pumps Ltd., a supplier has filed a summary suit before the Civil Court, Noida, for recovery of amounts due to them and the Company has taken steps to defend the same.

Note 43

The District Revenue Officer of Thiruvallur District had passed orders with reference to change in patta pertaining to certain lands owned by the Company (as reported last year). The matter underwent several rounds of litigations and is currently before the Hon'ble Supreme Court of India which has ordered status quo ante.

Note 44

The Company has filed Writ Petitions before the Madras High Court against the retrospective increase in levy of corporation tax for which the Hon'ble Madras High Court has directed Taxation Appellate Tribunal, Chennai to hear the matter.

The interim stay granted in the matter of the writ petition filed by the company before the Madras High Court for stay of proceedings before the Joint Commissioner of Labour, continues.



Note 45

SEGMENT DISCLOSURE

A. PRIMARY SEGMENT INFORMATION

in ₹ Million

Particulars	Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Total
	2017-18			2016-17			2015-16		
1 REVENUE									
Gross Sales	22.54		22.54	0.91	13.74	14.65	12.29	32.88	45.17
Less: Excise Duty				0.19		0.19	1.08		1.08
Net Sales	22.54		22.54	0.71	13.74	14.46	11.21	32.88	44.09
2 RESULT									
Segment result - EBIT	(66.63)	(9.45)	(76.08)	(248.67)	(14.63)	(263.29)	(351.47)	(61.59)	(413.06)
Finance Charges (Net)			0.50			(1.99)			(12.93)
Other Income			11.67			16.99			5.99
Profit on sale of fixed assets (Net)						0.01			1.01
Income Tax									
Profit / (Loss) from Continuing Operations			(63.91)			(248.29)			(418.99)
Profit / (Loss) from Discontinued Operations			383.77			219.16			
Net Profit / (Loss) for the period			319.85			(29.13)			
Other Information									
Segment Assets	824.56	63.19	887.76	1200.05	70.51	1270.56	1559.57	82.84	1642.42
3 Unallocated Corporate Assets			1536.05			1591.89			2008.25
Non Current Assets held			668.46			677.83			
Total Assets			3092.27			3540.28			3650.67
Segment Liabilities	278.09	3.50	281.59	491.17	3.76	494.94	526.16	0.36	526.52
Unallocated Corporate Liabilities			3522.96			4077.48			4123.74
Total Liabilities			3804.55			4572.41			4650.26

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Particulars	Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Total
	2017-18			2016-17			2015-16		
Capital expenditure	0.86		0.86	2.89		2.89	6.61		6.61
Depreciation	91.61	0.06	91.67	91.28	0.09	91.37	115.63	0.15	115.78
Non-cash expenses other than depreciation									
B. SECONDARY SEGMENT INFORMATION									
Revenue by Geographical Market									
India	22.54		22.54	0.71	13.74	14.46	11.17	32.88	44.05
Rest of the World							0.04		0.04
Total	22.54		22.54	0.71	13.74	14.46	11.21	32.88	44.09

Notes to Segment Reporting

1 Business Segments:

The Company has considered business segment as the primary segment for disclosure. The business segments are:

Electro-porcelain products and Turnkey Projects.

2 Geographical Segments:

The geographical segments considered for disclosure are: India and Rest of the world.

3 Segmental assets includes all operating assets used by respective segment and consists principally of operating Debtors, Inventories and Fixed Assets net of allowances and provisions.

Segmental liabilities include all operating liabilities and consist primarily of Creditors and accrued liabilities.

Segment assets and liabilities do not include income tax assets and liabilities.

Note 46

Contribution to Gratuity is covered under a Master Policy with Life Insurance Corporation of India and the liability ascertained based on the actuals has been charged to Profit and Loss Account.

Note 47

Disclosure of Related Party transactions, as required under Indian Accounting Standard (IndAS 24) of The Companies (Indian Accounting Standards) Rules, 2015:



(a) List of Related Parties :

Subsidiary Company	Relative of Director	Other related parties
W.S.T & D Limited		

(b) Transactions with Related parties : (in ₹ million)

	Subsidiary Company	Director	Relative of Director	Other related parties
Receipt of outstanding against Sale of Investments	32.60			
Balance as on 31 03 2018: Receivable	520.41			

(c) Remuneration to Managing Directors / Wholetime Director

	This year		Previous year	
Salary				
Contribution to Provident & Other Funds				
Perquisites				

Note 48

The stock of inventory could not be physically verified during the year due to reasons indicated in Note 2. However the movement of materials is negligible after the last verification which was done in March 2015.

Note 49

Confirmation of balances from suppliers and customers could not be carried out for the period under review for the reasons indicated in Note 2.

Note 50

No Interest has been provided on the facilities availed from the banks/financial institutions since the Company will be seeking reliefs as part of the revival scheme being finalized for consideration and sanction by the appropriate authorities. The outstanding amounts as calculated by the respective institutions has been indicated to the Company while finalizing the terms of the various settlements entered into with Allium Finance Private Limited, IDBI Trusteeship Services Limited, Edelweiss Asset Reconstruction Company Limited in the capacity of trustee to Exim Bank, Punjab National Bank and Indian Overseas Bank, State Bank of India.

Note 51

Loss on Assets discarded during the year is ₹ 0.12 Million

Note 52

The disclosure as required under Ind-AS 19 – Employee Benefits has not been made for the period ended 31st March 2018 since actual liability has been provided for based on the settlements entered into with the employees.

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Note 53

RECONCILIATION OF EQUITY AS PREVIOUSLY REPORTED UNDER IGAAP TO IND AS

in ₹ Million

ASSETS	Note No	Previous GAAP 01 April 2016	Ind AS Adjustments	Ind AS	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
1. Non-Current Assets :							
(a) Property, Plant and Equipment	a,b.1	1700.19	(679.06)	1021.13	1609.63	(676.87)	932.76
(b) Capital Work in Progress		7.88		7.88	7.04		7.04
(c) Financial Assets :							
i. Investments		0.50		0.50	0.50		0.50
ii. Other financial assets							
(d) Deferred Tax Assets							
(e) Other Non- Current Assets	c.1	15.61	(0.45)	15.16	5.60	(0.40)	5.20
Total Non -Current Assets		1724.18	(679.51)	1044.67	1622.77	(677.27)	945.50
2. Current Assets :							
(a) Inventories	b.2	253.62	(1.04)	252.57	15.70	(0.05)	15.65
(b) Financial Assets :							
i. Trade Receivables		360.84		360.84	315.12		315.12
ii. Cash and Cash Equivalentents		8.84		8.84	63.91		63.91
iii. Other financial assets				-			
(c) Current Tax Assets (Net)		10.84		10.84	11.04		11.04
(d) Other Current Assets	c.2	1294.38	(1.57)	1292.81	1512.71	(1.47)	1511.24
Total Current Assets		1928.52	(2.61)	1925.90	1918.48	(1.52)	1916.96
3. Non Current Assets held	a		680.10	680.10		677.83	677.83
TOTAL ASSETS		3652.70	(2.02)	3650.67	3541.25	(0.97)	3540.29
EQUITY AND LIABILITIES							
1. Equity:							
(a) Equity Share Capital		211.40		211.40	211.40		211.40
(b) Other Equity	c.1,c.2, d.1,d.2	(1336.47)	(2.02)	(1338.49)	(1366.65)	(4.38)	(1371.03)
Total Equity		(1125.07)	(2.02)	(1127.09)	(1155.25)	(4.38)	(1159.63)



2. Liabilities:							
Non Current Liabilities :							
(a) Financial Liabilities							
i. Preference Share Capital		127.50		127.50	127.50		127.50
ii. Other financial liabilities							-
Total Non Current Liabilities		127.50		127.50	127.50		127.50
3. Current Liabilities :							
(a) Financial Liabilities							
i. Borrowings		83.60		83.60	84.98		84.98
ii. Trade Payables		515.53		515.53	494.94		494.94
iii. Other financial liabilities		3292.76		3292.75	3292.96		3292.96
(b) Provisions	d.1	46.88		46.88	8.64	3.41	12.05
(c) Current tax liabilities (Net)		4.08		4.08	4.08		4.08
(d) Other current liabilities		707.42		707.42	683.41		683.41
Total Current Liabilities		4650.27		4650.26	4569.00	3.41	4572.42
TOTAL EQUITY AND LIABILITIES		3652.70	(2.02)	3650.67	3541.25	(0.97)	3540.29

