(Subject to Nagpur Jurisdiction)

SINCE 1961

BAJAJ STEEL INDUSTRIES LIMITED

C- 108, MIDC INDUSTRIAL AREA, HINGNA, NAGPUR - 440 028 (MS) INDIA Fax: +91 - 7104 - 237067
Tel.: +91 - 7104 238101 - 20 Email:- bsi@bajajngp.com, Website : www.bajajngp.com
CIN No. - L27100MH1961PLC011936

In collaboration with : CONTINENTAL EAGLE CORPORATION SINCE 1832

BSIL/AGM/2017/506 **October 02, 2017**

BSE Limited
The Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street,
MUMBAI – 400 001

Scrip Code: 507944

Sub: Submission of Annual Report 2016-17 - Compliance under Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam ,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual report (2016-17) approved and adopted in the 56th Annual General Meeting of the company held on September 27th 2017.

Kindly take the aforesaid on your records and oblige.

Thanking you,

Yours Faithfully,
For Bajaj Steel Industries Limited

BAJAJ STEEL INDUSTRIES LTD. NAGPUR

Divyanshu Vyas
Company Secretary

Cc : The Calcutta Stock Exchange Limited
7, Lyons Rang, Kolkata- 700 001.

Enclosed : Annual Report (2016-17)

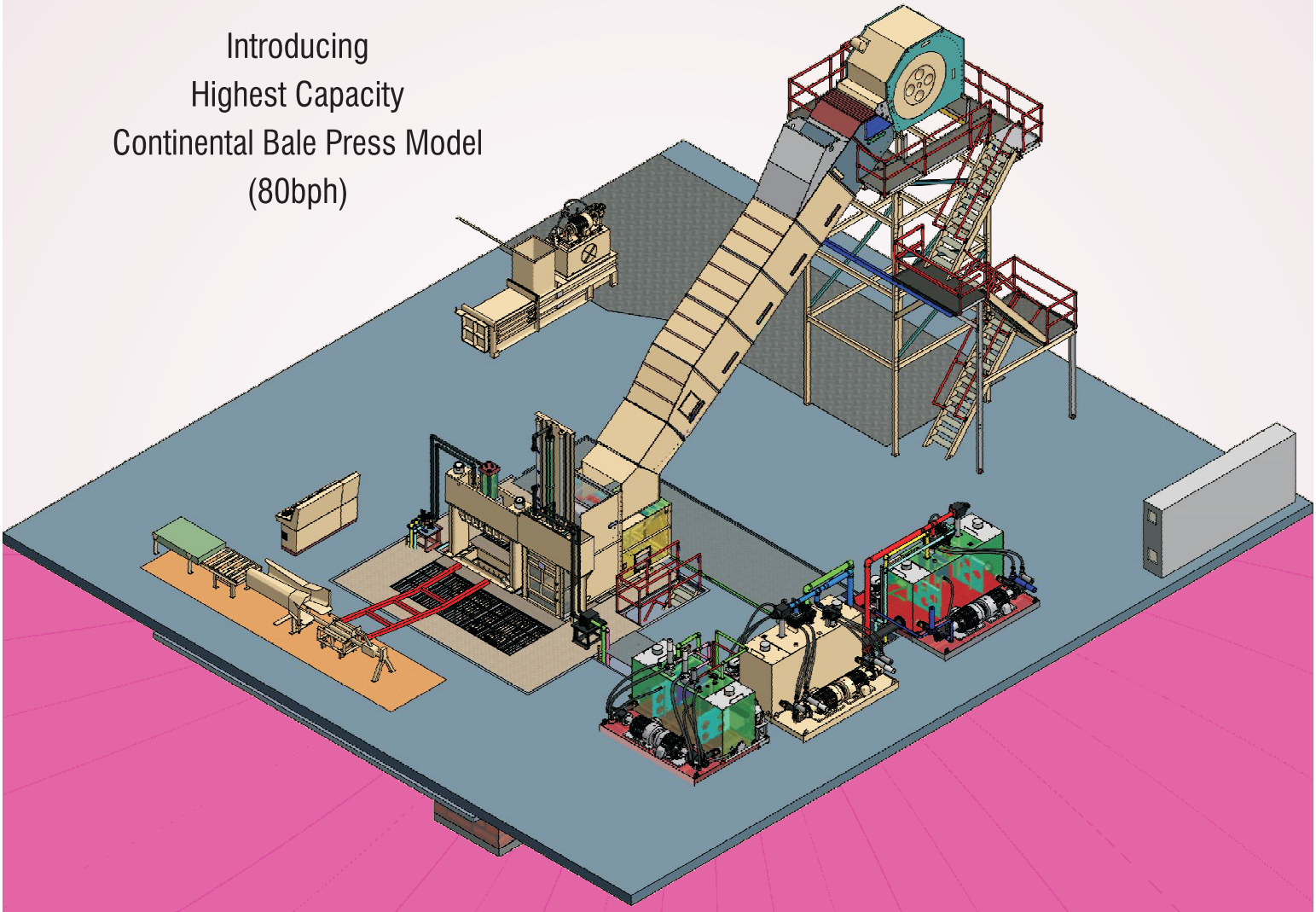
SINCE 1961

BAJAJ STEEL INDUSTRIES LIMITED

An ISO 9001-2008, 14001:2004, OHSAS 18001:2007 certified company

A MULTI-PRODUCT ENGINEERING COMPANY

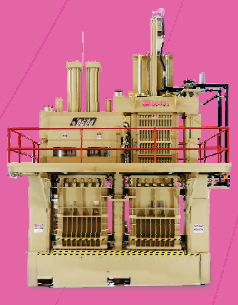
Introducing
Highest Capacity
Continental Bale Press Model
(80bph)



56th ANNUAL REPORT

2016-2017

BAJAJ DOUBLE ROLLER GIN



DOWN PACK BALE PRESS

SAW GIN WITH FEEDER

PRE ENGINEERING STEEL BUILDING

SINCE 1961

BAJAJ SEED COTTON TROLLEY

BAJAJ STEEL INDUSTRIES LIMITED

BOARD OF DIRECTORS

1. Shri Rohit Bajaj	-	Chairman & Managing Director
2. Shri Sunil Bajaj	-	Executive Director
3. Shri Vinod Kumar Bajaj	-	Non Executive Director
4. Dr. M. K. Sharma	-	Whole time Director & CEO
5. Shri Deepak Batra	-	Non-Executive Director
6. Shri Mohan Agrawal	-	Independent Director
7. Shri Alok Goenka	-	Independent Director
8. Shri Rajiv Ranka	-	Independent Director
9. Dr. Panna Akhani	-	Independent Director
10. Dr. Raja Iyer	-	Independent Director

COMPANY SECRETARY
Shri Rahul Patwi

BOARD COMMITTEES

a)Audit Committee
Shri Rajiv Ranka
Shri Deepak Batra
Shri Alok Goenka

b) Nomination & Remuneration Committee
Shri Rajiv Ranka
Shri Deepak Batra
Shri Alok Goenka

c) Stakeholder Relationship Committee
Shri Rajiv Ranka
Shri Deepak Batra
Shri Alok Goenka
Shri Rohit Bajaj
Shri Sunil Bajaj

d) CSR Committee
Shri Deepak Batra
Shri Rajiv Ranka
Shri Alok Goenka

STATUTORY AUDITORS
M/s B. Chhawcharia & Co., Chartered Accountants, 202, Shantiniketan, K-13/A, Laxmi Nagar, Nagpur - 440 022

SECRETARIAL AUDITOR
M/s Siddharth Sipani & Associates, Company Secretary

COST AUDITOR
M/s Rakesh Mishra & Co, Cost Accountants

CHIEF FINANCIAL OFFICER
Shri Manish Sharma

REGISTERED OFFICE
C-108, MIDC Industrial Area, Hingna, Nagpur – 440 028 (Maharashtra)
CIN :L27100MH1961PLC011936
Website: www.bajajngp.com

BANKERS & FINANCIAL INSTITUTIONS
- Axis Bank Limited, Nagpur
- IDBI Limited, Nagpur
- SICOM Limited, Mumbai

SHARE TRANSFER AGENT
M/s Adroit Corporate Services (P) Ltd
1st Floor, 19/20 Jaferbhoy Industrial Estate
Makwana Road, Marol Naka,
Mumbai – 400 059
Tel : (022) 2859 0942/4442/4428/4060
Email- adroits@vsnl.net

MANUFACTURING FACILITIES
- Plot No. C-108, MIDC Hingna , Nagpur
- Plot No. D- 5/2 , MIDC Hingna, Nagpur
- Plot No. G-6 & G-7 MIDC Hingna, Nagpur
- Plot No. D-4 MIDC Hingna, Nagpur
- Plot No. D-5/2 , MIDC Hingna, Nagpur
- Plot No. C-54, MIDC Hingna, Nagpur

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NOTICE TO MEMBERS

NOTICE is hereby given that the **Fifty Sixth (56th)** Annual General Meeting of the Members of Bajaj Steel Industries Limited will be held on **Wednesday, the 27th September, 2017 at 4.00 P.M** at VIA Hall, Udyog Bhavan, Civil Lines, Nagpur – 440 001 (Maharashtra) to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2017 and Reports of the Auditors and Directors thereon;

Item No. 02: Appointment of Shri Vinod Kumar Bajaj as Director liable to retire by rotation

To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN: 00519541), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

Item No. 03: Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee & Board of Directors, M/s VMSS & Associates, Chartered Accountants, Kolkata, having Firm Registration No. 328952E, be and are hereby appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting to be held for the Financial Year 2021-22, subject to ratification of reappointment by the Members at every Annual General Meeting of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and actual out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS:

Item No. 04: Ratification of Remuneration payable to Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Sec. 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to M/s Rakesh Misra & Co., Cost Accountants, having Firm Reg. No. 000249 appointed by the Board of Directors of the Company as cost auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18, being Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus service tax / goods and service tax as applicable and re-imbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No 05: Re-appointment of Shri Ashish Bajaj as Cheif Executive Officer (CEO) of Superpack Division of the Company for a further period of one year
To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment for the time being in force) and the rules made thereunder and subject to the requisite approval of statutory authorities, if any, Shri Ashish Bajaj S/o Shri Vinod Kumar Bajaj, be and is hereby re- appointed as Chief Executive Officer (CEO) of Superpack Division, A Division of Bajaj Steel Industries Limited, for the further period of One year w.e.f. 20.03.2017 on Monthly Remuneration appended to the notice.

RESOLVED FURTHER THAT the Monthly Remuneration, at any time hereinafter, shall not exceed the limits as prescribed under the Companies (Meetings of the Board and its Powers) Rules 2014 which is Rs 2,50,000/- per month including any revision /alteration thereof as the case may be and at any

time the monthly remuneration exceeds the limit the necessary compliance shall be done.

RESOLVED FURTHER THAT Shri Ashish Bajaj as a Chief Executive Officer of Superpack Division of the Company shall be solely responsible & liable for all the operations (including Day to Day operations), activities and all the compliance including Statutory & Labour compliance applicable to the Superpack Division of the Company from time to time and necessary forms / papers in relation thereof shall be filed to the concerned authorities.

RESOLVED FURTHER THAT Shri Ashish Bajaj, Chief Executive Officer (CEO) of the Superpack Division shall have the general powers and authorities for operation of Superpack Division.

RESOLVED FURTHER THAT any one of the following Directors/Officials of the Company be and are hereby authorized to submit all necessary papers documents, application, etc and comply with the formalities in respect of appointment of Shri Ashish Bajaj.

Shri Rohit Bajaj	-	Managing Director
Shri Sunil Bajaj	-	Executive Director
Shri Rahul Patwi	-	Company Secretary"

Item No. 06: Regularization of Additional Director, Dr. Raja Iyer

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

"RESOLVED THAT pursuant to Sections 160 & 161 of the Companies Act, 2013 and any other applicable provisions if any, Dr. Raja Iyer (DIN: 07602907), who was appointed as an Additional Director on August 23, 2016 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 27th September, 2017.

RESOLVED FURTHER THAT Shri Rohit Bajaj, Managing Director and Shri Sunil Bajaj, Executive Director of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, Mumbai, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment".

By order of the Board

Registered Office
C-108, MIDC Industrial Area,
Nagpur - 440 028
Dated : 09.08.2017

Rahul Patwi
Company Secretary

NOTES

(a) Relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions set under Item No. 02, 04, 05 & 06 are annexed hereto.

(b) Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should be lodged with the Company, at its registered office at least 48 hours before the commencement of the AGM.

(c) Pursuant to the provisions of the Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from 04th September, 2017 to 27th September, 2017 (both days are inclusive).

(d) Members are requested to :
   (i) Intimate to the R&T Agent about the changes, if any, in their registered addresses, Dividend mandates etc.
   (ii) Quote their Folio Number in all their correspondence.

(e) Members who have multiple folios with identical order of name are requested to intimate to the R & TAgent there folios to enable the R & T Agent to consolidate all share holdings into one folio.

(f) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s Adroit Corporate Services Private Limited,Mumbai for share transfer process.

(g) Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government.

(h) Accordingly, the unclaimed dividend in respect of financial year 2009-10 is due for transfer to IEPF on 08th October, 2017. The Shareholders whose amounts are transferred to IEPF as above, are entitled to get refund of the dividend from IEPF after complying with the provisions of Rule 7 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

(i) This is inform to all the Shareholders that in accordance with the provisions of Section 124(6) of the Companies Act, 2013, all the shares in respect of which ***[dividend has not been paid and claimed for seven consecutive years or more shall be]*** transferred by the Company in the name of Investor Education and Protection Fund alongwith a statement containing such details as may be prescribed. Therefore, the Company hereby requested to the Shareholders (who have not claimed their dividend as aforesaid) to claim their unpaid dividend on the shares.

(j) Members who have neither received nor en cashed their dividend warrant(s) for the financial year 2009-10 to 2015-16, are requested to write to the Company, mentioning the relevant Folio No or DP ID andClient ID, for issuance of duplicate/ revalidated dividend warrant(s

(k) In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those shareholders who have registered their email ids with their respective Depository Participants or with the Registrar & Transfer Agent of the Company.