Notes to the Reconciliations of Equity		2015 - 2016	2016 - 2017
a	Ind AS 105 - Non-current Asset Held for Sale and Discontinued Operations requires disposal group to be identified as held for sale if the carrying amount will recover principally through sale transaction rather than through continuing use and a sale is highly probable. Ind AS 105 lays down detailed guidelines and criteria in this regard.	(680.10)	(677.83)
b.1	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given in the opening balance as on 01 April 2016.	1.04	0.95
b.2	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given through statement of profit and loss account for the period ended 31st March 2017.	(1.04)	0.05

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c.1	Adjustments includes impact of unwinding of discount on deposits under Ind AS - Non current	(0.45)	0.40
c.2	Adjustments includes impact of unwinding of discount on deposits under Ind AS - Current	(1.57)	1.47
d.1	As per Ind AS 19 - Employee benefits at actuals are recognised in Other comprehensive income/(Loss) arising from discontinued operations		3.41
d.2	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given through statement of profit and loss account for the period ended 31st March 2017.		(0.90)

Note 54

in ₹ Million

Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017

	PARTICULARS	Note No	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
	INCOME:				
I	Revenue from Operations	e,f	23.80	(9.15)	14.65
II	Other Income	e,g	488.35	(471.35)	17.00
III	Total Income (I + II)		512.15	(480.50)	31.65
IV	EXPENSES:				
	Cost of materials consumed	e	61.46	(24.37)	37.09
	Changes in inventories of finished goods, work-in-progress	e	177.97	(66.58)	111.39
	Excise Duty	f		0.19	0.19
	Employee benefits expense	e	101.63	(90.56)	11.07
	Finance costs	e	36.60	(34.60)	1.99
	Depreciation	e,h.1	93.55	(2.19)	91.37
	Other expenses	e,h.2	71.13	(44.29)	26.84
	Total Expenses (IV)		542.33	(262.40)	279.93
V	Profit / (Loss) before exceptional items and tax (III - IV)		(30.18)	(218.11)	(248.29)



	PARTICULARS	Note No	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
VI	Exceptional Items				
VII	Profit / (Loss) before tax (V-VI)		(30.18)	(218.11)	(248.29)
VIII	Tax expense				
	a. Current Tax				
	b. MAT Credit (Entitlement) / Charge				
	c. Less: Deferred Tax - Asset / (Liability)				
	d. Prior Year Tax Charge / (Written back)				
IX	Profit / (Loss) for the year from Continuing Operations(VII-VIII)		(30.18)	(218.11)	(248.29)
X	Profit / (Loss) from discontinued Operations	e,i		219.16	219.16
XI	Tax Expense of Discontinued Operations				
XII	Profit / (Loss) from discontinued Operations after tax (X-XI)				
XIII	Profit / (Loss) for the period (IX+XII)		(30.18)	1.05	(29.13)
XIV	Other Comprehensive income				
	A. (i) Items that will not be reclassified to Profit or loss				
	(a) Change in revaluation surplus				
	(b) Remeasurement of net defined benefit-Liability/Asset				
	(c) Equity instrument through other comprehensive income				
	(d) Other comprehensive income/(Loss) arising from discontinued operations	j		(3.41)	(3.41)
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss				
	B. (i) Items that may be reclassified to profit or loss				
	B. (ii) Income tax relating to items that may be reclassified to profit or loss				
XV	Total other comprehensive income A(I+II)+B(I+II)		-	(3.41)	(3.41)
XVI	Total comprehensive income for the period (XIII+XV)		(30.18)	(2.36)	(32.54)

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Notes to the Reconciliations of Statement of Profit and Loss		2016 - 2017
e	Ind AS 105 - Non-current Asset Held for Sale and Discontinued Operations requires the results of discontinued operations to be presented separately in the statement of profit and loss. The same shall not be depreciated (or amortised) in the subsequent year while it is classified as held for sale. The Company has identified its Chennai Unit as discontinued operations and accordingly adjustments shown separately in the statement of profit and loss.	(218.99)
f	Under the previous GAAP revenue from sale of products was presented exclusively of excise duty. Under Ind AS revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended 31st March 2017. There is no impact on total equity and profit.	0.19
g	Adjustments includes unwinding of discount on deposits under Ind AS through profit and loss account	(0.01)
h.1	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given for depreciation through statement of profit and loss account for the period ended 31st March 2017.	0.09
h.2	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given for spares through statement of profit and loss account for the period ended 31st March 2017.	(0.99)
i	Adjustments includes unwinding of discount on deposits under Ind AS through discontinued operations	0.17
j	As per Ind AS 19 - Employee benefits at actuals are recognised in Other comprehensive income/(Loss) arising from discontinued operations	(3.41)

Note 55

Tresspass has taken place in the premises of the factory at Chennai. The necessary complaints to the appropriate authorities have been filed and legal action as required, has been taken. Consequent impact can be determined only after proper assessment.

Note 56

The Company is in discussions with Allium Finance Private Limited, IDBI Trusteeship Services Limited, and Edelweiss Asset Reconstruction Company Limited to find a resolution to the outstanding loan liabilities with them.

Note 57

The Company has implemented settlements with the workers / executives both at Chennai and Vizag plants. In view of the same the provisions created last year under the head employee cost have been written back in this financial year as required.



Note 58

The Company has identified its Chennai Unit under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss.

Note 59

Based on the confirmation received from W.S.Electric Limited, the remission of liability of ₹ 478.89 Million has been accounted.

Note 60

'Revenue from operations for periods upto June 30, 2017 includes excise duty, which is discontinued effective July 01, 2017 upon implementation of Goods and Service Tax (GST) in India. In accordance with 'IND AS 18, Revenue', GST is not included in revenue from operations. In view of the aforesaid restructuring of indirect taxes, revenue from operations for the year ended March 31,2018 are not comparable with the previous periods.

Note 61

Arbitration against TNEB on a contract. The Company had preferred an appeal under Section 37 of the Arbitration & Conciliation Act 1996, challenging the single Judge Order . It is now remanded back to the Single Judge to look into the Order passed in the light of the earlier Division Bench judgment.

Note 62

Legal dispute with one of the supplier M/s. Raj Enterprises, Chennai is pending before City Civil Court, Chennai VIII Assistant Judge for the recovery of their outstandings.

Note 63

Application under Section 19 (4) of the Recovery of Debts Due to Banks & Financial Institutions Act 1993 was filed by Edelweiss Asset Reconstruction Company Limited on behalf of Punjab National Bank, before DRT II, Chennai where company was one of the respondents. The matter is pending.

Note 64

Application under Section 19 of the Recovery of Debts Due to Banks & Financial Institutions Act 1993 in was filed by Edelweiss Asset Reconstruction Company Limited on behalf of Indian Overseas Bank, Dr.R.K.Salai Mylapore, Chennai before DRT II, Chennai where company was one of the respondents. The matter is pending.

Note 65

The Company has filed a petition before Principal Labour Court, Chennai seeking relief against the order passed by the Deputy Director, Employee State Insurance Corporation, Chennai for the additional contribution of ₹ 0.61 Million. The matter is pending.

Note 66

Matter pertaining to a claim amounting to ₹1.19 Million under provident fund is pending before the Central Government Industrial Tribunal (CGIT) cum Labour Court, Chennai.

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Note 67

Legal dispute with one of the supplier M/s.Union Roadways Ltd, Vizag is pending before Principal Judge, Junior Civil courts, Visakhapatnam for the recovery of their outstandings.

Note 68

Legal dispute with one of the supplier M/s. Savani Transport (P) Ltd, Vizag is pending before Senior civil Judge Senior Civil Court Visakhapatnam for the recovery of their outstandings.

The Company's shares are listed in Mumbai and National Stock Exchanges. The listing fees there against have been paid up to date.

Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J.SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B.SWAMINATHAN

Chief Financial Officer



INDEPENDENT AUDITOR'S REPORT

To the Members of W.S. INDUSTRIES (INDIA) Limited Report on the Consolidated Ind AS financial statements

We have audited the accompanying Consolidated Ind AS financial statements of **W.S. INDUSTRIES (INDIA) LIMITED** (herein after referred to as “the **Holding Company**”), and its subsidiary (the Holding Company and its Subsidiary together referred to as “**the Group**”), comprising the Consolidated balance sheet as at 31st March, 2018, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as “ Consolidated Ind AS financial statements”).

Management's Responsibility for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentations of these Consolidated Ind AS financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding company as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes

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evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the Consolidated Ind AS financial statements.

Because of the matter described in the Basis for Disclaimer Opinion paragraph, we are not able to obtain sufficient appropriate audit evidence to provide a basis for our opinion on the consolidated Ind AS financial statements.

Basis for Disclaimer of Opinion:

- (i) Confirmation of Balances as at 31st March 2018 for the Holding Company, were not available for our verification in respect of the banks, financial institutions and others.
- (ii) Physical stock of inventory and fixed assets could not be carried out by us for the Holding Company, as at 31st March 2018 and hence we are unable to give any opinion on the same.

Opinion

Because of the Significance of the matters specified in the Basis for Disclaimer of Opinion Paragraph above, we have not been able to obtain sufficient audit evidence to express an audit opinion on certain aspects of the consolidated Ind AS financial statements.

Emphasis of Matter:

- (i) We emphasize on the matter that the accumulated losses of the Holding Company are more than its net worth and the company had been referred to BIFR. The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.
- (ii) There was no production in one of the units of the Holding Company during the year and hence, the unit cannot be considered as going concern.
- (iii) Interest has not been provided in the books for the loans availed from banks and other financial institutions of the Holding Company during the year. The Holding Company is in discussion with its financial institutions for a revival scheme to be structured.

Other Matters

The comparative financial information of the Company on the transition date opening balance sheet as at 1st April 2016 and balance sheet as on 31st March 2017 included in these consolidated IND AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March 2016 dated 30th May 2016 and 31st March 2017 dated 30th May 2017 expressed a modified opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the IND AS, which have been audited by us. Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a) As described in the Basis for Disclaimer for Opinion paragraph above, we have sought but were not able to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated financial statements.
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) The Holding Company has not paid interest on debentures. However the provision of sec 164(2)(b) of the Companies Act, 2013 are not applicable to the directors in the Holding company.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Group has disclosed the impact of pending litigations on its Consolidated financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (ii) The Group is not required to transfer, any amount to the Investor Education and Protection Fund.
2. Requirement by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, on the matters specified in paragraphs 3 and 4 of the Order are not applicable in the case of Consolidated Ind AS Financial Statements.

For M/s. **S B S B AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 012192S

D.Sharath Kumar
Partner
Membership No. : 024568

Place: Chennai
Date : 30th May 2018

W.S. INDUSTRIES (INDIA) LIMITED

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Ind AS financial statements of W.S. INDUSTRIES (INDIA) Limited

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 **W.S. INDUSTRIES (INDIA) Limited** (herein after referred to as “Holding Company”) and its subsidiary companies which are companies incorporated in India as of March 31, 2018 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

The system of internal financial controls over financial reporting, with regard to the company were made available to us, to determine whether the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at 31st March 2018. However, in addition to above internal financial controls over financial reporting is based on management's assurance.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests in our audit of the Consolidated Ind AS financial statements of the Company and the disclaimer has affected our opinion on the Consolidated Ind AS financial statements of the company, and we have issued a Disclaimer of opinion on the financial statements.

For M/s. **S B S B AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 012192S

D.Sharath Kumar
Partner

Membership No. : 024568

Place: Chennai
Date : 30th May 2018

W.S. INDUSTRIES (INDIA) LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018 (in ₹ Million)

ASSETS	NOTES	31 MAR 2018	31 MAR 2017	01 APR 2016
1. Non-Current Assets :				
(a) Property, Plant and Equipment	4	840.97	932.77	1024.71
(b) Capital Work in Progress	4	7.04	7.04	7.88
(c) Other Intangible assets	5	0.02	0.03	0.04
(d) Financial Assets :				
Investments	6		0.15	
(e) Other Non- Current Assets	7	3.76	5.20	15.16
Total Non -Current Assets		851.79	945.19	1047.79
2. Current Assets :				
(a) Inventories	8	11.51	15.65	434.18
(b) Financial Assets :				
i. Trade Receivables	9	28.25	315.12	360.83
ii. Cash and Cash Equivalents	10	14.88	64.69	11.30
(c) Current Tax Assets (Net)	11	11.30	11.06	20.09
(d) Other Current Assets	12	985.73	985.73	992.79
Total Current Assets		1051.67	1392.25	1819.19
3. Non Current Assets held	4	668.46	677.83	680.10
TOTAL ASSETS		2571.92	3015.27	3547.08
EQUITY AND LIABILITIES				
1. Equity:				
(a) Equity Share Capital	13	211.40	211.40	211.40
(b) Other Equity	14	(1611.54)	(1936.06)	(1833.77)
(c) Non controlling Interests				204.67
Total Equity		(1400.14)	(1724.66)	(1417.70)
2. Non Current Liabilities :				
Financial Liabilities				
i. Preference share capital	15	127.50	127.50	127.50
ii. Borrowings	16	127.50	127.50	220.98
Total Non Current Liabilities		127.50	127.50	348.48
3. Current Liabilities :				
(a) Financial Liabilities				
i. Borrowings	16	175.68	84.98	83.60
ii. Trade Payables	17	281.59	494.94	515.53
iii. Other financial liabilities	18	3268.43	3292.95	3331.33
(b) Provisions	19	0.89	12.05	47.50
(c) Current tax liabilities (Net)	11	4.08	4.08	17.23
(d) Other current liabilities	20	113.89	723.43	621.11
TOTAL EQUITY AND LIABILITIES		2571.92	3015.27	3547.08
Significant Accounting Policies & Notes on Financial Statements	1 to 34			

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J.SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B.SWAMINATHAN

Chief Financial Officer


STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE PERIOD ENDED 31 03 2018

(in ₹ Million)

PARTICULARS	Note No	31 MAR 2018	31 MAR 2017
INCOME:			
I Revenue from Operations	21	22.54	19.70
II Other Income	22	11.67	17.00
III Total Income (I + II)		34.21	36.70
IV EXPENSES:			
Cost of materials consumed	23	1.22	37.09
Changes in inventories of finished goods, work-in-progress	24	0.09	111.39
Excise Duty	21		0.19
Employee benefits expense	25	2.99	11.07
Finance costs	26	(0.48)	38.83
Depreciation	4	91.69	91.93
Other expenses	27	2.90	57.72
Total Expenses (IV)		98.41	348.22
V Profit / (Loss) before exceptional items and tax (III - IV)		(64.20)	(311.52)
VI Exceptional Items			
VII Profit / (Loss) before tax (V-VI)		(64.20)	(311.52)
VIII Tax expense			
Current Tax			0.91
IX Profit / (Loss) for the year from Continuing Operations(VII-VIII)		(64.20)	(312.43)
X Profit / (Loss) from discontinued Operations	28	383.77	219.16
XI Tax Expense of Discontinued Operations			
XII Profit / (Loss) from discontinued Operations after tax (X-XI)		383.77	219.16
XIII Profit / (Loss) for the period (IX+XII)		319.57	(93.27)
XIV Other Comprehensive income			
A. (i) Items that will not be reclassified to Profit or loss			
(a) Other comprehensive income/(Loss) arising from discontinued operations	29		(3.41)
(b) Equity instrument through other comprehensive income		4.95	(538.54)