(l) Pursuant to Section 72 of the Act, Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company, in the prescribed Form SH-13. The Nomination Form can be downloaded from the Company's Website. Members holding shares in physical form are advised to file their nomination with the Company's Registrar and Share TransferAgent, whilst those members holding shares in dematerialised form should file their nomination with their DP.

(m) **Dematerialisation of Shares :**

This is to inform that 74.69% of the total equity shares have already been dematerialized as of 31st March, 2017. Shareholders who have not dematerialized their shares are requested to get the same dematted.

(n) **Registrar and Share Transfer Agent :**

M/s Adroit Corporate Services Private Limited, 1st Floor, 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059 (Maharashtra) is Registrar and Share Transfer Agents. Therefore Shareholders of the Company are advised to send all future documents/correspondence such as request for Dematerialisation of Shares, Transfers of Shares, Change of Address, Change of Bank Mandate / ECS and other Share related matters to M/s Adroit Corporate Services Private Limited at above mentioned address only.

(o) **Change of Information/ Bank Mandate :**

The members/ shareholders holding shares in physical form are requested to notify/ update any changein their address, Bank Mandate e.g. Name of bank, account number, branch address and ECS number to Registrar and Share Transfer Agent and/ or the Company or to their respective Depository Participants (DP), if the shares are held in electronic form.

(p) Members/ Proxies are requested to bring their copy of the Annual Report to the AGM.

(q) **Voting Through Electronic Means :**

In compliance with the provisions of Section 108 of the Companies Act, 2013

and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **Sunday the 24th September, 2017 at 9.00 A.M. and ends on Tuesday, the 26th September, 2017 at 5.00 PM.** During this period shareholders' of the Company holding shares either in physical form or in de-materialized form, as on the cut-off date **19th September, 2017** may cast their vote electronically as well. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders/Members" tab.

(iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	• Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of BAJAJ STEEL INDUSTRIES LIMITED. This will take you to the voting page.

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

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

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

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

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

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

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

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.)

and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

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

(r) In addition to the e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, by way of ballot paper. Members may participate in the AGM even after exercising right to vote through e-voting as above but shall not be allowed to vote again at the AGM. Only such Members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right to vote at the AGM.

(s) **Voting Through Physical Ballot Form :**

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Srcutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before 26th September, 2017 (5.00 PM) The Scrutinizers decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored. M/s B.Chhawchharia & Co, Chartered Accountants, Nagpur, Firm Registration No. 305123E has appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

By Order of the Board of Directors
For Bajaj Steel Industries Limited

Date: 09.08.2017
Place: Nagpur

Rahul Patwi
Company Secretary
ACS No.: 31537

Members are requested to support the "Green Initiative" by registering their email address with the Registrar & Share Transfer Agent (RTA)/Company, if not already done.

Those Members who have changed their email IDs are requested to register their new email IDs with the RTA/Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to the Listing Regulations, the Company is required to maintain bank details of its Members for the purpose of payment of dividend, etc. Members are requested to register/update their bank details with the RTA/ Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialised mode.

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

Item No. 02 :

Brief resume of Director seeking re-appointment at the AGM in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of Director	Shri Vinod Kumar Bajaj
Directors Identification Number (DIN)	00519541
Date of Birth	25/01/1937
Nationality	Indian
Date of Appointment on Board	01/07/1980
Qualification, Functional Expertise & Experience	Shri Vinod Kumar Bajaj is having more than 37 years of experience in Plastic Industry. He was the Vice President of Plastic Woven Sacks Manufacturers association for three years (1986 to 1988) He is the qualified Chartered Accountant as well.
Appointment / Re-appointment	Re-appointment on retirement by rotation
No. (%) of shares held in the Company	13300 (0.56%) Equity Shares of Rs. 10/ - each in the Company as on 31/03/2017
List of Directorship held in other Companies (excluding foreign, private and section 8 companies)	1. Associated Biscuit Company Limited 2. Bajaj Superpack Limited 3. Auxinite Marketing Limited
Membership / Chairmanship of Audit and Stakeholders Relationship Committees across all Public Companies including the Company	NIL
Disclosure of relationships between Directors inter-se	Shri Vinod Kumar Bajaj is the uncle of Shri Rohit Bajaj, Chairman & Managing Director and Shri Sunil Bajaj, Executive Director of the Company

Shri Vinod Kumar Bajaj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors, except Shri Vinod Kumar Bajaj & his relatives, Shri Rohit Bajaj and Shri Sunil Bajaj, are concerned or interested in the said resolution.

The Board recommends this resolution for Members' approval.

Item No. 04 :

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors, at its meeting on 27th May 2017, on recommendation of the Audit Committee, approved the appointment and remuneration of M/s Rakesh Misra & Co., Cost Accountants (Firm Reg. No. 000249), to conduct the audit of cost records of the Company for FY 2017-18 at a remuneration of Rs. 75,000/- plus service tax / goods and service tax as applicable and reimbursement of out-of-pocket expenses incurred.

In terms of provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Members are requested to pass an ordinary resolution as set out in Item No. 04 of the Notice for ratification of the payment of remuneration to the Cost Auditors for FY 2017-18.

The Board of Directors recommend the resolution for approval of the Members of the Company.

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

Item No. 05 :

Shri Ashish Bajaj was appointed as an Cheif Executive Officer (CEO) of the Superpack Division of the Company for Two (2) years w.e.f. 20.03.2010 and was further re-appointed for a period of One(1) year each after the expiry of the Two years, which was duly approved by the shareholders/ members of the Company.

Looking at his background and valuable experience, the Board of Directors of the Company vide their meeting held on 4th February, 2017, further re-appointed Shri Ashish Bajaj for a period of One (1) year w.e.f. 20.03.2017, in compliance with Section 188 and other applicable provisions, if any of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment for the time being in force) and the rules made thereunder and subject to the approval of the Shareholders.

The details of the monthly remuneration are as under :

Monthly Remuneration:

Basic Salary	:	₹ 1,55,000 /-
Bonus	:	As per policy of Superpack Division.
Provident Fund	:	As per policy of Superpack Division.
Perquisites	:	
• House Accommodation	:	15% of Salary (including bonus). ₹ 15,000/- per month towards Furniture Hire Charges.
• Medical	:	Reimbursement of expenses incurred for self & family subject to ceiling of Two (2) months salary in a year.
• Leave Travel Concession	:	Leave Travel concession for self and family.

- Club Fees : Fees of club subject to maximum of two clubs
- Personal Insurance : Annual premium of Personal Accident insurance shall not exceed ₹ 20,000/- .

The total Remuneration including monetary benefits of all perquisites/facilities mentioned above shall not exceed the limits as prescribed under the Companies (Meeting of the Board and its Powers) Rules, 2014 which is ₹ 2,50,000/- per month including any revision / alteration thereof as the case may be and at any time, in case the monthly remuneration exceeds the limit during the tenure, the prior consent of the Shareholders through Special Resolution and approval of the Central Government shall be required to be taken before making any payment.

Shri Ashish Bajaj as a Chief Executive Officer of Superpack Division of the Company shall be solely responsible & liable for all the operations (including Day to Day operations), activities and all the compliances including Statutory & Labour compliances applicable to the Superpack Division of the Company from time to time and necessary forms / papers in relation thereof shall be filed to the concerned authorities.

Shri Ashish Bajaj, Chief Executive Officer (CEO) of the Superpack Division shall have the general powers and authorities for operation of Superpack Division.

The Directors recommend the resolution for approval of the members of the Company. Shri Vinod Kumar Bajaj being relatives of Shri Ashish Bajaj may therefore be deemed to be interested in passing of the resolution to that extent.

Save as aforesaid none of the other Directors of the Company are in any way concerned or interested in the aforesaid resolution. The Company commends the Special Resolution set out at Item No. 05 of the Notice for approval of the Members.

Item No. 06:

Dr. Raja Iyer (DIN: 07602907) was appointed as an Additional (Independent) Director of the Company with effect from August 23, 2017 by way of circular resolution passed by the Board of Directors. Pursuant to the circular resolution and in terms of Section 161(1) of the Companies Act, 2013, Dr. Raja Iyer holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Dr. Raja Iyer has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Dr. Raja Iyer is a graduate in Electronics with Master's in Business Administration and Dr. Iyer is an internationally renowned quality management professional in the field of total quality management & strategic management. Apart from this, Dr. Iyer has also been awarded Ph.D on Application on Total Quality Management & its impact on organizational performance in Corporate Industries and Application of process based management system & its impact on Strategic Management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the Item No 6, in relation to appointment of Dr. Raja Iyer as Independent Director for a term of 5 (five) years w.e.f. 27th September, 2017, for the approval by the shareholders of the Company.

Except Dr. Raja Iyer, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

Name of Director	Dr. Raja Iyer
Directors Identification Number (DIN)	07602907
Date of Birth	15/05/1965
Nationality	Indian
Date of Appointment on Board	23/08/2016
Qualification, Functional Expertise & Experience	Dr. Raja Iyer is a graduate in Electronics with Master's in Business Administration and Dr. Iyer is an internationally renowned quality management professional in the field of total quality management & strategic management. Apart from this, Dr. Iyer has also been awarded Ph.D on Application on Total Quality Management & its impact on organizational performance in Corporate Industries and Application of process based management system & its impact on Strategic Management.
Appointment / Re-appointment	Appointment / Regularization of Dr. Iyer as Independent Director of the Company
No. (%) of shares held in the Company	NIL
List of Directorship held in other Companies (excluding foreign, private and section 8 companies	NIL
Membership / Chairmanship of Audit and Stakeholders Relationship Committees across all Public Companies including the Company	NIL

By Order of the Board of Directors
For Bajaj Steel Industries Limited

Date: 09.08.2017
Place: Nagpur

Rahul Patwi
Company Secretary
ACS No.: 31537

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Fifty Sixth (56th) Annual Report of the Company, together with the Audited Financial Statements for the Financial Year ended 31st March, 2017. The report states the compliance as per the requirement of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other rules and regulations as applicable to the Company.

FINANCIAL RESULTS : (Amount in ₹)

	31.03.2017	31.03.2016
SALES AND OTHER INCOME	**2,15,09,90,565**	**2,88,64,29,520**
Profit/ Loss before Interest & Depreciation	**4,18,93,692**	**17,20,13,037**
Less : Interest	9,04,35,372	8,71,66,004
Depreciation	8,15,96,157	11,24,83,386
	(13,01,37,837)	**(2,76,36,353)**
Add : Extra Ordinary Item	(-)	(-)
Profit / Loss Before Tax	**(13,01,37,837)**	**(2,76,36,353)**
Provision for Taxation :		
Current Year :	-	26,76,128
Deferred Tax :	(3,69,25,000)	(1,13,84,000)
Net Profit/Loss for the year	**(9,32,12,837)**	**(1,89,28,481)**
Add : Balance Brought Forward from previous year	1,07,81,591	1,97,10,073
	(8,24,31,246)	7,81,592
Less : Appropriations :		
Transfer to General Reserve	(9,00,00,000)	(1,00,00,000)
Balance Carried Forward to Balance Sheet	75,68,754	1,07,81,592
	(8,24,31,246)	**7,81,592**

DIVIDEND :

In view of losses during the Financial Year 2016-17, the Board of Directors of the Company was unable to recommend any Dividend on the Equity Shares of the Company

WORKING & FUTURE PROSPECTS :

During the year under review, the turnover of the Company decreased from to ₹ 288.64 Crores in 2015-16 to ₹ 215.09 Crores representing a decline of 25.48%, this was due to continuous decrease in cotton production, the demand for the Company's product has also fallen substantially. This has also adversely affected the profitability of the Company. The Board of Directors are trying their best to improve the performance of the Company. Further, the Company has already expanded its business to various new engineered products such as Electrical Panels, Pre-engineered buildings & structures, etc. The company also undertakes turnkey projects including civil in its area of operation. One of such project has been completed in Uganda & other has been completed in Benin.

The working of the Divisions of the Company are as under :

MACHINERY DIVISION :

The Steel Division is concentrating in its core business of manufacturing Cotton Ginning and Pressing machineries. However, during the year under review, the demand of the these products has fallen down due to continous decrease in the cotton production. The Company is trying to compensate this by increase in revenue from other segments such as PEB, Electrical Panels etc. The continuous improvements in the product quality and enhanced sales efforts are likely to balance the performance.

ELECTRICAL DIVISION :

The Company has in place Electrical Panel Business Unit, to fulfill existing demands of Electrical Panels from Cotton Ginning Customers and to expand its horizons and to cater the open market. The Company is offering extensive range of Industrial Electrical Panels, Electrical Control Panels, ACCL Panels and Power Distribution Board and all of them with advanced technology. Further, the Company has obtained UL Certification and Authorization to apply the UL mark in its electrical panels.

INFRASTRUCTURE DIVISION :

The Company is also successfully involved in the business of Pre-Fabricated Buildings (PEB) and executed more than 250 Steel Building projects (Domestic and Export). The Company has in-house Design & Engineering Capabilities to reach new frontiers of technical excellence. It has established dedicated Engineering center & also Design

& Development centers for the entire range of products and their manufacturing technologies. The Company is providing different solutions for different purposes such as Pre-Engineered Buildings, Pre-fabricated Buildings, PEB Industrial Shed, Pre-fabricated School Buildings, Prefabricated Warehouse, Structures, Agricultural Buildings, etc.

SUPERPACK DIVISION :

Shri Vinod Kumar Bajaj and Shri Ashish Bajaj are looking after the Superpack Division of the Company. Looking at the valuable experience and background of Shri Ashish Bajaj, the Board of Directors has re-appointed Shri Ashish Bajaj as CEO of Superpack Division for further period of One (1) year w.e.f. 20.03.2017, in compliance with provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment for the time being in force) and the rules made thereunder, subject to approval of the shareholders at the ensuing Annual General Meeting. Further, Shri Ashish Bajaj, Chief Executive Officer of Superpack Division of the Company is solely responsible & liable for all the operations (including Day to Day operations), activities and all the compliances including Statutory & Labour compliances applicable to the Superpack Division of the Company from time to time and necessary forms / papers in relation thereof shall be filed with the concerned authorities.

FOREIGN SUBSIDIARY:

The Company has two Wholly Owned Foreign Subsidiary companies as under:

1) Bajaj Coneagle LLC, Alabama, USA;
2) Bajaj Steel Industries (U) Ltd., Uganda

M/s Bajaj Coneagle LLC, A Limited Liability Company having its office at Prattville, Alabama, USA with the physical presence at USA, the Company is able to tap the US & International Market of Continental Products.

M/s Bajaj Steel Industries (U) Ltd., with the help of its foreign subsidiary, the Company has successfully completed one turnkey project awarded by Cotton Development Organization for construction of cotton seed processing plant at Pader (Uganda) and further, the Company is also looking for some other profitable projects as well in Uganda.

CREDIT RATING:

Your Directors are glad to inform that CRISIL has further reviewed and rated in respect of Bank facilities of the Company. The ratings are as under :

Total Bank Loan Facilities Rated	₹63.58 Crores (Reduced from ₹ 82 Crores)
Long - Term Rating	CRISIL BBB/ Negative (Downgraded from CRISIL A-/Negative)
Short- Term Rating	CRISIL A3+ (Downgraded from CRISIL A2+)

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return, in format MGT -9, for the Financial Year 2016- 17 has been enclosed with this report.

AUDITORS AND AUDITORS' REPORT :

The tenure of appointment of M/s B. Chhawchharia & Co., Chartered Accountants, Nagpur (Firm Reg. No. 305123E), the existing Statutory Auditors will expire at the conclusion of the 56th Annual General Meeting as per the provisions of Section 139(2) of the Act and Rules framed thereunder.

The Board of Directors of the Company at its meeting held on 09.08.2017 has, subject to the approval of Members at the ensuring AGM, approved the appointment of M/s VMSS & Associates, Chartered Accountants, Kolkata having Firm Reg. No. 328952E as the new Statutory Auditors of the Company in place of M/s B. Chhawchharia & Co. for a term of 5 (five) years commencing from the conclusion of the 56th AGM till the conclusion of the 61st AGM, subject to the ratification of their appointment by the Members annually. M/s VMSS & Associates, Chartered Accountants, Kolkata have confirmed their eligibility under Section 141 of the Act and the Rules framed thereunder for appointment as Auditors of the Company. As required under Regulation 33 of the Listing Regulations, the new Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The observations made by the auditors read together with the relevant notes thereon, are self-explanatory and do not call any comments.

COST AUDITORS AND COST AUDIT REPORT :

Pursuant to Section 148 of the Act read with rules made thereunder, the cost audit records maintained by the Company in respect of its manufacturing activities are required to be audited. The Board of Directors has, on recommendation of the Audit Committee, appointed M/s Rakesh Misra & Co., Cost Accountants (Firm

Reg. No. 000249). to audit cost accounts of the Company for the FY 2017-18. As required under the Act, remuneration payable to the Cost Auditors is required to be placed before the Members in the genaral meeting for their ratification. Accordingly, a resolution seeking Members ratification for the remuneration payable to M/s Rakesh Misra & Co., Cost Accountants, is included at item no. 4 of the Notice convening the AGM. Further, the Company has received the Cost Audit Report from the Cost Auditors for the Financial Year 2016-17.

SECRETARIAL AUDITOR :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. Siddharth Sipani & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2016 – 17. The Secretarial Audit Report for the Financial Year ended March 31, 2017 is annexed herewith to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse mark.

INTERNAL FINANCIAL CONTROLS :

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loan, guarantee and investments covered Under Section 186 of the Companies Act, 2013 forms part of the Financial Statements provided in this Annual Report.

RELATED PARTY TRANSACTIONS :

There were no materially significant Related Party Transactions ie. transaction of material nature, that may have potential conflict with the interest of Company at large. Transactions entered with the related parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the Financial Year 2016-17 all transactions were in the ordinary course of business and on an arm's length basis.

Prior approval of the Audit Committee is obtained by the Company before entering into the related party transaction as per the applicable provisions of the Companies Act, 2013 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Further, the Audit Committee had also reviewed the transactions at arm's length basis and also in the the ordinary course of business.

During the year, the Company had not entered into any contract /arrangement/ transaction with related parties which could be considered material in accordance

with the policy of the Company on materiality of related party transactions. The Policy on materiality of Related Party Transactions and dealing with the related party transactions as approved by the Board may be accessed on the Company's website www.bajajngp.com.

Particulars of contracts or arrangements with Related Parties referred in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended to the Board Report.

INDUSTRIAL RELATIONS :

Industrial relations remained cordial during the year. Employees' competencies and skills were enhanced by exposing them to several internal and external training programs. Various measures were taken to improve motivation level of employees.

DIRECTORS :

During the year under review, Mr. Kamal Kishore Kela (DIN 00509008), Independent Director of the Company relieved from the office of the Directorship of the Company w.e.f. 24.05.2016 due to the old age and other responsibilities and after that the Board of Directors had appointed Dr. Raja Iyer as Additional Director (Independent) of the Company w.e.f. 23.08.2016 and recommended his appointment as Independent Director for a term of 5 (five) years, effective 27th September, 2017.

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Vinod Kumar Bajaj retires by rotation and being eligible offers his candidature for re-appointment as a Director.

Apart from the above, there is no change with regards to the Directorship of the Company.

DECLARATION BY INDEPENDENT DIRECTORS :

The Company has received necessary declarations from all the Independent Directors of the Company Under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015

BOARD EVALUATION :

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the applicable provision of the Companies Act, 2013 and the Corporate Governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

CORPORATE GOVERNANCE :

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirement set out by SEBI.

The Company has also implemented several best Corporate Governance Practices. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has voluntarily undertaken various initiatives in the area of Corporate Social Responsibility (CSR). In terms of the requirements of Section 135 of the Companies Act, 2013 read with the CSR Rules, 2014, the Company has set up a Board Level CSR Committee to look after the CSR initiatives of the Company. The Committee is headed by Mr. Deepak Batra as Chairperson with Mr. Rajiv Ranka and Mr. Alok Goenka as Members. The Composition of the CSR Committee is in accordance with Section 135 of the Companies Act, 2013

The Report on CSR activities undertaken by the Company is attached with this Annual Report forms an integral part of this Report. Details of the CSR Policy and initiatives adopted by the Company on CSR are available on the Company's Website at www.bajajngp.com.

AUDIT COMMITTEE:

In terms of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit committee of the Board consist of Shri Deepak Batra, Chartered Accountant, Shri Rajiv Ranka and Shri Alok Goenka as a practice of good Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION & REMUNERATION COMMITTEE :

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Nomination & Remuneration Committee of the Board consist of Shri Deepak Batra, Chartered Accountant, Shri Rajiv Ranka and Shri Alok Goenka as a practice of good Corporate Governance.

VIGIL MECHANISM

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics comprising Senior Executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or letter. The Policy on vigil mechanism may be accessed on the Company's website at www.bajajngp.com.

'INTERNAL COMPLAINTS COMMITTEE' UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT 2013 :

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of Sexual Harrasment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention of Sexual Harrasment of Women at workplace. An internal complaints committee has been set up to receive complaints, investigate the matter and report to the management for redressal of complaints of Sexual Harrasment.

During the year, no complaints were received by the committee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

A Management & Discussion Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report.

PRESENTATION OF FINANCIAL RESULTS :

The Financial Results of the Company for the year ended 31st March 2017 have been disclosed as per Schedule III of the Companies Act, 2013.

MEETINGS OF THE BOARD :

The Board of Directors met Four (4) times during the Financial Year 2016-17 , the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS / SHARES TO INVESTOR EDUCATION & PROTECTION FUND:

Pursuant to the provisions of Section 124 of the Act, relevant amounts which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF). The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September, 2016 (date of the last Annual General Meeting) on the website of the Company www.bajajngp.com.

Further, Section 124(6) of the Act requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall also be transferred to IEPF i.e. to IEPF Suspense Account. The Company is accordingly in the process of taking appropriate steps with regard to transfer of such shares in accordance with the Rules and in line with the necessary guidelines being issued by MCA in this regard.

CONSERVATION OF ENERGY :

The Company lays great emphasis on savings in the cost of energy consumption. Achieving reduction in the per unit consumption of energy is an ongoing exercise in the Company. Effective measures have been taken to minimize the loss of energy as far as possible.

TECHNOLOGY ABSORPTION :

The technological developments on Ginning & Pressing Machinery has acted as an driving force in structural shift from old outdated to more productive advance machinery. The technology used by the Company is updated as a continuous exercise. The Company recognizes that focused initiative on the development of new products would form the backbone of the Company's future business performance and profitability. Keeping this in view, the Company has increased its efforts in terms of development of new products. At present, the Company is working on various products under the able leadership of Dr. M.K. Sharma, Whole Time Director. Research and Development is a continuous phenomenon in the Company and due to which the Company is able to launch successfully various new products to trap the market throughout the year.

FOREIGN EXCHANGE EARNINGS AND OUTGO :

Details of foreign exchange earnings through exports and foreign exchange outgo on account of imports, expenditure on Traveling and other matters etc. are shown in the Notes No.13 to the Financial Statement of Notes on Accounts. To avoid repetition, the members are requested to refer to these Notes.

LISTING OF SHARES :

The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd, and the Calcutta Stock Exchange Limited. The Company has paid annual listing fees of the Stock Exchanges for the financial year 2016- 2017. There is no trading of Company's shares at Calcutta Stock Exchange.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Act, your Directors confirm that:

- In the preparation of Annual Accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures and in compliance with the laws.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.

- The Directors have taken proper and sufficient care toward 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.
- The Annual Accounts have been prepared on a going concern basis.
- The Directors have laid down internal financial controls, which are adequate and are operating effectively.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

GENERAL :

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

- Details relating to Deposits covered Under Clause V of the Act;
- Issue of Equity Shares with differential rights as to Dividend, Voting or otherwise ;
- Issue of Shares (including Sweat Equity Shares) to Employees of the Company receive any scheme save and except ESOS referred to in this Report ;
- No significant or material orders were passed by the Regulators or Court or Tribunals which impact the going concern status and Company's operations in future.

CAUTIONARY STATEMENT:

Certain Statements in the "Directors' Report" and in the "Management Discussion & Analysis" describing the Company's objectives, estimates and expectations may be 'forward – looking statements' within the meaning of applicable Securities Laws and Regulations. Actual results could differ substantially from those expressed or implied.

ACKNOWLEDGEMENT:

The Directors are grateful to the Bankers and Financial Institutions for their continued support, co-operation and assistance during the year. The Directors express their thanks for the sincere and dedicated efforts put in by the workers, staff and officers during the year.

FOR AND ON BEHALF OF THE BOARD
FOR BAJAJ STEEL INDUSTRIES LIMITED

PLACE : NAGPUR
DATED : 09.08.2017

ROHIT BAJAJ
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO THE DIRECTOR'S REPORT

PARTICULARS OF CONTRACTS /ARRANGEMENTS MADE WITH RELATED PARTIES :

(Pursuant to Clause(h) of Section 134(3) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014- AOC- 2)

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

Details of contracts or arrangements or transactions not at arm's length basis :

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2017, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis :

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2017 are as under :

1. SALE / PURCHASE /SUPPLY OF GOODS :

Name of the Related Party	Nature of Relationship	Nature of Contract	Duration	Particulars of Contract	Advance
Bajaj Reinforcements LLP	Director is a Designated Partner	Sale	Yearly	Sale of Materials	NIL
Rohit Machines & Fabricators Ltd	A person is a Director & holds more then 2% shares with his relative	Sale	Yearly	Sale of Materials	NIL
Luk Techinical Services Pvt Ltd	Director is a Member in the Co.	Sale	Yearly	Sale of Materials	NIL
Bajaj Coneagle LLC	Director is a Director in the Co.	Sale / Purchase	Yearly	Sale/ Purchase of Materials	NIL
Bajaj Polymin Limited	Director is a Director in the Co.	Sale	Yearly	Sale of Materials	NIL

2. AVAILMENT OF THE SERVICES :

Name of the Related Party	Nature of Relationship	Nature of Contract	Duration	Particulars of Contract	Advance
Luk Infrastructure Pvt. Ltd.	Director is a Member	Manpower Supply	Renewable on yearly basis	Availment of Manpower Services	NIL
		Rent	Renewal after 10 yrs Execution Date : **01.09.2013**	Lease of Flat No. 701, Sai Ankur, 122, Ramdaspeth, Nagpur	NIL
Bajaj Exports Private Ltd	Director is a Member	Manpower Supply	Renewable on yearly basis	Availment of Manpower Services	NIL
		Rent	Renewable on yearly basis	Lease of Plot D-5/2 MIDC Hingna, Nagpur	NIL
Bajaj Trade Development Ltd	Director is a Director & holds more then 2% shares with his relative	Rent	Renewal after 10 yrs Execution Date : 01.10.2007	Lease of Godown at Plot No. D-4 MIDC Hingna, Nagpur	NIL
Luk Bedrocks Pvt. Ltd.	Director is a Member	Manpower Supply	Renewable on yearly basis	Availment of Manpower Services	NIL
Plast Master Batches Ltd	Director as a Director & holds more then 2% shares with his relative	Manpower Supply	Renewable on yearly basis	Availment of Manpower Services	NIL

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN (As on 31.03.2017)

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

REGISTRATION & OTHER DETAILS :

1.	Corporate Identification Number (CIN)	L27100MH1961PLC011936
2.	Registration Date	14th February, 1961
3.	Name of the Company	BAJAJ STEEL INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Public Company / Limited by Shares
5.	Address of the Registered office & contact details	C-108, MIDC Industrial Area, Hingna, Nagpur – 440028 (MAHARASHTA)
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ADROIT CORPORATE SERVICES PRIVATE LIMTED 1st Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai – 440059

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing & Selling of Cotton Ginning & Pressing Machineries & other allied machineries	29261	62.66%
2	Manufacturing , Processing & Selling of Master Batches	24113	32.97%