W.S. INDUSTRIES (INDIA) LIMITED

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2018 (in ₹ Million)

A. (ii) Income tax relating to items that will not be reclassified to profit or loss			
B. (i) Items that may be reclassified to profit or loss			
B. (ii) Income tax relating to items that may be reclassified to profit or loss			
XV Total other comprehensive income A(I+II)+B(I+II)		4.95	(541.95)
XVI Total comprehensive income for the period before cessation of subsidiary (XIII+XV)		324.52	(635.22)
XVII Attributable to Non controlling Interests			(29.86)
XVIII Adjustment on account of Cessation of subsidiary Refer Note 1(c)			504.40
XIX Total comprehensive income for the period after cessation of subsidiary (XIII+XV)		324.52	(100.96)
Earning per equity share (for continuing operation)			
(i) Basic		(3.63)	(15.37)
(ii) Diluted		(3.63)	(15.37)
Earning per equity share (for discontinued operation)			
(i) Basic		18.15	10.37
(ii) Diluted		18.15	10.37
Earning per equity share (for discontinued and continuing operation)			
(i) Basic		14.52	(5.01)
(ii) Diluted		14.52	(5.01)
Significant Accounting Policies & Notes on Financial Statements	1 to 34		

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J.SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B.SWAMINATHAN

Chief Financial Officer



Consolidated Statement of Changes in Equities for the period ended 31st March 2018

a) Equity Share Capital

(in ₹ Million)

Balance at 1st April 2016	Changes in equity share capital during the year	Balance at 31st Mar 2017
211.40		211.40
Balance at 1st April 2017	Changes in equity share capital during the year	Balance at 31st Mar 2018
211.40		211.40

b) Other Equity

Particulars	Reserves & surplus										Total
	Capital Reserve	Share Premium	Revaluation Reserve	Revaluation Reserve - Ind AS	Capital Redemption Reserve	Special General Reserve	General Reserve	Retained Earnings	Reserves for equity instruments through other comprehensive income	Non controlling Interests	
Balance at 1st April 2016	9.95	255.45	664.11	(2.02)	176.16	25.81	(73.63)	(2889.60)		204.67	(1629.10)
Profit/(Loss) for the year								440.99		(29.86)	411.13
Other comprehensive income/(Loss) arising from discontinued operations								(3.41)			(3.41)
Net fair value loss on investments in equity instruments at FVTOCI									(538.54)		(538.54)
Total Comprehensive income for the year	9.95	255.45	664.11	(2.02)	176.16	25.81	(73.63)	(2452.02)	(538.54)	174.81	(1759.92)
Adjustment on account of Cessation of subsidiary Refer Note 1(c)		(74.95)					73.63			(174.81)	(176.00)
Balance at 31st Mar 2017	9.95	180.50	664.11	(2.02)	176.16	25.81	-	(2452.02)	(538.54)	-	(1936.05)

W.S. INDUSTRIES (INDIA) LIMITED

Particulars	Reserves & surplus										Total
	Capital Reserve	Share Premium	Revaluation Reserve	Revaluation Reserve - Ind AS	Capital Redemption Reserve	Special General Reserve	General Reserve	Retained Earnings	Reserves for equity instruments through other comprehensive income	Non controlling Interests	
Balance at 1st April 2017	9.95	180.50	664.11	(2.02)	176.16	25.81		(2452.02)	(538.54)		(1936.05)
Profit/(Loss) for the year								319.57			319.57
Other comprehensive income/(Loss) arising from discontinued operations											-
Net fair value loss on investments in equity instruments at FVTOCI									4.95		4.95
Total Comprehensive income for the year	9.95	180.50	664.11	(2.02)	176.16	25.81		(2132.45)	(533.59)		(1611.53)
Balance at 31st Mar 2018	9.95	180.50	664.11	(2.02)	176.16	25.81		(2132.45)	(533.59)		(1611.53)

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J.SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B.SWAMINATHAN

Chief Financial Officer



CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2018 (in ₹ Million)

	31-Mar-18	31-Mar-17
A OPERATING ACTIVITIES:		
Profit before tax from continuing operations	(64.20)	(311.51)
Profit/(loss) before tax from discontinued operations	383.77	219.16
Profit before tax	319.57	(92.35)
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Other comprehensive income/(Loss) arising from discontinued operations will not be reclassified to Profit or loss		(3.41)
Depreciation and impairment of property, plant and equipment	91.69	91.93
Net foreign exchange differences	(0.91)	
Loss on disposal of property, plant and equipment	0.12	0.74
Gain on disposal of property, plant and equipment		(0.01)
Finance costs (including fair value change in financial instruments)	0.43	38.83
Impairment of Non Current Asset held	9.36	2.27
<i>Working capital adjustments:</i>		
Movements in provisions, gratuity and government grants	(11.16)	(34.83)
Increase in trade and other receivables and prepayments	286.87	45.72
Decrease in inventories	4.14	236.92
Decrease in trade and other payables	(213.35)	(20.60)
(Increase)/Decrease in other Current Assets	1.21	(238.50)
Increase/(Decrease) in Liabilities and Provisions	(634.06)	8.43
	(146.09)	35.14
Income Tax Paid		
Adjustment for Loss on account of Cessation of subsidiary		58.37
Adjustment for non controlling interests on account of Cessation of subsidiary		(29.86)
Net cash flows from operating activities	(146.09)	63.65
B INVESTING ACTIVITIES:		
Proceeds from sale of property, plant and equipment		0.02
Purchase of property, plant and equipment		(2.89)
Adjustment for non controlling interests on account of Cessation of subsidiary		29.86
Net cash flows used in investing activities		26.99
C FINANCING ACTIVITIES:		
Interest paid	(0.43)	(38.83)

W.S. INDUSTRIES (INDIA) LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2018 (in ₹ Million)

	31-Mar-18	31-Mar-17
Sale of Investments	5.10	
Proceeds from borrowings	90.70	1.58
Net cash flows from/(used in) financing activities	95.37	(37.25)
Net increase in cash and cash equivalents	(50.72)	53.39
Net foreign exchange difference	0.91	
Cash and cash equivalents at the beginning of the year	64.69	11.30
Cash and cash equivalents at year end	14.88	64.69

Notes on Statement of Cash Flow:

1 Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received /Paid , Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid , which have been considered on the basis of actual movement of cash with necessary adjustments in corresponding assets and Liabilities.

2 Purchase of Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between beginning and end of the year.

3 Cash and cash equivalents

Cash and Bank Balances

Unrealised (Gain) / Loss

Cash and Bank Balances restated as above

14.88

64.69

14.88

64.69

As per our Report of even date

For and on behalf of the Board

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

J. SRIDHARAN

Director

R. KARTHIK

Director

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

B. SWAMINATHAN

Chief Financial Officer



Notes forming part of Accounts

NOTE

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Previous periods have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Group has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (“Previous GAAP”) to Ind AS of shareholders’ equity as at March 31,2017 and April 1,2016 and of the comprehensive net income for the year ended March 31,2017.

These consolidated financials statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act,2013.

(b) Basis of presentation of Financial Statements

The Consolidated financial statements relate to W.S. Industries (India) Limited (the Parent Company), and its Subsidiary Companies. The Parent Company with its subsidiaries constitute the Group.

The financial Statements of the Holding Company and the Subsidiary Companies’ statements used are drawn for the Period April 2017 - March 2018.

The Group maintains its accounts on accrual basis following the historical cost convention, in accordance with the Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act 2013.

The preparation of financial statements in conformity with Ind AS requires that the respective managements of the companies makes estimates and assumptions that affect the reported amounts if income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements.

(c) Principles of consolidation

The financial statements of the Parent Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and unrealized profits resulting therefrom and are presented to the extent possible, in the same manner as the Company’s independent financial statements.

W.S. INDUSTRIES (INDIA) LIMITED

The Financial Statements of the Parent Company and its Subsidiary Companies have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

The Subsidiary Company considered in the consolidated financial statements is W.S. T & D Limited. whose country of incorporation is India and the percentage of voting power by W.S. Industries (India) limited in W.S. T & D is 100% held on 31st March 2018.

During the year 51,550 equity shares of ₹ 10 each in W.S. Electric Limited was sold to M/s. Softech Ecoworld Private Limited.

2 Stock in Trade is valued at Cost or NRV, whichever is lower.

3 Regrouping of figures

The previous year's figures have been regrouped and rearranges wherever necessary.



Notes forming part of Balance Sheet as on 31st March 2018

Property, Plant and Equipment

FY 2017-2018

NOTE : 04

in ₹ Million

	Gross Block			Accumulated Depreciation				NET BLOCK		
	Balance as at 1st April 2017	Ad-ditions	Dele-tions	Balance as at 31 st March 2018	Balance as at 1 st April 2017	Depre-ciation charge for the year	Dele-tions	Balance as at 31 st March 2018	WDV as on 31 st March 2018	WDV as on 31 st March 2017
1. Property, Plant and Equipment										
Land	48.01			48.01	11.64	1.45		13.09	34.92	36.37
Buildings	439.27			439.27	127.91	12.59		140.50	298.77	311.36
Plant and Machinery including Electrical Installations	1011.47		0.77	1010.70	433.03	76.42	0.75	508.70	502.00	578.44
Furniture and Fixtures	9.90		0.22	9.68	7.27	0.63	0.12	7.78	1.90	2.63
Office Equipments	16.74		0.01	16.73	13.00	0.53	0.01	13.52	3.21	3.74
Vehicles	1.08		0.00	1.08	0.84	0.05	0.00	0.89	0.19	0.24
Total	1526.47		1.00	1525.47	593.69	91.67	0.88	684.48	840.99	932.78
2 Capital Work In Progress	7.04			7.04					7.04	7.04
3. Non Current Asset held *	730.94	0.86	55.32	676.48	53.11	0.05	45.14	8.02	668.46	677.83
Grand Total	2264.45	0.86	56.32	2208.99	646.80	91.72	46.02	692.50	1516.49	1617.65

* Non Current Assets held pertains to Chennai Insulator Division of holding company which is being considered as discontinued operation.

W.S. INDUSTRIES (INDIA) LIMITED

Property, Plant and Equipment

FY 2016-2017

NOTE : 04

in ₹ Million

	Gross Block			Accumulated Depreciation					NET BLOCK	
	Balance as at 1 st April 2016	Additions	Deletions	Balance as at 31 st March 2017	Balance as at 1 st April 2016	Depreciation charge for the year	Deletions	Balance as at 31 st March 2017	WDV as on 31 st March 2017	WDV as on 1 st April 2016
1. Property, Plant and Equipment										
Land	48.01			48.01	10.18	1.45		11.63	36.38	37.83
Buildings	436.54	3.41	0.69	439.27	115.31	12.60	0.00	127.91	311.36	321.23
Plant and Machinery including Electrical Installations	1011.53	0.10	0.16	1011.47	356.79	76.40	0.16	433.03	578.44	654.74
Furniture and Fixtures	14.18	0.13	4.42	9.90	8.02	1.02	1.77	7.27	2.63	6.16
Office Equipments	17.10	0.09	0.44	16.74	12.63	0.40	0.03	13.00	3.74	4.47
Vehicles	1.08			1.08	0.79	0.05		0.84	0.24	0.29
Total	1528.44	3.73	5.71	1526.47	503.72	91.92	1.96	593.68	932.79	1024.72
2 Capital Work In Progress	7.88	2.73	3.57	7.04					7.04	7.88
3. Non Current Asset held *	730.94			730.94	50.84	2.27		53.11	677.83	680.10
Grand Total	2267.26	6.46	9.28	2264.45	554.56	94.19	1.96	646.79	1617.66	1712.70

* Non Current Assets held pertains to Chennai Insulator Division of holding company which is being considered as discontinued operation.



OTHER INTANGIBLE ASSETS

FY 2017-2018

NOTE : 05

in ₹ Million

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at April 1, 2017	Additions	Deletions	Balance as at Mar 31 st , 2018	Balance as at April 1, 2017	Depreciation charge for the year	Deletions	Balance as at Mar 31 st , 2018	Balance as at Mar 31 st , 2018	Balance as at April 1, 2017
Computer software	0.04			0.04	0.01	0.01		0.02	0.02	0.03
Total	0.04			0.04	0.01	0.01		0.02	0.02	0.03

OTHER INTANGIBLE ASSETS

FY 2016-2017

NOTE : 05

in ₹ Million

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at April 1, 2016	Additions	Deletions	Balance as at Mar 31 st , 2017	Balance as at April 1, 2016	Depreciation charge for the year	Deletions	Balance as at Mar 31 st , 2017	Balance as at Mar 31 st , 2017	Balance as at April 1, 2016
Computer software	0.04			0.04	0.00	0.01		0.01	0.03	0.04
Total	0.04			0.04	0.00	0.01		0.01	0.03	0.04

W.S. INDUSTRIES (INDIA) LIMITED

Notes forming part of Balance Sheet as on 31st March 2018

NON CURRENT ASSETS

in ₹ Million

Note 6 INVESTMENT

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Non Current			
Unquoted			
51,550 Equity shares (previous year- 51,550 shares) of Rs.10 each in RMZ Infinity (Chennai) Limited {Formerly W.S. Electric Limited}		0.15	
Total		0.15	

Note 7 OTHER NON CURRENT ASSETS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
(1) Advances Other than Capital Advances Deposits	3.52	4.61	4.60
(2) Others (Specify nature)			
Deferred Revenue Expenditure			10.50
Prepaid Expenses	0.24	0.59	0.06
Total	3.76	5.20	15.16

CURRENT ASSETS

Note 8 INVENTORIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
(a) Raw Materials	1.60	2.60	48.40
(b) Work-in-Process	5.50	8.71	174.16
(c) Finished Goods	3.68	4.14	16.65
(d) Stock-in-trade - Realty			181.60
(e) Stores / Spares (including coal, fuel and packing material)	0.73	0.21	13.35
Total	11.51	15.66	434.16

For method of Valuation, please refer Note No. 1(e) of Holding Company



Note 9

TRADE RECEIVABLES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Current			
Trade Receivables			
Unsecured considered good	28.25	315.12	360.84
Total	28.25	315.12	360.84

Note 10

CASH AND CASH EQUIVALENTS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Balances with Banks	14.87	34.67	10.44
Cash on hand	0.02	0.02	0.86
Deposits with bank		30.00	
Total	14.89	64.69	11.30

Note 11

CURRENT TAX ASSETS AND LIABILITIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Tax deducted at source	11.27	11.06	20.09
Tax refund receivable	0.02		
Total	11.29	11.06	20.09
Current Tax Liabilities			
Income Tax (Net of Payments)	4.08	4.08	17.23
Total	4.08	4.08	17.23

Note 12

OTHER CURRENT ASSETS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
a Advances Other than Capital Advances			
Deposits	15.38	38.97	6.35
b Others (Specify nature)			
(a) Prepaid Expenses	1.08	0.17	2.38
(b) Deferred Revenue Expenditure			4.97
(c) Other Advances	969.27	946.59	979.08
Total	985.73	985.73	992.78

W.S. INDUSTRIES (INDIA) LIMITED

Notes forming part of Balance Sheet as on 31st March 2018

Note 13

₹ in Million

EQUITY SHARE CAPITAL

Note: A

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised						
Equity Shares of ₹ 10 each	35000000	350.00	35000000	350.00	35000000	350.00
Cumulative Redeemable Preference Shares of ₹ 100 each	1500000	150.00	1500000	150.00	1500000	150.00
Issued						
Equity Shares of ₹ 10 each	21139789	211.40	21139789	211.40	21139789	211.40
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50	1275000	127.50
Subscribed & Paid Up						
Equity Shares of ₹ 10 each	21139789	211.40	21139789	211.40	21139789	211.40
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50	1275000	127.50