III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Share s held	Applicable Section
1	Bajaj Coneagle LLC 105, Tallapoosa Street Suite 200 Montgomery, Alabama - 36104 (USA)	-	Foreign Subsidiary	100	Section 2(87)
2.	Bajaj Steel Industries (U) Ltd Flat No. B-101, Universal House, Plot no. 6, Luwum Street, Kampala, Uganda	-	Foreign Subsidiary	100	Section 2(87)

IV SHAREHOLDING PATTERN
(Equity Share Capital Breakup as Percentage of Total Equity)
(i) BAJAJ STEEL IND LTD - Category-wise Share Holding

Category of Shareholders	No.of Shares held at the beginning of the year				No.of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0		0.00
d) Bodies Corp.	209000	0	209000	8.89	209000	0	209000	8.89	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS	267672	0	267672	11.39	267672	0	267672	11.39	0.00
f-2) DIRECTORS RELATIVES	383178	800	383978	16.34	383178	800	383978	16.34	0.00
Total Shareholding of promoter (A)	**859850**	**800**	**860650**	**36.62**	**859850**	**800**	**860650**	**36.62**	**0.00**
B.Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	400	400	0.02	0	400	400	0.02	0.00
b) Banks / FI	0	100	100	0.00	0	100	100	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	**0**	**500**	**500**	**0.02**	**0**	**500**	**500**	**0.02**	**0.00**
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	193133	339600	532733	22.67	148453	339600	488053	20.77	-1.90
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	429647	208207	637854	27.14	485063	202307	687370	29.25	2.11
ii) Individual shareholders holding nominal share capital in excdess of Rs.1 lakh	238403	0	238403	10.14	235247	0	235247	10.01	-0.13
c) Others (Specify)									
c-1) NON RESIDENT INDIANS(INDIVIDUALS)	26559	52900	79459	3.38	24107	51700	75807	3.23	-0.16
c-2) CLEARING MEMBER	101	0	101	0.00	2073	0	2073	0.09	0.08
c-3) TRUSTS	100	0	100	0.00	100	0	100	0.00	0.00
c-4) DIRECTORS	200	0	200	0.01	200	0	200	0.01	0.00
Sub-total (B)(2)	**888143**	**600707**	**1488850**	**63.36**	**895243**	**593607**	**1488850**	**63.36**	**0.00**
Total Public Shareholding(B)= (B)(1)+(B)(2)	**888143**	**601207**	**1489350**	**63.38**	**895243**	**594107**	**1489350**	**63.38**	**0.00**
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
Sub-total (C)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**1747993**	**602007**	**2350000**	**100**	**1755093**	**594907**	**2350000**	**100**	**0**

(ii)Shareholding of Promoters

Sl No.	Shareholder's Name	No.of Shares held at the beginning of the year			No.of Shares held at the end of the year			Change during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	%of Shares% Pledged / encumbered to total shares	
1	RUIA AKSHAT	100	0.00	0.00	100	0.00	0.00	**0.00**
2	SUNDEEP GOYAL	2800	0.12	0.00	2800	0.12	0.00	**0.00**
3	HARGOVIND GANGABISAN BAJAJ	17400	0.74	0.00	17400	0.74	0.00	**0.00**
4	KUSH BAJAJ	29464	1.25	0.00	29464	1.25	0.00	**0.00**
5	LAV BAJAJ	29464	1.25	0.00	29464	1.25	0.00	**0.00**
6	KUMKUM BAJAJ	44600	1.90	0.00	44600	1.90	0.00	**0.00**
7	VIDARBHA TRADELINKS PVT. LTD.	209000	8.89	0.00	209000	8.89	0.00	**0.00**
8	VINODKUMAR GANGABISAN BAJAJ	100	0.00	0.00	100	0.00	0.00	**0.00**
9	VARUN BAJAJ	24900	1.06	0.00	24900	1.06	0.00	**0.00**
10	BINA BAJAJ	44600	1.90	0.00	44600	1.90	0.00	**0.00**
11	SUNIL BAJAJ	86697	3.69	0.00	86697	3.69	0.00	**0.00**
12	SANGEETA GOYAL	21800	0.93	0.00	21800	0.93	0.00	**0.00**
13	ROHIT BAJAJ	55325	2.35	0.00	55325	2.35	0.00	**0.00**
14	ASHISH BAJAJ	89950	3.83	0.00	89950	3.83	0.00	**0.00**
15	RUIA PAWAN	3550	0.15	0.00	3550	0.15	0.00	**0.00**
16	SUNIL BAJAJ	5000	0.21	0.00	5000	0.21	0.00	**0.00**
17	KANIKA BAJAJ	1000	0.04	0.00	1000	0.04	0.00	**0.00**
18	MUTHA RAMDAS CHANDANMAL	500	0.02	0.00	500	0.02	0.00	**0.00**
19	VINODKUMAR BAJAJ	13200	0.56	0.00	13200	0.56	0.00	**0.00**
20	SHAKUNTALADEVI BAJAJ	29800	1.27	0.00	29800	1.27	0.00	**0.00**
21	GAYATRIDEVI BAJAJ	151400	6.44	0.00	151400	6.44	0.00	**0.00**
	TOTAL	**860650**	**36.62**	**0.00**	**860650**	**36.62**	**0.00**	**0.00**

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

Sl No.	Name of Promoter's	As On Date	No.of Shares held 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 VIDARBHA TRADELINKS PVT. LTD.	4/1/2016	209000	8.89	209000	8.89
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	209000	8.89
2	At the beginning of the year SUNIL BAJAJ	4/1/2016	5000	0.21	5000	0.21
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	5000	0.21
3	At the beginning of the year VINODKUMAR BAJAJ	4/1/2016	13200	0.56	13200	0.56
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	13200	0.56
4	At the beginning of the year ROHIT BAJAJ	4/1/2016	55325	2.35	55325	2.35
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	55325	2.35
5	At the beginning of the year GAYATRIDEVI HARGOVIND BAJAJ	4/1/2016	155227	6.61	155227	6.61
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	155227	6.61
6	At the beginning of the year RIJIA PAWAN	4/1/2016	3450	0.15	3450	0.15
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	3450	0.15
7	At the beginning of the year KANIKA BAJAJ	4/1/2016	1000	0.04	1000	0.04
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	1000	0.04
8	At the beginning of the year KUMKUM BAJAJ	4/1/2016	44600	1.90	44600	1.90
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	44600	1.90
9	At the beginning of the year HARGOVIND GANGABISAN BAJAJ	4/1/2016	17400	0.74	17400	0.74
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	17400	0.74
10	At the beginning of the year ASHISH BAJAJ	4/1/2016	89950	3.83	89950	3.83
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	89950	3.83
11	At the beginning of the year BINA BAJAJ	4/1/2016	44600	1.90	44600	1.90
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	44600	1.90
12	At the beginning of the year VINODKUMAR GANGABISAN BAJAJ	4/1/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	100	0.00
13	At the beginning of the year SHAKUNTALADEVI BAJAJ	4/1/2016	29800	1.27	29800	1.27
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	29800	1.27
14	At the beginning of the year SUNIL BAJAJ	4/1/2016	86697	3.69	86697	3.69
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	86697	3.69
15	At the beginning of the year SANGEETA GOYAL	4/1/2016	21800	0.93	21800	0.93
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	21800	0.93
16	At the beginning of the year SUNDEEP GOYAL	4/1/2016	2800	0.12	2800	0.12
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	2800	0.12
17	At the beginning of the year RIJIA AKSHAT	4/1/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	100	0.00
18	At the beginning of the year MUTHA RAMDAS CHANDANMAL	4/1/2016	500	0.02	500	0.02
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	500	0.02
19	At the beginning of the year LAV BAJAJ	4/1/2016	29464	1.25	29464	1.25
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	29464	1.25
20	At the beginning of the year KUSH BAJAJ	4/1/2016	29464	1.25	29464	1.25
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	29464	1.25
21	At the beginning of the year VARUN BAJAJ	4/1/2016	24900	1.06	24900	1.06
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL		
	At the End of the year	31/03/2017	0	0.00	24900	1.06

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

Sl No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No.of Shares held 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	BAJAJ EXPORTS PVT LTD	4/1/2016	213800	9.10	213800	9.10
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	213800	9.10
2	At the beginning of the year	SATISH LALCHAND MUTHA	4/1/2016	128800	5.48	128800	5.48
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	128800	5.48
3	At the beginning of the year	GLYCOSIC MERCHANTS PRIVATE LIMITED	4/1/2016	78900	3.36	78900	3.36
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	78900	3.36
4	At the beginning of the year	BAJAJ GLOBAL LIMITED	4/1/2016	67500	2.87	67500	2.87
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	67500	2.87
5	At the beginning of the year	NISSAN MERCHANDISE PVT. LTD.	4/1/2016	50000	2.13	50000	2.13
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	50000	2.13
6	At the beginning of the year	RAJASTHAN GLOBAL SECURITIES PVT. LTD.	4/1/2016	44398	1.89	44398	1.89
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	44398	1.89
7	At the beginning of the year	DHEERAJ KUMAR LOHIA	4/1/2016	24092	1.03	24092	1.03
	Date wise Increase / Decrease in Share holding during the year		30/09/2016	1399	0.06	25491	1.08
			07/10/2016	2605	0.11	28096	1.20
			13/01/2017	2491	0.11	30587	1.30
			20/01/2017	971	0.04	31558	1.34
			10/02/2017	4340	0.18	35898	1.53
	At the End of the year		31/03/2017	0	0.00	35898	1.53
8	At the beginning of the year	DNYANESH LAD	4/1/2016	31450	1.34	31450	1.34
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	31450	1.34
9	At the beginning of the year	REKHA GIRISH LAD	4/1/2016	20950	0.89	20950	0.89
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	20950	0.89
10	At the beginning of the year	RACHIT FINSEC PRIVATE LIMITED	4/1/2016	19000	0.81	19000	0.81
	Date wise Increase / Decrease in Share holding during the year		07/10/2016	-19000	0.81	0	0.00
	At the End of the year		31/03/2017	0	0.00	0	0.00
11	At the beginning of the year	LOHIA UNIVERSAL TRADERS LLP	4/1/2016	17168	0.73	17168	0.73
	Date wise Increase / Decrease in Share holding during the year		30/09/2016	-2553	0.11	14615	0.62
			07/10/2016	-14615	0.62	0	0.00
	At the End of the year		31/03/2017	0	0.00	0	0.00
12	At the beginning of the year	RAJ KUMAR LOHIA	4/1/2016	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		03/06/2016	1320	0.06	1320	0.06
			08/07/2016	670	0.03	1990	0.08
			22/07/2016	-990	0.04	1000	0.04
			29/07/2016	-892	0.04	108	0.00
			30/09/2016	1020	0.04	1128	0.05
			07/10/2016	10611	0.45	11739	0.50
			14/10/2016	84	0.00	11823	0.50
			03/02/2017	1304	0.06	13127	0.56
	At the End of the year		31/03/2017	0	0.00	13127	0.56

(V) Shareholding of Directors and Key Managerial Personal :

Sl No.		Name of Promoter's	As On Date	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**	**MOHAN BINDRABAN AGRAWAL**	1/4/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	100	0.00
2	**At the beginning of the year**	**ALOK RATANLAL GOENKA**	1/4/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	100	0.00
3	**At the beginning of the year**	**DEEPAK BATRA**	1/4/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	100	0.00
4	**At the beginning of the year**	**RAJIV RANKA**	1/4/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	100	0.00
5	**At the beginning of the year**	**ROHIT BAJAJ**	1/4/2016	55325	2.35	55325	2.35
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	55325	2.35
6	**At the beginning of the year**	**SUNIL BAJAJ**	1/4/2016	91697	3.90	91697	3.90
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	91697	3.90
7	**At the beginning of the year**	**VINOD KUMAR BAJAJ**	1/4/2016	13300	0.56	13300	0.56
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	13300	0.56
8	**At the beginning of the year**	**DR. MAHENDRA KUMAR SHARMA**	1/4/2016	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			**NIL**	**NIL**		
	At the End of the year		31/03/2017	0	0.00	100	0.00

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	386.90	3425.70	106.10	3918.70
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.39	-	-	4.39
Total (i+ii+iii)	**391.29**	**3425.70**	**106.10**	**3923.09**
Change in Indebtedness during the financial year				
* Addition				
* Reduction	215.14	59.82	0.05	275.01
Net Change	**215.14**	**59.82**	**0.05**	**275.01**
Indebtedness at the end of the financial year				
i) Principal Amount	170.57	3365.88	106.05	3642.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.58	-	-	5.58
Total (i+ii+iii)	**176.15**	**3365.88**	**106.05**	**3648.08**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Rohit Bajaj	Sunil Bajaj	Dr.M.K.Sharma	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28,76,546	28,76,546	40,66,284	98,19,376
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	5,05,355	5,05,355
	(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 (A)	**28,76,546**	**28,76,546**	**45,71,639**	**1,03,24,731**

B. REMUNERATION TO OTHER DIRECTORS:

S.N		Name of the Directors					Total (Amount in ₹)
1	**Independent Directors**	**Dr. Raja Iyer**	**Mohan Agrawal**	**Rajiv Ranka**	**Alok Goenka**	**Dr. Panna Akhani**	
	Fee for attending Board/ committee meetings	10,000	10,000	19,000	35,000	20,000	94,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	**10,000**	**10,000**	**19,000**	**35,000**	**20,000**	**94,000**
2	**Other Non-Executive Directors**	**Vinodkumar Bajaj**	**Deepak Batra**				
	Fee for attending Board/ committee meetings	20,000	27,000	-	-	-	47,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	**20,000**	**27,000**	-	-	-	**47,000**
	Total (B)=(1+2)						**1,41,000**
	Total Managerial Remuneration (A+B)						**1,04,65,731**

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR / MANAGER / WHOLETIME DIRECTOR

Sr.No	Particulars of Remuneration	Key Managerial Personnel		
		Rahul Patwi CS	Manish Sharma CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,43,912	14,29,005	20,72,917
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(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	**6,43,912**	**14,29,005**	**20,72,917**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	---------- NIL ----------				
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNUAL REPORT ON CSR ACTIVITIES

A brief outline of the Company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programmes:

As per Section 135 of the Companies Act, 2013, Every Company having a net worth of Rupees Five Hundred Crores or more, or turnover of Rupees One Thousand Crores or more or net profit of Rupees Five Crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors and out of which at least one director shall be independent Director.

The Company therefore determined to bring together the Company's existing operating principles into one framework policy under the heading of Corporate Social Responsibility (CSR). The principles encompassed in this policy cover the major areas of the social responsibility and have been developed and continue to be reviewed against and updated by reference to relevant codes of corporate governance.

The policy objectives of the Company as per Schedule VII of The Companies Act, 2013 are as follows:

a) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water:

b) Promoting education, incuding special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

c) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

d) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.

e) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

The Board of Directors of the Company supports the principles set out in those codes and standards and the aim of this policy is to translate that support into a set of guidelines and standards that set a common approach for the Company and provide practical guidance for our managers and employees on the ground.

CSR COMMITTEE :

The Company has already constituted CSR committee comprising of Shri Deepak Batra (Chairman), Shri Alok Goenka & Shri Rajiv Ranka, as the members of the Committee. The committee is responsible for formulating and monitoring the CSR Policy of the Company.

FINANCIAL DETAILS :

PARTICULARS	Amount (In ₹)
Average Net Profit of the Company for Last Three Financial year	7,85,58,766/-
Prescribed CSR Expenditure to be done in the F.Y. 2016- 17 (2% of the average net profit as computed above)	15,71,175/-
Details of CSR expenditure during the Financial Year	
Total Amount spent in CSR in FY 2016-17	NIL
Amount unspent	15,71,175/-

The Manner of the amount spent during the financial year is detailed below :

Sr.No.	CSR project or activity identified	Sector in which the project is covered	Project or programs (a) local area or other (b) Specify the state and districtwhere projects or program was undertaken	Amount outlay (budget) project or programwise	Amount spent on the project or programs subheads : 1. Direct expenditure on project programs 2. Overhead	Cumulative expenditure upto the reporting period	Amount spent Director through implementing agency
----------NIL----------							

REASON FOR NOT SPENDING THE AMOUNT PRESCRIBED IN CSR ACTIVITIES :
In the year 2016-17 due to continuous decrease in cotton production, the demand for the Company's product has also fallen substantially. The turnover of the Company during the year 2016-17 was lower by about ₹72 crores in comparison to earlier year. This has also adversely affected the profitability of the Company.The Company suffered Cash Loss of ₹ 4.85 Cr. in the year 2016-17. Due to such huge Cash Loss, liquidity of the Company have been adversely affected. At this stage, any further outflow on CSR activity would have had further adverse impact on liquidity position and the company would have faced the difficulty in fulfilling its financial commitments. Keeping in view the above facts, no amount has been spent by the Company on CSR activity in the year 2016-17.

CSR RESPONSIBILITIES :
We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Deepak Batra	Alok Goenka	Rajiv Ranka
Chairman	Member	Member
DIN: 02979363	DIN: 00789716	DIN: 00392438

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

(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,

BAJAJ STEEL INDUSTRIES LIMITED

CIN- L27100MH1961PLC011936

C-108, MIDC INDUSTRIAL AREA HINGNA, NAGPUR-440028

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

Based on our verification of the **BAJAJ STEEL INDUSTRIES LIMITED'S** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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 **BAJAJ STEEL INDUSTRIES LIMITED.** ("the Company") for the financial year ended on 31st March, 2017, according to the provisions of:

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

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

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit Period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

(vi) Other laws applicable to the Company, we have relied on the compliance system prevailing in the Company and on the basis of representation received from its concerned department :

i) Factories Act, 1948
ii) Applicable Labour laws and rules issued thereunder
iii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
iv) Prevention and Control of Pollution) Act, 1981.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s),
(iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has not made adequate expenditure towards CSR as applicable under Companies Act, 2013.
2. The Company is not disclosing the information required under micro, small and medium Enterprises Development Act, 2006.

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

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

As per the minutes of the meeting duly recorded and signed by the Chairman, The Decisions of the board were unanimous and no dissenting views have been recorded,

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

We further report that during the audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc, having major bearing on the companies affairs.

For Siddharth Sipani & Associates
Company Secretaries

Date : 5th August, 2017
Place: Nagpur

Siddharth Sipani
(Proprietor)
Memb. No. 28650, CP. No. 11193

ANNEXURE A

To,
THE MEMBERS,
BAJAJ STEEL INDUSTRIES LIMITED
CIN- L27100MH1961PLC011936
C-108, MIDC INDUSTRIAL AREA HINGNA, NAGPUR-440028

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. 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 management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Siddharth Sipani & Associates
Company Secretaries

Date : 05th August, 2017
Place: Nagpur

Siddharth Sipani
(Proprietor)
Memb. No. 28650, CP. No. 11193

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENTS:

1.Disclaimer:

These financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India. All statements that address expectations or projections about the future, including, but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward – looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

2.Future Trend & Opportunities:

The Company has expanded new divisions of Electrical Panels and have started higher end panels manufacturing. Further, the pre-engineered steel buildings division has also been expanded and getting good response within and outside India. The growth potentials of both these divisions are very high. The Company is also in the process of expanding its activities in the field of fire-fighting system, transmission equipment such as pulleys and sprockets etc. The Continental Cotton Ginning & Pressing Machinery Division of the Company has well been adopted and various equipments are being supplied to advance countries, such as Australia, Greece, USA etc. apart from substantial supplies to Africa, this is likely to increase further.

INDUSTRY STRUCTURE & DEVELOPMENT:

The Company has following divisions:

1. Bajaj Machinery Division
2. Bajaj Continental Machinery Division
3. Infrastructure Division
4. Electrical Division
5. Superpack Division

Foreign Subsidiary:

1. Bajaj Coneagle LLC, Alabama USA
2. Bajaj Steel Industries (U) Limited, Uganda

The strong vision and dedication of the management and employees has put the Company as one of the biggest manufacturers of Cotton Ginning and Pressing Machineries with distinction of having only company in the world with capabilities for manufacturing Cotton

Ginning Machines for all the four major cotton ginning technologies being used in the world and enjoying more than two – thirds of the market share in India while **rapidly** expanding in the other cotton growing countries of the world. The company also undertakes turnkey projects including civil in its area of operation. One of such project has been completed in Uganda & other has been completed in Benin.

RATING AGAINST BANK FACILITIES:

The CRISIL Ltd has further reviewed and rated in respect of Bank facilities of the Company. The ratings are as under:

Total Bank Loan Facilities Rated	**Rs 63.58 Crores (Reduced from Rs. 82 Crores)**
Long - Term Rating	CRISIL BBB/ Negative (Downgraded from CRISIL A-/Negative)
Short- Term Rating	CRISIL A3+ (Downgraded from CRISIL A2+)

EXPORT POTENTIAL OF COMPANY'S PRODUCTS:

The Company is rapidly increasing its exports to United States of America, Australia, Eastern and Western African Countries, and exploring the markets in South American & CIS countries. The equipments made on the basis of drawings received from M/s. Continental Eagle Corporation USA, have been well received by the American and other markets and quality of the same has been appreciated all around. Further, Company has obtained an order for 80-90 bales per hour baling press from USA, which is the highest capacity in the world. This is a very prestigious order. There is further growth potential for exports.

THREATS, RISK AND CONCERNS:

The cotton scenario in the world is in depression mode and the recovery is likely to take some time, therefore the core business of the company in respect of Cotton Ginning & Pressing Machinery is likely to be affected adversely. The Company is trying to compensate this by increase in revenue from other segments such as PEB, Electrical Panels etc. The continuous improvements in the product quality and enhanced sales efforts are likely to balance the performance.

In the current global uncertain economic environment certain risks may gain more prominence either on a standalone basis or when taken together. Your Company has already initiated various actions in this direction by resorting to man power review, cutting unnecessary costs, etc.

The challenges ahead are to find out ways and means to bring down the processing costs and to further increase the productivity and efficiency of machines used for each level of operation in the Ginning & Pressing Factories, Delinting, Decorticating and other items supplied by the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of business. These procedures are designed to ensure:

1. That all assets and resources are used efficiently and are adequately protected.
2. That all the internal policies and statutory guidelines are complied with; &
3. The accuracy and timing of financial reports and management information is maintained.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

Industrial relations remained cordial during the year. Employees' competencies and skills were enhanced by exposing them to several internal and external training programs.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Introduction:

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the shareholders and others. Corporate Governance ensures fairness, transparency and integrity of the management.

The Company's philosophy on Corporate Governance aims at ethical corporate behaviour and always strives to achieve optimum performance at all levels by adhering to good Corporate Governance practices. The Company's beliefs on Corporate Governance are intended at supporting the management of the Company for competent conduct of its business and ensuring long term value for shareholders employees, customers and statutory authorities.

The Company has put in place the systems to comply with all the rules, regulations and requirements mentioned in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS :

Composition :

The Board has an optimum combination of Executive and Non-Executive Directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

The Composition of the Board as on March 31, 2017 are as under :

Name of the Director	Designation	Category
Shri Rohit Bajaj	Chairman & Managing Director	Promoter (Executive)
Shri Sunil Bajaj	Executive Director	Promoter (Executive)
Dr. Mahendra Kumar Sharma	Wholetime Director & CEO	Executive Director
Shri Vinod Kumar Bajaj	Director	Promoter (Non- Executive)
Shri Alok Goenka	Director	Independent (Non-Executive)
Shri Rajiv Ranka	Director	Independent (Non-Executive)
Shri Mohan Agrawal	Director	Independent (Non-Executive)
Shri Deepak Batra	Director	Non-Independent (Non-Executive)
Dr. Panna Himmatlal Akhani	Director	Independent (Non-Executive)
Dr. Raja Iyer	Additional Director	Independent (Non-Executive)

Category of Directors	Number of Directors	Percentage to the Board
Executive Director (including Managing Director)	3	30%
Non-Independent (Non-Executive)	2	20%
Independent (Non-Executive)	5	50%

Attendance of each Director at the Board Meeting, Last Annual General Meeting and Number of other Directorship/ Chairmanship of Committee of each Director's of various Companies.

Name of Director	Attendance Particular		No. of other Directorships and Committee Membership/Chairmanship		
	Board Meeting	Last AGM	Other Directorship (including Pvt Ltd Company)	Other Committee Membership	Other Committee Chairmanship
Shri Rohit Bajaj	4	Yes	9	1	None
Shri Sunil Bajaj	4	Yes	7	1	None
Shri Vinod Kumar Bajaj	4	Yes	6	None	None
Shri Alok Goenka	4	Yes	3	4	4
Shri Rajiv Ranka	2	No	1	4	2
Shri Mohan Agrawal	2	No	3	None	None
Dr. Raja Iyer	2	No	None	None	None
Shri Deepak Batra	3	No	2	4	2
Dr. Mahendra Kumar Sharma	3	Yes	4	None	None
Dr. Panna Himmatlal Akhani	4	No	None	None	None

None of the Directors on the Board hold Directorships in more than Ten (10) Public Companies. Further none of them is a member of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the Public Companies in which he is a Director. Necessary disclosures regarding as on March 31, 2017 have been made by the Directors.

Meetings Held:

The Board met 4 (Four times) on the following dates during the financial year 2016 – 17

May 28, 2016	November 09, 2016
July 27, 2016	February 04, 2017

Separate Meeting of the Independent Directors

During the year under review, a separate meeting of Independent Directors, without the attendance of Non-Independent Directors and Members of the Management, was held on 30th March, 2017, as required Under Schedule IV of the Companies Act, 2013 (Code for Independent Directors) read with Regulation 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Independent Directors inter-alia reviewed the performance of the Non- Independent Directors, Chairman of the Company and the Board as a whole.

Applicable Laws

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

Familiarization Program of Independent Directors :

The details of the familiarization program of the Independent Directors are available in the website of the Company ie. www.bajajngp.com.

3. AUDIT COMMITTEE :

Composition

The Audit Committee of the Board of Directors of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013 and comprises of :

Sr. No.	Name	Composition
1.	Shri Rajiv Ranka	Member
2.	Shri Deepak Batra	Member
3.	Shri Alok Goenka	Member

There has been no change in the composition of the Committee during the year. The Company Secretary acts as the Secretary of the Audit Committee.

Note : The Chairman for every meeting shall be elected from the Present Committee Members on that Meeting.

Terms of Reference :

The terms of reference of the Audit Committee, broadly as under :

(a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair ;

(b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees ;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors ;

(d) Reviewing with the management, the Annual financial statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to :

- Matters required to be including in the Director's Responsibility Statement in Board Report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major Accounting entries involving estimates based on the exercise of judgement by management.
- Significant adjustments made in the Financial Statements arising out of Audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.

(e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval

(f) Review and monitor the Auditor's independence and performance and effectiveness of Audit Process

(g) Approval or any subsequent modification of transactions of the Company with Related Parties.

(h) Scrutiny of Inter-Corporate Loans and investment.

(i) Evaluation of Internal Financial controls and risk management systems.

(j) Establish vigil mechanism for Directors to report genuine concerns in such manner as may beprescribed.

(k) The Audit Committee may call for the comments of the Auditors about internal control systems, the scope of Audit, including the observations of the Auditors and review of Financial statement before their submission to the Board and may also discuss any related issue with the Internal and Statutory Auditors and the Management of the Company.

(l) The Audit Committee shall review the information required as per SEBI Listing Regulations.

Meetings Held :

The Audit Committee met Four (4) Times on the following dates during the financial year 2016 - 17 :

May 28, 2016	November 09, 2016
July 27, 2016	February 04, 2017

Attendance of each Director at the Audit Committee Meeting are as under :

Sr.No	Name of the Director	Meeting Attended
1	Shri Rajiv Ranka	2
2	Shri Deepak Batra	3
3	Shri Alok Goenka	4

4. NOMINATION & REMUNERATION COMMITTEE :

The Nomination and Remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

Sr. No.	Name	Composition
1.	Shri Rajiv Ranka	Member
2.	Shri Deepak Batra	Member
3.	Shri Alok Goenka	Member

There has been no change in the composition of the Committee during the year. The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

Note: The Chairman for every meeting shall be elected from the Present Committee Members on that Meeting.