Name of Shareholders	Equity Shares					
	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
W.S. International (P) Ltd.	1119798	5%	1119798	5%	1119798	5%
Blue Chip Investments (P) Ltd.	4096138	19%	4096138	19%	4096138	19%
Credit Renaissance Fund Ltd.			2520000	12%	2520000	12%
East Sail	1985577	9%	1985577	9%	1985577	9%



Note 14

OTHER EQUITIES

RESERVES AND SURPLUS

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
a) General reserve			(73.63)
b) Capital Reserve	9.95	9.95	9.95
c) Share Premium Account	180.50	180.50	255.45
d) Revaluation Reserve	664.11	664.11	664.11
e) Revaluation Reserve - IND AS	(2.02)	(2.02)	(2.02)
f) Capital Redemption Reserve	176.16	176.16	176.16
g) Special General Reserve	25.81	25.81	25.81
h) Reserves for equity instruments through other comprehensive income	(533.60)	(538.54)	0.00
i) Retained earnings	(2132.45)	(2452.02)	(2889.60)
Total	(1611.54)	(1936.05)	(1833.77)

RESERVES FOR EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME

Particulars	As at 31st March 2018	As at 31st March 2017
Balance at beginning of Year	(538.54)	
Net fair value loss on investments in equity instruments at FVTOCI	4.95	(538.54)
Balance at end of Year	(533.59)	(538.54)

RETAINED EARNINGS

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Balance at beginning of Year	(2452.02)	(2889.60)	(2453.71)
Profit for the Year	319.57	440.99	(435.89)
Other comprehensive income/(Loss) arising from discontinued operations		(3.41)	
Balance at end of Year	(2132.45)	(2452.02)	(2889.60)

NON CURRENT LIABILITIES

Note No. 15

PREFERENCE SHARE CAPITAL

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Non Current			
Unsecured			
1275000 Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid - up	127.50	127.50	127.50
Total	127.50	127.50	127.50

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Note: Shareholders holding more than 5% of the shares	Preference Shares					
	As at 31st March 2018		As at 31st March 2017		1st April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vensunar Holdings (P) Ltd.	925000	73%				
Credit Renaissance Fund Ltd.			760000	60%	760000	60%
Credit Renaissance Development Fund L.P.			165000	13%	165000	13%
Vensunar (P) Ltd.	350000	27%	350000	27%	350000	27%

The 925,000 Non-convertible, Redeemable and cumulative Preference Shares of Rs.100/- each fully paid up with coupon rate of 5% / 7.5% subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 1st April 2017 has been extended by the above shareholder for a further period of 18 months, i.e., upto 30th Sept. 2018.

350,000 Non-convertible, Redeemable and cumulative Preference Shares Rs. 100/- each fully paid up with a coupon rate of 10% subscribed by Vensunar (P) Ltd. is due for redemption on 28 02 2018 has been extended by the above shareholder for a further period of one year i.e upto 28th Feb 2019.

Note 16

Borrowings

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Non Current			
Secured			
Lease Rental Bill Discounting			220.98
Total			220.98
Current			
Unsecured			
Loan from Others	150.70		
Secured			
Loan repayable on demand			
Working Capital Borrowings from Banks	24.98	24.98	23.60
Others		60.00	60.00
Total	175.68	84.98	83.60

Working Capital facilities availed from Banks are secured by the Hypothecation of Stocks of Raw Materials, Stores, Spares (not relating to Plant and Machinery), Work-in-Progress, Finished Goods, Book Debts and Documentary Bills. They are further secured by a Second Charge on the block assets of the company situated at Chennai unit except to the extent of 15.08 acres of land on which charge has been ceded, ranking pari-passu among themselves.

**Note 17**

(in ₹ Million)

TRADE PAYABLES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Current			
Trade Payables	281.59	494.94	515.53
Total	281.59	494.94	515.53

CURRENT LIABILITIES**Note 18****Other Financial Liabilities**

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Current Maturities of Long-term borrowings*	2754.25	2844.85	2865.05
Interest accrued but not due on loans	0.53	60.26	60.26
Interest accrued and due on loans@	430.35	304.54	322.72
Interest accrued and due on NCDs#	83.31	83.31	83.31
Total	3268.44	3292.96	3331.34

* Period and amount of dues: ₹ **2754.25** Million has fallen due on or before 31st March 2016

@ Period and amount of dues: ₹ **430.35** Million has fallen due on or before 31st March 2016

Period and amount of dues: ₹ **83.31** Million has fallen due on or before 31st March 2016

The above Long Term Loans are secured by the :

First charge on the company's immovable and movable fixed assets, present and future, as set out hereunder:

- i) Term Loans availed and outstanding to banks, aggregating to ₹ 40.14 million are secured by the first charge on the block assets of the company situated at the Chennai plant except to the extent of 15.08 acres of land on pari passu basis and in respect of vacant land of the company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry.
- ii) Working Capital Term Loans and Funded Interest Term Loans outstanding to banks, aggregating to ₹ 73.55 million are secured primarily by a first charge on the current assets of the company and further secured by a second charge on the Fixed assets of the Company excluding specific charges and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry on pari passu basis.
- iii) Security has been created on NCD of ₹ 240 million in favour of IDBI Trusteeship Services Limited on behalf of the Debentureholders and in favour of Allium Finance Ltd. and Edelweiss Asset Reconstruction Company Ltd. for the Term

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Loans aggregating to ₹ 797.50 million on the block assets of the company situated at the Vizag Plant and on 5 acres of land situated at Porur, Chennai and in respect of vacant land of the Company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry on pari passu basis among these lenders and pledge of 29,70,000 equity shares of the Promoters.

- iv) Security Receipts of ₹ 249.62 million classified as Term Loan from other than Banks are secured by Block Assets of the company situated at Chennai except for 15.08 acres of land and also secured by block assets of the company situated at Vizag.
- v) For the facilities assigned by Punjab National Bank and Indian Overseas Bank, for ₹ 1353.44 million in favour of Edelweiss Asset Reconstruction Company Ltd., Term Loans are secured by the first charge on the Block Assets of the Company situated at the Chennai Plant except to the extent of 15.08 Acres of land on paripassu basis and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry and Working Capital loans are secured primarily by a first charge on the current assets of the company and further secured by a second charge on the Fixed Assets of the company excluding specific charges and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry on paripassu basis.

Terms of Repayment

The facilities extended to the company have been declared as Non-performing Assets with the respective Banks/ Financial Institutions.

(in ₹ Million)

Note 19

PROVISIONS

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
<i>Current</i>			
Employee Benefits			
Provision for Employee Benefits	0.89	12.05	47.50
Total	0.89	12.05	47.50

Note 20

OTHER CURRENT LIABILITIES

PARTICULARS	31-Mar-18	31-Mar-17	1-Apr-16
Liabilities-Expenses	39.27	105.26	239.55
Other Liabilities	24.62	578.17	204.26
Advance towards sale of Investments	40.00	40.00	110.00
Unclaimed Dividend			0.91
Advance from customer			9.61
Security Deposits			31.77
Inter Corporate Deposit			25.00
Refundable Deposit	10.00		
Total	113.89	723.43	621.10



Notes to Statement of Profit & Loss for the period ended 31st March 2018 (in ₹ Million)

Note 21

REVENUE FROM OPERATION

PARTICULARS	31-Mar-18	31-Mar-17
(a) Sales of Products		
Insulator Products		
Turnkey Products		13.74
Total (Gross)		13.74
Total (Gross)		13.74
(b) Other Operating Revenues		
Sale of Scrap and Others	22.54	0.71
	22.54	0.71
Add: Excise Duty on		
Sales		0.19
Total (Gross)	22.54	0.90
Lease Rental Income		5.05
Total	22.54	19.69