Terms of Reference :

(a) Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a Director."

(b) Recommend to the Board the appointment or re-appointment of Directors.

(c) Recommend to the Board appointment of Key Managerial Personnel (KMP).

(d) Carry out evaluation of every Director's Performance and Independent Directors in evaluation of the performance of the Board, its committees.

(e) Recommend to the Board the Remuneration Policy for Directors.

(f) On an annual basis, recommend to the Board the remuneration payable to the Directors.

(g) Oversee familiarization programs for Director.

(h) Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

Remuneration Policy:

The Company's pays remuneration to its Managing Director and Executive Director by way of salary, perquisites, allowances and commission. Salary is paid within the overall limits approved by the members of the Company subject to the overall ceiling limits as stipulated in Sections 197 and 198 of the Companies Act, 2013. During the year 2016 – 17, the Company paid sitting fees of ₹ 5000/- per meeting to its Non- Executive Directors for attending the Board Meeting & ₹3000/- for Committee Meetings. The Company also reimburses the out of pocket expenses incurred by the Directors for attending the meeting.

Meetings Held:

The Remuneration Committee met One time on the following date during the Financial year 2016-17 i.e on May 28, 2016.

Attendance of each Director at the Remuneration committee Meeting are as under :

Sr. No	Name of the Director	Meeting Attended
1	Shri Rajiv Ranka	1
2	Shri Alok Goenka	1
3	Shri Deepak Batra	1

5. REMUNERATION OF DIRECTORS:

Disclosure on Remuneration package of Whole time Directors during the financial year 2016 – 17 are as under :

Sr. No	Name of Directors	Salary & Allowances	Other Benefits & Perks	Performance linked incentive	Retirement Benefits	Commission	Stock Options during the year	Total (In ₹)
1.	Shri Rohit Bajaj	28,76,522	-	-	-	-	-	28,76,522
2.	Shri Sunil Bajaj	28,76,522	3,71,518	-	-	-	-	32,48,040
3.	Dr. M.K.Sharma	40,66,292	2,14,618	-	-	-	-	42,80,910

• Provident Fund Contribution of ₹ 2,49,366/- of Shri Rohit Bajaj, Chairman & Managing Director & Shri Sunil Bajaj, Executive Director & ₹ 3,27,600/- of Dr. Mahendra Kumar Sharma, Whole time Director & CEO have not been included.

Details of payment made to Directors other than Whole-time Directors during the financial year 2016- 17 :

Sr. No	Name of the Director	Sitting Fee		Total
		Board Meeting	*Committee Meeting*	(In ₹)
1.	Shri Vinod Kumar Bajaj	20000	-	20000
2.	Dr. Raja Iyer	10000	-	10000
3.	Shri Mohan Agrawal	10000	-	10000
4.	Shri Rajiv Ranka	10000	9000	19000
5.	Shri Deepak Batra	15000	12000	27000
6.	Shri Alok Goenka	20000	15000	35000
7.	Dr. Panna Himmatlal Akhani	20000	-	20000

6. STAKEHOLDER'S RELATIONSHIP/ GRIEVANCE COMMITTEE:

The Stakeholders' relationship/grievance committee is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Act.

Composition:

Sr. No.	Name	Composition
1.	Shri Deepak Batra	Chairman (Non-Executive Director)
2.	Shri Alok Goenka	Member (Independent / Non-Executive Director)
3.	Shri Rajiv Ranka	Member (Independent / Non-Executive Director)
4.	Shri Rohit Bajaj	Member (Executive Director)
5.	Shri Sunil Bajaj	Member (Executive Director)

The Company Secretary acts as the Secretary to the Committee

Terms of Reference :

- To consider and resolve the grievances of shareholders of the Company including redressal of investor complaints such as non-receipt of dividend / annual reports etc.
- To consider and approve the issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of shares etc.

Meetings Held :

The Share Transfer Committee met Six (6) times on the following dates during the financial year 2016-17:

May 13, 2016	November 04, 2016
July 15, 2016	November 18, 2016
July 29, 2016	February 10, 2017

Attendance of each Directors at the Stakeholders Relationship Committee Meeting are as under :

Sr.No	Name of the Director	Meeting Attended
1	Shri Deepak Batra	6
2	Shri Alok Goenka	-
3	Shri Rajiv Ranka	-
4	Shri Rohit Bajaj	6
5	Shri Sunil Bajaj	6

Name, Designation and Address of Compliance Officer :

Shri Rahul Patwi, Company Secretary
Bajaj Steel Industries Limited
Imambada Road,
Nagpur- 440018
Tel : 0712- 2720071- 80 Fax : 0712- 272805
E. mail : cs@bajajngp.com

Details of Investor Complaints Received and Redressed :

The Company did not received any Investor Complaints during the year 2016- 17

7. OTHER COMMITTEE :

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

The CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013.

Composition :

Sr. No.	Name	Composition
1.	Shri Deepak Batra	Chairman
2.	Shri Alok Goenka	Member
3.	Shri Rajiv Ranka	Member

Terms of Reference :

- Formulate and recommend to the Board, CSR policy indicating the activitiesto be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the CSR activities as specified in the Schedule VII of the Act.
- Monitor the CSR policy of the Company from time to time.

Meetings Held :

The Corporate Social Responsibilty Committee met Two (2) times on the following dates during the Financial year 2016- 17 i.e. on 27.07.2016, 09.11,2016.

Attendance of each Directors at the CSR Committee Meeting are as under :

Sr.No	Name of the Director	Meeting Attended
1	Shri Deepak Batra	2
2	Shri Alok Goenka	2
3	Shri Rajiv Ranka	0

8. CODE OF CONDUCT :

The Board of Directors have laid down a code of conduct for all Board members and senior management of the Company. All Directors and Senior Management Personnel have affirmed compliance with the code of conduct as approved and adopted by the Board of Directors of the Company.

9. DETAILS ON GENERAL BODY MEETINGS :

Year	Location	Date	Day	Time
2013 -14	VIA Hall, Udyog Bhawan, Civil Lines , Nagpur- 440 001	29.09.2014	Monday	4.00 P.M.
2014 -15	VIA Hall, Udyog Bhawan, Civil Lines , Nagpur- 440 001	23.09.2015	Wednesday	4.00 P.M
2015 - 16	VIA Hall, Udyog Bhawan, Civil Lines , Nagpur- 440 001	28.09.2016	Wednesday	4.00 P.M.

Special Resolution passed at the last three Annual General Meetings (AGM) :

(A) At the AGM held on September 29, 2014 :

- Enhancement of Borrowing Limits of the Company from ₹ 150.00 Crores to ₹ 250.00 Crores ;
- Creation of Charge/ Mortgage/Hypothecation on the Movable or Immovable Properties of the Company ;
- Re-appointment of Shri Rohit Bajaj (DIN 00511745) as a Chairman Cum Managing Director of the Company w.e.f. 01st July, 2014 for a period of 5 years ;
- Re-appointment of Shri Sunil Bajaj (DIN 00509786) as an Executive Director of the Company w.e.f. 01st July, 2014 for a period of 5 years ;
- Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company for the further Period of One (1) year w.e.f. 20.03.2014 ;

- Appointment of Shri Shalabh Batra as a General Manager (Sales & Marketing – Exports) of the Company w.e.f. 20.03.2014 ;
- Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013 ;
- Appointment of Shri Rajiv Ranka (DIN 00392438) as an Independent Director of the Company for a period of 5 years ;
- Appointment of Shri Alok Goenka (DIN 00789716) as an Independent Director of the Company for a period of 5 years ;
- Appointment of Shri Mohan Agrawal (DIN 01028558) as an Independent Director of the Company for a period of 5 years ;
- Appointment of Shri Kamal Kishore Kela (DIN 00509008) as an Independent Director of the Company for a period of 5 years ;
- Appointment of Shri Deepak Batra (DIN 02979363) as a Director of the Company for a period of 5 years ;
- Appointment of Shri Rajkumar Lohia (DIN 00203659) as an Independent Director of the Company for a period of 5 years.

(B) At the AGM held on September 23, 2015 :

- Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company for the further Period of One (1) year w.e.f. 20.03.2014.
- Appointment of Shri Vedant Sunil Bajaj as a Technical Executive of the Company
- Appointment of DR. Panna Himmatlal Akhani (DIN 07081637) as an Independent Woman Director of the Company for the term of Five (5) years.
- Revision in remuneration of Shri Rohit Bajaj (DIN 00511745) Managing Director by way of increase in salary
- Revision in remuneration of Shri Sunil Bajaj (DIN 00509786) Executive Director by way of increase in salary
- Revision in remuneration of Dr. Mahendra Kumar Sharma (DIN :00519575) Whole Time Director & Chief Executive Officer (CEO) of the Company by way of increase in salary.

(C) At the AGM held on September 28, 2016 :

- Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company for the period of one (1) year.

During the year under review ie. 2016 -17, the Company has passed a resolution for alteration of the object clause by way of inserting new objects in the Memorandum of Association (MOA) of the Company through Postal Ballot and

the result of the postal ballot was declared on 12.06.2016 and the same has been taken on record in the immediate Board Meeting held on 27.07.2016.

10. OTHER DISCLOSURES:

(i) Related Party Transactions: All material transactions entered into which related parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations during the financial year were in ordinary course of business. These have been approved by the Audit Committee. The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website ie. www.bajajngp.com

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock exchanges or the SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years 2014 -15, 2015-16 and 2016-17 respectively : NIL

(iii)The Company has adopted Whistle Blower Policy and has established the necessary vigil mechanism as defined Under Regulation 22 of SEBI Listing Regulations for Directors and Employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also uploaded on the Company's website ie. www.bajajngp.com

(iv) The Company has also adopted Policy on Determination of Materiality for Disclosures and the same has been uploaded on the Company's website ie, www.bajajngp.com.

(v) The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations :

- The Auditors' Report on Statutory Financial Statements of the Company are un-qualified.
- Mr. Rohit Bajaj is the Chairman & Managing Director of the Company and Dr. Mahendra Kumar Sharma is the Chief Executive Officer (CEO) of the Company.
- M/s V.R. Inamdar & Co, Chartered Accountants, the internal auditors of the Company, make presentations to the Audit Committee on their Reports.

(vi) Reconciliation of Share Capital Audit :

M/s B.Chhawchharia & Co, Chartered Accountants, Nagpur carried out Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed Equity Share Capital. The Audit Report confirms that the total issued/ paid-up capital is in

agreement with the Total Number of Shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(vii)Unclaimed Dividend :

As per the applicable provisions of the Companies Act, the Company is statutorily required to transfer to the Investor Education & Protection Fund (IEPF) all dividends remaining unclaimed for a period of Seven (7) years from the date of transfer to the Unpaid Dividend Account. Once such amounts are transferred to IEPF, no claim of the shareholder shall lie against the Company or the IEPF.

Dividend for and up to the financial year ended March 31, 2009 have already been transferred to 'IEPF". Details of unclaimed dividends for the financial year 2009-10 onwards, and the last date of claiming the Dividend for the respective years, are given in the Company's website www.bajajngp.com. Members are requested to take note of such due dates and claim the Unpaid Dividend well in advance of the due date (ie. before the expiry of the seven year period).

(viii)Code of Prevention of Insider Trading

The Company had in place a 'Code of Conduct for Prevention of Insider Trading', in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The said Code is posted on Company's website www.bajajngp.com.

11. SUBSIDIARY COMPANIES:

The Audit Committee reviews the consolidated financial statements of the Company. The minutes of the Board Meetings are periodically placed before the Board of Directors of the Company.

12. MEANS OF COMMUNICATION :

Website : The Company's website www.bajajngp.com contains a separate dedicated section "Investor Relations" where shareholders information is available. Full Annual Report is also available on the website in a user friendly and downloadable form.

Financial Results : : The Annual , Half Yearly and quarterly results are regularly posted by the Company on its website www.bajajngp.com These are also submitted to the Stock Exchanges in accordance with the Listing Agreement and published in Indian Express(English), Loksatta (Marathi Edition)

Annual Report : Annual Report containing inter- alia Audited Annual Accounts, Directors' Report, Management Discussion and Analysis Report, Auditors' Report and other important information is circulated to Members and other entitled thereto.
Corporate Filing : Announcements, Quarterly ,Shareholding Pattern etc., of the Company regularly filed and are also available on the website of The Bombay Stock Exchange Ltd www.bseindia.com

13. GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting :

Date and Time	:	27th Day of September, 2017 at 4.00 P.M.
Venue	:	VIA Hall, Udyog Bhawan, Civil Lines, Nagpur – 440001
Financial Year	:	April to March
Book Closure Date	:	04.09.2017 to 27.09.2017 (both days are inclusive)
Listing on Stock	:	The Company's shares are listed on the Bombay Stock Exchange Ltd & Calcutta Stock Exchange Ltd.

The Company has paid the Annual Listing fees for the Financial Year 2017 -18

Scrip Code :

The Bombay Stock Exchange Limited : 507944

14. STOCK MARKET DATA :

The Equity Shares of the Company have been listed during the year on The Bombay Stock Exchange Limited (BSE), The Delhi Stock Exchange Limited and The Calcutta Stock Exchange Limited. Equity Shares of ₹ 10/- each.

	The Bombay Stock Exchange Limited (BSE)	
Month	Monthly High Price (in ₹)	Monthly Low Price (in ₹)
Apr 2016	168.00	142.10
May 2016	168.00	135.05
Jun 2016	146.00	130.60
Jul 2016	185.00	135.00
Aug 2016	171.90	136.00
Sep 2016	153.00	133.05
Oct 2016	161.90	134.00
Nov 2016	162.70	120.00
Dec 2016	147.30	120.90
Jan 2017	144.00	124.05
Feb 2017	152.75	128.15
Mar 2017	150.45	135.00

ADDRESS FOR CORRESPONDENCE OF SHAREHOLDERS/ INVESTOR	
For all matters relating to shares and Dematerialisation of shares, Change of address etc be sent to :	**For all matters relating to Annual Reports / Dividend:**
M/s Adroit Corporate Services Private Limited 1st Floor, 19/20, Jaferbhoy Industrial Estate Makwana Road, Marol Naka, Mumbai – 400 059 Tel: 022- 28590942 / 4442/ 4428/4060 E.mail : adroits@vsnl.net	**The Company Secretary** **BAJAJ STEEL INDUSTRIES LIMITED** C-108, MIDC Industrial Area Hingna, Nagpur-440028 Tel : +91-07104-238101 Fax : 07104-237067 Email: cs@bajajngp.com

Share Transfer Process :

Presently, the share transfers which are received in physical form are processed and transferred by Registrar and Share Transfer Agent and the share certificates are returned within a period of 15 -20 days from the date of receipt, subject to the documents being valid and complete in all respects and confirmation in respect of the request for Dematerialization of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) expeditiously.