Note 22

OTHER INCOME

PARTICULARS	31-Mar-18	31-Mar-17
Other Receipts	0.14	0.23
Profit on Sale of Fixed Assets		0.01
Liabilities written back	11.51	16.77
Gain/(Loss) on financial assets carried at FVTPL	0.02	(0.01)
Total	11.67	17.00

Note 23

COST OF MATERIALS CONSUMED

PARTICULARS	31-Mar-18	31-Mar-17
Clays and Minerals	1.21	22.74
Metal Parts		5.92
Others	0.00	8.43
Total	1.21	37.09

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(in ₹ Million)

Note 24

CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

PARTICULARS	31-Mar-18	31-Mar-17
Opening Stock :		
Work-in-Process	5.50	110.01
Finished Goods	0.85	7.73
Sub Total	6.35	117.74
Closing Stock :		
Work-in-Process	5.50	5.50
Finished Goods	0.75	0.85
Sub Total	6.25	6.35
Total (Increase)/Decrease in stock	0.09	111.39

Note 25

EMPLOYEE BENEFITS EXPENSE

PARTICULARS	31-Mar-18	31-Mar-17
Salaries, Wages, Bonus and Settlement	2.88	9.08
Contribution to PF, ESI, Gratuity, etc.,	0.02	0.80
Welfare Expenses	0.09	1.19
Total	2.99	11.07

Note 26

FINANCE COSTS

PARTICULARS	31-Mar-18	31-Mar-17
Interest Expense	0.40	38.84
Bank Charges	0.03	(0.02)
Net (gain) / loss on foreign currency transactions	(0.91)	
Total	(0.48)	38.82

Note 27

OTHER EXPENSES

PARTICULARS	31-Mar-18	31-Mar-17
Consumption of Stores and Spares	0.05	0.58
Power and Fuel	0.85	4.72
Rates and Taxes	2.18	2.74
Insurance	1.41	2.28
Repairs and Maintenance:		
Building		5.34
Plant & Machinery	0.08	5.18
Other Assets	0.32	0.24
Travelling and Conveyance	0.94	1.69
Security Services	1.73	1.82
Subcontract Charges	0.84	6.77
Recovery Supply Bills		2.66



(in ₹ Million)

PARTICULARS	31-Mar-18	31-Mar-17
Legal fees & Expenses	0.04	0.01
Consultants Fees	3.35	1.47
Auditors' Expenses:		
Statutory Audit Fees	0.01	0.01
Others	(8.90)	22.21
Total	2.90	57.72

Note 28

DISCONTINUED OPERATIONS

PARTICULARS	31-Mar-18	31-Mar-17
Revenue *	548.46	480.68
Expenses *	(154.43)	(226.92)
Finance Cost *	(10.26)	(34.60)
Profit / (Loss) before tax from a discontinued operation	383.77	219.16

* Chennai Insulator Division of Holding Company is being considered as discontinued operations

Note 29

Other comprehensive income/(Loss) arising from discontinued operations

PARTICULARS	31-Mar-18	31-Mar-17
Employee benefits at actuals		(3.41)
Total		(3.41)

W.S. INDUSTRIES (INDIA) LIMITED

Note 30

UNCONSOLIDATED RECONCILIATION OF EQUITY AS PREVIOUSLY REPORTED UNDER IGAAP TO IND AS

(in ₹ Million)

ASSETS	Note No	Previous GAAP 01 April 2016	Ind AS Adjustments	Ind AS	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
1. Non-Current Assets :							
(a) Property, Plant and Equipment	a,b.1	1703.77	(679.06)	1024.71	1609.65	(676.87)	932.77
(b) Capital Work in Progress		7.88		7.88	7.04		7.04
(c) Other Intangible assets		0.04		0.04	0.03		0.03
(d) Financial Assets : Investments	k				538.70	(538.54)	0.15
(e) Other Non- Current Assets	c.1	15.61	(0.45)	15.16	5.60	(0.40)	5.20
Total Non -Current Assets		1727.30	(679.51)	1047.79	2161.01	(1215.82)	945.19
2. Current Assets :							
(a) Inventories	b.2	435.22	(1.04)	434.17	15.70	(0.05)	15.65
(b) Financial Assets :							
i. Trade Receivables		360.84		360.84	315.12		315.12
ii. Cash and Cash Equivalents		11.30		11.30	64.69		64.69
(c) Current Tax Assets (Net)		20.09		20.09	11.06		11.06
(d) Other Current Assets	c.2	994.36	(1.57)	992.79	987.20	(1.47)	985.73
Total Current Assets		1821.81	(2.61)	1819.19	1393.77	(1.52)	1392.22
3. Non Current Assets held	a		680.10	680.10		677.83	677.83
TOTAL ASSETS		3549.10	(2.02)	3547.08	3554.78	(539.51)	3015.27



EQUITY AND LIABILITIES

1. Equity:							
(a) Equity Share Capital		211.40		211.40	211.40		211.40
(b) Other Equity	c.1,c.2, d.1,d.2,k	(1831.75)	(2.02)	(1833.77)	(1393.13)	(542.92)	(1936.06)
(c) Non controlling Interests		204.67		204.67			
Total Equity		(1415.68)	(2.02)	(1417.70)	(1181.74)	(542.92)	(1724.66)
2. Liabilities:							
Non Current Liabilities :							
(a) Financial Liabilities							
i. Prefefence Share Capital		127.50		127.50	127.50		127.50
ii. Borrowings		220.98		220.98			
Total Non Current Liabilities		348.48		348.48	127.50		127.50
3. Current Liabilities :							
(a) Financial Liabilities							
i. Borrowings		83.60		83.60	84.98		84.98
ii. Trade Payables		515.53		515.53	494.94		494.94
iii. Other financial liabilities		3331.33		3331.33	3292.96		3292.96
(b) Provisions	d.1	47.50		47.50	8.64	3.41	12.05
(c) Current tax liabilities (Net)		17.23		17.23	4.08		4.08
(d) Other current liabilities		621.11		621.11	723.43		723.43
Total Current Liabilities		4616.30		4616.30	4609.02	3.41	4612.43
TOTAL EQUITY AND LIABILITIES		3549.10	(2.02)	3547.08	3555.78	(539.51)	3015.27

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Notes to the Consolidated Reconciliations of Equity (All Reconciliations pertains to Holding Company)	2015 - 2016	2016 - 2017
a Ind AS 105 - Non-current Asset Held for Sale and Discontinued Operations requires disposal group to be identified as held for sale if the carrying amount will recover principally through sale transaction rather than through continuing use and a sale is highly probable. Ind AS 105 lays down detailed guidelines and criteria in this regard.	(680.10)	(677.83)
b.1 Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given in the opening balance as on 01 April 2016.	1.04	0.95
b.2 Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given through statement of profit and loss account for the period ended 31st March 2017.	(1.04)	0.05
c.1 Adjustments includes impact of unwinding of discount on deposits under Ind AS - Non current	(0.45)	0.40
c.2 Adjustments includes impact of unwinding of discount on deposits under Ind AS - Current	(1.57)	1.47
d.1 As per Ind AS 19 - Employee benefits at actuals are recognised in Other comprehensive income/(Loss) arising from discontinued operations		3.41
d.2 Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given through statement of profit and loss account for the period ended 31st March 2017.		(0.90)
k Ind AS 109 - At initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognised financial assets, as "fair value through other comprehensive income" on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly the Subsidiary Company has designated its investment in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.		538.54