Distribution of Shareholding as on 31st March, 2017 :

Category	No. of shareholders	Percentage (%)	No. of shares	Percentage (%)
Up to - 500	3801	94.72	462344	19.67
501 – 1000	103	2.57	82395	3.51
1001 - 2000	41	1.02	60388	2.57
2001 – 3000	15	0.37	37623	1.60
3001- 4000	4	0.10	13532	0.58
4001 - 5000	10	0.25	47530	2.02
5001 – 10000	11	0.27	74419	3.17
10001 & Above	28	0.70	1571769	66.88
TOTAL	**4013**	**100**	**2350000**	**100**

Shareholding Pattern as on 31st March, 2017

Sr. No	Category	No. of Holders	No. of Shares	Percentage (%)
1.	Promoters	21	860650	36.62
2.	Non Resident Individuals/ FIIs	363	75807	3.23
3.	Corporate Bodies	78	488053	20.77
4.	Indian Public	3513	922617	39.26
5.	Banks /Mutual Funds	2	500	0.02
6.	Clearing Members/ Trust etc	9	2173	0.09
7.	Directors	2	200	0.01
	TOTAL	**3988**	**2350000**	**100**

Dematerialize of Shares (as on 31st March, 2017) :

Percentage of Share held in :

Physical form : 25.32%
Electronic Form with NSDL : 55.85%
Electronic Form with CDSL : 18.84%

Shares of the Company were actively traded on the Bombay Stock Exchange Limited and hence have good liquidity.

CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, Dr. Mahendra Kumar Sharma, Whole-time Director & Chief Executive Officer (CEO) & Shri Manish Sharma, Chief Financial Officer of M/s Bajaj Steel Industries Limited, to the best of our knowledge and belief hereby certify that

1. We have reviewed the Audited Financial Statements and the cash flow statements for the **Year ended as on 31st March, 2017** and that to the best of our knowledge and belief that :
   (a) these statements does not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   (b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and there are no deficiencies in the design or operation of internal control.
4. We have indicated to the Auditors and the Audit Committee that there are no :
   (a) significant changes in internal control during the year ended as on 31.03.2017;
   (b) significant changes in accounting policies during the year ended as on 31.03.2017, if any that the same have been disclosed in the notes of the statements;
   (c) instances of significant frauds of which we are aware, that involves management or other who have a significant role in the Company's internal control system.

DR. M.K.SHARMA
WHOLE TIME DIRECTOR & CEO

MANISH SHARMA
CHIEF FINANCIAL OFFICER (CFO)

INDEPENDENT AUDITORS' COMPLIANCE CERTIFICATE

TO THE MEMBERS OF

BAJAJ STEEL INDUSTRIES LIMITED

We have examined the compliance of Corporate Governance by **BAJAJ STEEL INDUSTRIES LIMITED** ("the Company") for the year ended on March 31, 2017, as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Certification of Corporate Governance issued by the institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year ended March 31, 2017.

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

Place : Nagpur

For M/s B.CHHAWCHHARIA & CO
CHARTERED ACCOUNTANTS

Date : 09.08.2017

SANJAY AGARWAL
PARTNER
Firm Registration No. 305123E

DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PRESONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Senior Management Employees and the Board of Directors including the Managing Director, Executive Directors, Non-Executive and Independent Directors.

I further confirm that the Company has obtained from all the Members of the Board and the Senior Management Personnel, affirmation that they have complied with the code of conduct of the Company.

Place : Nagpur **ROHIT BAJAJ**

Date : 09.08.2017 **CHAIRMAN & MANAGING DIRECTOR**

STANDALONE

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31ST MARCH, 2017

AUDITOR'S REPORT (STANDALONE)

To the Members of M/s Bajaj Steel Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **M/s BAJAJ STEEL INDUSTRIES LIMITED**(the Company), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Basis of Qualified Opinion

The company is not disclosing the information required under micro, small and medium Enterprises Development Act, 2006 [Note 28 (5)] and expenditure towards Corporate Social Responsibility has not been incurred as required u/s 135 of the Companies Act, 2013.[Note 28(8)].

Opinion

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

Emphasis of Matter

In view of the management's opinion, no provisioning for impairment of assets is required to be done in respect of the company's investment in its wholly owned subsidiary M/s Bajaj Coneagle LLC, USA amounting to USD 1668000 (equivalent to Rs.10.26 crs). [Refer Note 28(6b)]

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

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143 (3) of the Act, we report that:
   (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
   (d) the company has provided requisite disclosure in its financial statement as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and such disclosure are in accordance with the books of accounts maintained by the company;
   (e) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
   (f) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
   (g) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
   (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The financial statements has, to the extent ascertainable, disclosed the impact of pending litigations on the consolidated financial position of the Company – Refer Note 28(2) to the financial statements; ;
      ii. the Company does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Nagpur

Date: 27th May, 2017.

For B. CHHAWCHHARIA & CO.
Firm Registration No.305123E
Chartered Accountants

Ketan Chhawchharia
Partner
Membership No. 63422

BAJAJ STEEL INDUSTRIES LIMITED

ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

(i) (a) Proper records showing full particulars including quantitative details and situation of fixed assets are being updated by the company.

(b) According to the information and explanation given to us, all the fixed assets including capital work in progress have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion is reasonable having regard to the size of the company and nature of its assets. As explained, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) According to the information and explanations given to us, the management has conducted physical verification of inventory at reasonable intervals during the year which, in our opinion, is reasonable having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms or parties covered in the register maintained u/s 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities made by the company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

(vi) As certified by a Cost Accountant, the Company has maintained Cost records for the year under review, as prescribed under sub section (1) of section 148 of the Companies Act, 2013 to the extent applicable to the Company. We have however, not made a detailed examination of such records.

(vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, as applicable, which have not been deposited on account of any dispute except as detailed in Annexure-I.

(viii) In our opinion and according to the information and explanations given to us, the Term loans have been applied for the purpose for which they were obtained.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year under review.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place : Nagpur

Date: 27th May, 2017

For B. CHHAWCHHARIA & CO.
Firm Registration No.305123E
Chartered Accountants

Ketan Chhawchharia
Partner
Membership No. 63422

Annexure 1 as referred in clause [vii (b)] of the Annexure to our Report of even date for the year ended 31st March, 2017

Name of the Statute	Nature of the Dues	Amount (lacs)	Relating to the year	Forum where dispute Pending
Central Sales Tax Act, 1956	Non submission of Forms	2.16	2001 -2002	Maharashtra Sales Tax Tribunal (Mumbai)
Central Sales Tax Act, 1956	Non submission of Forms	1.83	2002-2003	Maharashtra Sales Tax Tribunal (Mumbai)
Central Sales Tax Act, 1956	Non submission of Forms	7.09	2003-2004	Deputy Commissioner, Sales Tax, Nagpur
Bombay Sales Tax Act, 1956	Non submission of Forms	2.75	2003 -2004	Deputy Commissioner, Sales Tax, Nagpur
Central Excise Act, 1944	Duty on material cleared after Job Work	0.43	Oct-03 to Apr-2004	Assistant Commissioner, Chindwara
The Customs Act, 1962	Duty and Penalty on import of material	136.60	2002 -2003 & 2003 -2004	High Court, Mumbai
Madhya Pradesh Commercial Tax Act, 1994	Demand on regular assessment	0.27	2002 -2003	Assistant Commissioner, Commercial Tax
Madhya Pradesh Entry Tax Act, 1976	Entry Tax on Stock transferd goods.	0.38	2010 -2011	Deputy Commissioner, Commercial Tax (Appeal) Chindwara
Central Excise Act, 1944	Non payment of Excuse duty on HydrolicOil.	89.36	May, 2009 to Oct, 2014	The Additional Commissioner of Central Excise Custom & Service Tax, Ngp-1
Central Sales Tax Act, 1956	Non submission of Forms	0.54	2006-2007	Deputy Commissioner, Commercial Tax (Appeal) Chindwara

Place: Nagpur

Date: 27th May, 2017

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No.305123E

Ketan Chhawchharia
Partner
Membership No. 63422

BAJAJ STEEL INDUSTRIES LIMITED

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls 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 M/s Bajaj Steel Industries Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place: Nagpur

Date: 27th May, 2017.

For B. CHHAWCHHARIA & CO.
Firm Registration No.305123E
Chartered Accountants

Ketan Chhawchharia
Partner
Membership No. 63422

BALANCE SHEET AS AT 31ST MARCH, 2017 (STANDALONE)

Particulars	Note No.		AS AT 31.03.2017		AS AT 31.03.2016
		₹	₹	₹	₹
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	1	2,35,00,000		2,35,00,000	
Reserves & Surplus	2	59,08,59,000		68,40,71,837	
			61,43,59,000		70,75,71,837
Non-current Liabilities					
Long Term Borrowings	3	35,42,04,135		38,16,99,956	
Other Long Term Liabilities	4	1,14,33,320		1,26,55,589	
Long Term Provisions	5	4,78,83,616	41,35,21,071	5,47,47,438	44,91,02,983
Current Liabilities					
Short Term Borrowings	6	43,46,64,246		39,77,08,819	
Advance from Customers	7	10,99,07,072		15,04,66,498	
Trade Payables	8	30,37,05,026		49,75,36,555	
Other Current Liabilities	9	16,58,57,235		14,98,36,035	
			1,01,41,33,579		1,19,55,47,907
			2,04,20,13,650		2,35,22,22,727
ASSETS					
Non-current Assets					
Fixed Assets:	10				
Tangible Assets		43,17,58,071		49,04,32,149	
Intangible Assets		15,81,160		21,08,214	
Capital Work in Progress		12,79,12,582		11,65,76,848	
		56,12,51,813		60,91,17,211	
Non-Current Investments	11	12,46,19,465		13,79,46,211	
Deferred Tax Assets (Net)	12	7,58,99,000		3,89,74,000	
Long-term loans and advances	13	54,45,329		1,58,89,626	
			76,72,15,607		80,19,27,048
Current Assets					
Inventories	14	50,06,65,209		67,43,26,339	
Trade Receivable	15	41,09,09,488		48,07,93,079	
Cash & Bank Balances	16	16,46,97,970		18,58,32,037	
Short Term Loans & Advances	17	19,85,25,376	1,27,47,98,043	20,93,44,224	1,55,02,95,679
			2,04,20,13,650		2,35,22,22,727
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS	28				

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director

Rohit Bajaj
Managing Director

Manish Sharma
Cheif Financial Officer

Alok Goenka
Rajiv Ranka
Deepak Batra
Directors

Rahul Patwi
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017 (STANDALONE)

Particulars	Note No.	STANDALONE 2016-2017	STANDALONE 2015-2016
		₹	₹
Income			
Revenue from Operations	18	2,11,14,05,628	2,83,88,77,269
Other Income	19	3,95,84,937	4,75,52,251
Total (A)		2,15,09,90,565	2,88,64,29,520
Expenses			
Cost of materials consumed	20	1,23,13,03,564	1,74,21,53,379
Purchases	21	3,16,500	1,39,500
Manufacturing & Processing Charges	22	25,68,07,706	32,82,64,945
Changes In Inventories	23	6,29,77,126	(3,23,52,129)
Employee benefit expense	24	27,25,26,492	34,63,84,934
Finance Costs	25	9,04,35,372	8,71,66,004
Depreciation & Amortization expense		8,15,96,157	11,24,83,386
Other Expenses	26	28,51,65,485	32,98,25,854
Total (B)		2,28,11,28,402	2,91,40,65,873
Profit/Loss before tax(A-B)		(13,01,37,837)	(2,76,36,353)
Tax Expenses :	27		
i) Current Tax		-	26,76,128
ii) Deferred Tax		(3,69,25,000)	(1,13,84,000)
Total Tax Expense		(3,69,25,000)	(87,07,872)
Profit/loss for the year		(9,32,12,837)	(1,89,28,481)
Earning Per Share (On Shares of nominal value of ₹10/- each) Basic & Diluted		(39.67)	(8.05)

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director

Rohit Bajaj
Managing Director

Manish Sharma
Cheif Financial Officer

Alok Goenka
Deepak Batra
Rajiv Ranka
Directors

Rahul Patwi
Company Secretary

NOTES TO THE ACCOUNTS

	AS AT 31.03.2017	AS AT 31.03.2016
	₹	₹
1 SHARE CAPITAL		
Authorised :		
15000000 Equity Shares of ₹ 10 each	15,00,00,000	15,00,00,000
Issued, Subscribed and Paid up :		
2350000 Equity Shares of ₹ 10 each fully paid up	2,35,00,000	2,35,00,000
	2,35,00,000	2,35,00,000

a) Details of shareholders holding more than 5% of the Equity Shares :-

	As at 31-Mar-17		As at 31-Mar-16	
Name of Shareholder	**Number**	**% holding**	**Number**	**% holding**
Bajaj Exports Pvt. Ltd.	2,13,800	9.10	2,13,800	9.10
Vidarbha Tradelinks Pvt. Ltd.	2,09,000	8.89	2,09,000	8.89
Smt Gayatri Devi Bajaj	1,51,400	6.44	1,51,400	6.44
Satish Lalchand Mutha	1,28,800	5.48	1,28,800	5.48

b) Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

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

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

NOTES TO THE ACCOUNTS

	AS AT 31.03.2017	AS AT 31.03.2016
	₹	₹
2. RESERVES & SURPLUS		
Capital Reserve		
Capital Subsidy	52,86,746	52,86,746
On re-issue of forfeited Equity Shares	3,500	3,500
On Forfeiture of money received against Share warrants	99,00,000	99,00,000
	1,51,90,246	1,51,90,246
Securities Premium Reserve	3,81,00,000	3,81,00,000
General Reserve As per last Account	62,00,00,000	63,00,00,000
Less : Amount transferred to surplus in Profit & Loss Account	(9,00,00,000)	(1,00,00,000)
	53,00,00,000	62,00,00,000
Surplus in the statement of Profit and Loss		
Balance as per last Account	1,07,81,597	1,97,10,073
Profit for the year	(9,32,12,837)	(1,89,28,481)
Less: Appropriations		
Transfer from General Reserve	9,00,00,000	1,00,00,000
	75,68,754	1,07,81,591
	59,08,59,000	68,40,71,837