Note 31

Consolidated Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017

in ₹ million

	PARTICULARS	Note No	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
	INCOME:				
I	Revenue from Operations	e,f	28.85	(9.15)	19.70
II	Other Income	e,g	488.35	(471.35)	17.00
III	Total Income (I + II)		517.20	(480.50)	36.70
IV	EXPENSES:				
	Cost of materials consumed	e	61.46	(24.37)	37.09
	Changes in inventories of finished goods, work-in-progress	e	177.97	(66.58)	111.39
	Excise Duty	f		0.19	0.19
	Employee benefits expense	e	101.63	(90.56)	11.07
	Finance costs	e	73.43	(34.60)	38.83
	Depreciation	e,h.1	94.11	(2.19)	91.93
	Other expenses	e,h.2	102.01	(44.29)	57.72
	Total Expenses (IV)		610.61	(262.40)	348.21
V	Profit / (Loss) before exceptional items and tax (III - IV)		(93.40)	(218.11)	(311.51)
VI	Exceptional Items				
VII	Profit / (Loss) before tax (V-VI)		(93.40)	(218.11)	(311.51)
VIII	Tax expense				
	a. Current Tax		0.91		0.91
	b. MAT Credit (Entitlement) / Charge				
	c. Less: Deferred Tax - Asset / (Liability)				
	d. Prior Year Tax Charge / (Written back)				
IX	Profit / (Loss) for the year from Continuing Operations(VII-VIII)		(94.31)	(218.11)	(312.42)
X	Profit / (Loss) from discontinued Operations	e,i		219.16	219.16

W.S. INDUSTRIES (INDIA) LIMITED

	PARTICULARS	Note No	Previous GAAP 31 MAR 2017	Ind AS Adjustments	Ind AS
XI	Tax Expense of Discontinued Operations				
XII	Profit / (Loss) from discontinued Operations after tax (X-XI)			219.16	219.16
XIII	Profit / (Loss) for the period (IX+XII)		(94.31)	1.05	(93.26)
XIV	Other Comprehensive income				
	A. (i) Items that will not be reclassified to Profit or loss				
	(a) Change in revaluation surplus				
	(b) Remeasurement of net defined benefit- Liability/Asset				
	(c) Equity instrument through other comprehensive income	k		(538.54)	(538.54)
	(d) Other comprehensive income/ (Loss) arising from discontinued operations	j		(3.41)	(3.41)
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss				
	B. (i) Items that may be reclassified to profit or loss				
	B. (ii) Income tax relating to items that may be reclassified to profit or loss				
XV	Total other comprehensive income A(I+II)+B(I+II)			(541.95)	(541.95)
XVI	Total comprehensive income for the period (XIII+XV)		(94.31)	(540.90)	(635.22)
XVII	Attributable to Non controlling Interests		(29.86)		(29.86)
XVIII	Adjustment on account of Cessation of subsidiary Refer Note 1(c)		504.40		504.40
XIX	Total comprehensive income for the period after cessation of subsidiary (XIII+XV)		439.94		(100.97)



Notes to the Consolidated Reconciliations of Statement of Profit and Loss (All Reconciliations pertains to Holding Company)		2016 - 2017
e	Ind AS 105 - Non-current Asset Held for Sale and Discontinued Operations requires the results of discontinued operations to be presented separately in the statement of profit and loss. The same shall not be depreciated (or amortised) in the subsequent year while it is classified as held for sale. The Holding Company has identified its Chennai Unit as discontinued operations and accordingly adjustments shown separately in the statement of profit and loss.	(218.99)
f	Under the previous GAAP revenue from sale of products was presented exclusively of excise duty. Under Ind AS revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended 31st March 2017 for the Holding Company. There is no impact on total equity and profit.	0.19
g	Adjustments includes unwinding of discount on deposits under Ind AS through profit and loss account in the Holding Company	(0.01)
h.1	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given for depreciation through statement of profit and loss account for the period ended 31st March 2017 in the Holding Company.	0.09
h.2	Ind AS 16 - Property, Plant and Equipment requires items such as spare parts, stand-by equipment and servicing equipment are recognised, when they meet the definition of property, plant and equipment. Accordingly adjustment given for spares through statement of profit and loss account for the period ended 31st March 2017 in the Holding Company	(0.99)
i	Adjustments includes unwinding of discount on deposits under Ind AS through discontinued operations in the Holding Company	0.17
j	As per Ind AS 19 - Employee benefits at actuals are recognised in Other comprehensive income/(Loss) arising from discontinued operations in the Holding Company	(3.41)
k	Ind AS 109 - At initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognised financial assets, as "fair value through other comprehensive income" on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly the Subsidiary Company has designated its investment in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.	538.54

W.S. INDUSTRIES (INDIA) LIMITED

(in ₹ Million)

Note 32

	31-Mar-2018	31-Mar-2017
Payment to Auditor		
<u>As auditor:</u>		
Audit Fee	0.31	0.31
Tax Audit Fee	0.02	0.02
Limited Review	0.02	0.02
<u>In other capacity:</u>		
Other services (Certification Fees)	0.01	0.03
	0.36	0.37

Note 33

CONSOLIDATED SEGMENT DISCLOSURE A. PRIMARY SEGMENT INFORMATION

		Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Rental *	Total
Particulars		2017 - 18			2016-17			
1	REVENUE							
	Gross Sales	22.54		22.54	0.91	13.74	5.05	19.70
	Less: Excise Duty				0.19			0.19
	Net Sales	22.54		22.54	0.71	13.74	5.05	19.51
2	RESULT							
	Segment result - EBIT	(66.63)	(9.45)	(76.08)	(248.67)	(14.63)	(25.11)	(288.40)
	Finance Charges (Net)			0.48				(38.83)
	Other Income			11.67				16.99
	Other unallocated expenses			(0.26)				(1.28)
	Profit on sale of fixed assets (Net)							0.01
	Income Tax						(0.91)	(0.91)
	Profit / (Loss) from Continuing Operations			(64.20)				(312.42)
	Profit / (Loss) from Discontinued Operations			383.77				219.16
	Net Profit / (Loss) for the period			319.57				(93.26)



		Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Rental *	Total
Particulars		2017 - 18			2016-17			
3	Other Information							
	Segment Assets	824.56	63.19	887.76	1200.05	70.51		1270.56
	Unallocated Corporate Assets			1015.70				1066.88
	Non Current Assets held			668.46				677.83
	Total Assets			2571.92				3015.27
	Segment Liabilities	278.09	3.50	281.59	491.17	3.76		494.94
	Unallocated Corporate Liabilities			3562.97				4117.49
	Total Liabilities			3844.56				4612.43
	Capital expenditure	0.86		0.86	2.89			2.89
	Depreciation	91.61	0.06	91.67	91.28	0.09	0.55	91.91
	Non-cash expenses other than depreciation							
B. SECONDARY SEGMENT INFORMATION								
Revenue by Geographical Market								
	India	22.54		22.54	0.71	13.74	5.05	19.51
	Rest of the World							
	Total	22.54		22.54	0.71	13.74	5.05	19.51

Notes to Segment Reporting

- Group Business Segments:
The Group has considered business segment as the primary segment for disclosure. The business segments are:
Electro-porcelain products, Turnkey Projects and Rental Income
- Geographical Segments:
The geographical segments considered for disclosure are: India and Rest of the world.
- Segmental assets includes all operating assets used by respective segment and consists principally of operating Debtors, Inventories and Fixed Assets net of allowances and provisions.
Segmental liabilities include all operating liabilities and consist primarily of Creditors and accrued liabilities.
Segment assets and liabilities do not include income tax assets and liabilities.
- * On account of Cessation of subsidiary, W.S.Electric Ltd.

W.S. INDUSTRIES (INDIA) LIMITED

Note 34

		W.S.T & D LTD.
a	Share Capital	0.50
b	Reserves	(560.36)
c	Total Assets (including Preliminary and Pre-operative expenses)	0.56
d	Total Liabilities	0.56
e	Investments	
f	Turnover	
g	Profit before Taxation	(0.28)
h	Provision for Taxation	
i	Profit after Tax	(0.28)
j	Equity instrument through OCI	4.95
k	Total Comprehensive Income	4.66
l	Proposed Dividend	

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

D.SHARATH KUMAR

Partner

Membership No.: 024568

Chennai

30th May 2018

For and on behalf of the Board

J. SRIDHARAN

Director

R. KARTHIK

Director

B. SWAMINATHAN

Chief Financial Officer