NOTES TO THE ACCOUNTS

	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
3. LONG -TERM BORROWINGS:		
SECURED LOANS		
A) Term Loans:		
(i) From Banks:		
AXIS Bank Limited -Term Loan-2 Secured by way of first charge on the fixed assets acquired from this loan, extention of exclusive charge on entire moveable and immovable fixed assets of the Company's unit situated at Plot No. G-108, Butibori, MIDC, Nagpur and fixed assets acquired out of term loan-1 installed at C-108 and G-6 & G-7 unit of the Company and collaterally secured by way of extention of exclusive charges on entire current assets of Steel division of the Company, present and future, and personal guarantee of the Managing and Executive Director of the Company. Terms of Repayment :Quarterly Installments of ₹ 31.25 Lacs each to be paid after a moratorium period of 1 year from the date of first disbursement i.e 02.05.2014.	2,50,00,000	3,75,00,000
(ii)From Others:		
SICOM Limited Secured by way of first charge by way of mortgage of the entire present and future fixed asset of the company at Plot No. C-108 Nagpur industrial area and also first charge on the entire movable assets including plant and machinery except C.N.C Horizontal Machine which is hypothecated to the Axis Bank Ltd., machinery spares, tools and accessories, electrical installation, furniture fixtures etc. both present and future at plot No-C-108 in the Nagpur Industrial Area, Hingna. Floating charge present and future at plot No-C-108 in the Nagpur Industrial Area,	1,17,00,000	1,83,40,000

	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
Hingna. Floating charge on all the other assets of the company except C.N.C.,Horizontal machine hypothecated to Axis Bank Ltd and personal guarantees of Managing and Executive Director of the company.		
Terms of Repayment :11 Quarterly Installments of ₹16.60 Lacs each and Last installment of ₹ 17.40 Lacs.		
B) Vehicle Loans from :		
a) AXIS Bank Limited	21,15,096	49,73,508
b) ICCI Bank Ltd.	3,14,773	8,09,159
-Secured by hypothecation of vehicles financed by them		
Terms of Repayment :		
- ₹ 21,15,096/-under 36 EMI Scheme		
- ₹ 3,14,773/-under 24 EMI Scheme		
UNSECURED LOANS		
From Related Parties	33,65,88,447	34,25,70,087
	37,57,18,316	40,41,92,754
Less : Current Maturity (Refer Note No. 9)	2,15,14,181	2,24,92,798
	35,42,04,135	38,16,99,956
4 OTHER LONG TERM LIABILITIES		
Trade Deposits	1,06,15,850	1,06,10,000
Retention Money	8,17,470	20,45,589
	1,14,33,320	1,26,55,589
5 LONG TERM PROVISIONS		
Provision for Employees Benefits:		
- Gratuity	3,73,14,629	4,19,32,082
- Leave Encashment	1,05,68,987	1,28,15,356
	4,78,83,616	5,47,47,438

		AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
6	**SHORT-TERM BORROWINGS**		
	Loan Repayable on Demand		
	Secured		
	(i) Working Capital Loans from :		
	a) IDBI Bank Ltd.	3,01,30,342	(4,01,985)
	Secured by first charge on entire current assets (Present and future) of Master Batch unit of Superpack division of the Company,equitable mortgage on the building ,structures and machineries situated at Company's premises at Sausar and charge on Plot Nos B12, B12/1, B/13, B13/1, B14, B14/1 at MIDC Industrial Estate, Hingna, Nagpur held in the name of a related Company and corporate guarantee of the said related Company and also by personal guarantee of a Director and C.E.O of Superpack Division of the Company.		
	b) AXIS Bank Limited		
	Secured by first charge on entire current assets of Steel Division of the Company, present & Future, collateral security by way of extension of exclusive second charge on the entire moveable and immoveable fixed assets, present and future, situated at plot No-G-108, Butibori, MIDC, Nagpur and assets acquired out of term loan-1 installed at C-108, G-6 & G-7 Hingna Nagpur and exclusive second charge on the fixed asset acquired out of term loan-2 and by personal guarantee of the Managing and Executive Director of the Company.		
	-Rupee Loan	23,38,06,532	23,65,60,926
	-Foreign Currency Loan	6,66,90,000	6,66,20,000
	(ii) Overdraft from :		
	a) HDFC Bank Limited	1,93,87,087	1,30,10,560
	b) AXIS Bank Limited	1,44,75,460	1,43,76,148
	c) Karur Vysya Bank Limited	7,01,74,825	6,75,43,171
	-Secured by pledge of certain fix deposit Receipt		
		43,46,64,246	39,77,08,819

	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
7 ADVANCE FROM CUSTOMERS		
Customer Advance	10,99,07,072	15,04,66,498
	10,99,07,072	**15,04,66,498**
8 TRADE PAYABLES		
Sundry Creditors		
- Total outstanding dues of Micro enterprise and small enterprise.	-	-
- Total outstanding dues of creditors other than micro enterprise and small enterprise. [Refer Note-28(5)]	30,37,05,026	49,75,36,555
	30,37,05,026	49,75,36,555
9 OTHER CURRENT LIABILITIES		
Current maturities of long-term debts (Refer Note No. 3)	2,15,14,181	2,24,92,798
Interest accrued but not due on borrowings	4,709	41,101
Interest accrued and due on borrowings	5,53,392	3,98,116
Unclaimed Dividends	20,08,281	22,68,399
Other liabilities	14,17,76,672	12,46,35,621
	16,58,57,235	14,98,36,035

NOTES TO THE ACCOUNTS

10. FIXED ASSETS

	PARTICULARS	GROSS BLOCK				DEPRECIATION/ AMORTIZATION				NET BLOCK	
		AS AT 01.04.2016	ADDITIONS	DEDUCTIONS	AS AT 31.03.2017	UPTO 31.03.2016	FOR THE YEAR	ADJUSTMENTS	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(A)	**TANGIBLE ASSETS**										
	LAND										
	- Freehold	3,256,118	-	-	3,256,118	-	-	-	-	3,256,118	3,256,118
	- Leasehold	11,202,078	-	-	11,202,078	-	-	-	-	11,202,078	11,202,078
	BUILDING	428,529,172	17,976,442	-	446,505,614	177,819,290	16,126,964	-	193,946,254	252,559,360	250,709,882
	PLANT AND MACHINERY	615,745,265	3,718,910	-	619,464,175	419,806,873	54,710,765	-	474,517,638	144,946,537	195,938,392
	OFFICE EQUIPMENTS	54,176,380	424,303	-	54,600,683	45,763,379	3,416,851	-	49,180,230	5,420,453	8,413,001
	FURNITURE AND FIXTURES	22,214,549	295,670	-	22,510,219	16,094,942	1,681,670	-	17,776,612	4,733,607	6,119,607
	VEHICLES	56,104,549	705,275	6,189,328	50,620,496	41,311,479	5,132,853	5,463,753	40,980,579	9,639,917	14,793,070
	TOTAL (A)	1,191,228,112	23,120,600	6,189,328	1,208,159,384	700,795,962	81,069,103	5,463,753	776,401,313	431,758,071	490,432,149
(B)	**INTANGIBLE ASSETS**										
	TECHNICAL KNOW HOW	40,654,827	-	-	40,654,827	38,569,903	521,231	-	39,091,134	1,563,693	2,084,924
	PATENTS	157,200	-	-	157,200	133,910	5,823	-	139,733	17,467	23,290
	TOTAL (B)	40,812,027	-	-	40,812,027	38,703,813	527,054	-	39,230,867	1,581,160	2,108,214
(C)	**CAPITAL WORK IN PROGRESS:**										
	LAND- Leasehold	2,194,500	6,944,880	-	9,139,380	-	-	-	-	9,139,380	2,194,500
	BUILDING	99,440,821	9,487,561	10,238,778	98,689,604	-	-	-	-	98,689,604	99,440,821
	PLANT AND MACHINERY	14,941,527	5,142,071	-	20,083,598	-	-	-	-	20,083,598	14,941,527
	TOTAL (C)	116,576,848	21,574,512	10,238,778	127,912,582	-	-	-	-	127,912,582	116,576,848
	GRAND TOTAL (A + B+ C)	1,348,616,987	44,695,112	16,428,106	1,376,883,993	739,499,775	81,596,157	5,463,753	815,632,180	561,251,813	-
	PREVIOUS YEAR FIGURES	1,250,197,127	122,794,400	24,374,540	1,348,616,987	646,036,263	112,483,386	19,019,873	739,499,776	-	609,117,211

NOTES TO THE ACCOUNTS

	Face Value	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
11. NON-CURRENT INVESTMENTS	₹	Nos.	₹	Nos.	₹
I. In Capital of a wholly Owned Foreign Subsidiary-Unquoted					
Bajaj Coneagle LLC	N.A	N.A	10,26,80,409	N.A	10,26,80,409
Bajaj Steel Industries (U) Limited	N.A	N.A	96,635	N.A	95,669
II. In fully paid up Equity Shares of companies					
(i) Quoted:					
Wopolin Plastics Limited	10	85,850	17,88,050		17,88,050
Less: Provision for diminution in value of Investments			17,88,049 1		17,88,049 1
Ushita Trading & Agencies Ltd	10	90,000	21,17,975		21,17,975
(ii) Unquoted :					
Associated Biscuits Co.Ltd.	100	-	-		6,27,000
III . In fully paid up Preference Shares of a company Unquoted :					
Associated Biscuits Co.Ltd. -11% Non Cumulative Convertible Preference Shares	10	-	-		38,063
IV. In Units of Mutual Funds Unquoted :					
ICICI Prudential Value Fund Series	10	-	1,00,00,000		1,00,00,000
Kotak FMP Series-131	10	-	-		1,00,61,150
IIFL-Income Opportunities Fund	10	-	97,24,445		1,23,25,944
			12,46,19,465		13,79,46,211
Aggregate amount of Quoted Investments			21,17,976		21,17,976
Aggregate amount of Unquoted Investments			12,25,01,489		13,58,28,235
Market Value of Quoted Investments			30,33,000		30,33,000
Repurchase value of units of Mutual Funds			2,24,48,666		3,40,05,368

12 DEFERRED TAX ASSETS (NET)

Deferred Tax Assets on Fiscal allowance of fixed assets	2,13,38,000	1,50,29,000
Deferred Tax Assets on Employees Benefits	1,49,28,000	1,81,26,000
Deferred Tax Assets on Fiscal Allowances on provisions	1,83,35,000	58,19,000
Deferred Tax Assets on Unabosrbed Lossess	2,12,98,000	-
	7,58,99,000	3,89,74,000

NOTES TO THE ACCOUNTS	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
13 LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Deposits	54,45,329	82,89,386
Capital Advances	-	76,00,240
	54,45,329	1,58,89,626
14 INVENTORIES		
Stores, spares and fuel		
(Includes Stores in transit ₹ Nil; P.Y- 3,99,443/-)	1,64,80,244	2,64,03,729
Raw Materials (Includes Stock in Transit		
₹ Nil; P.Y- 1,65,02,328/-)	19,65,65,848	29,73,26,367
Semi-finished Goods	23,52,09,567	28,88,64,803
Finished Goods	5,24,09,550	6,17,31,440
	50,06,65,209	67,43,26,339
15 TRADE RECEIVABLES		
Due for more than six months		
Considered Good		
-Secured	-	37,456
-Unsecured	16,28,81,454	19,47,28,161
Considered Doubtful		
-Unsecured (*)	5,93,34,973	1,75,99,580
Others		
Considered good		
- Secured	69,62,385	1,98,56,678
-Unsecured (*)	24,10,65,650	26,61,70,784
	47,02,44,461	49,83,92,659
Less: Provision for Doubtful Debts	5,93,34,973	1,75,99,580
	41,09,09,488	48,07,93,079
(*) Includes due from foreign Subsidiary	5,64,88,418	6,43,78,589
16 CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Cash-in-hand	6,31,568	20,89,373
Cheques in hand	9,72,447	18,73,461
Balances with Scheduled Banks :		
In Current Account	1,35,66,492	69,05,653
In Unclaimed Dividend Account	20,08,281	22,68,399
Other Bank Balances		
In Fixed Deposit Account (*)	14,75,19,182	17,26,95,151
	16,46,97,970	18,58,32,037

NOTES TO THE ACCOUNTS	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
* Pledged	14,73,38,061	16,23,38,491
* Maturing after 12 Months	1,74,205	2,73,655
17 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Balances with Government Authorities	10,52,96,143	13,16,26,678
Due from foreign Subsidiary	1,31,97,665	20,06,565
Advances recoverable in cash or in kind or for value to be received	6,58,42,464	6,37,26,892
Taxation advance and refundable (Net of provisions)	1,41,89,104	1,19,84,089
	19,85,25,376	20,93,44,224

18 REVENUE FROM OPERATION	2016-2017 ₹	2015-2016 ₹
(a) Sale of products		
Finished Goods	2,27,01,41,471	3,06,46,45,785
Traded Goods	3,69,874	2,07,000
(b) Sale of Services	4,37,47,840	3,39,43,268
(c) Other Operating Revenue Scrap Sales	2,02,05,353	3,14,22,169
	2,33,44,64,538	3,13,02,18,222
(d) Less:- Excise Duty	22,30,58,910	29,13,40,953
	2,11,14,05,628	2,83,88,77,269
18.1 **Details of products sold**		
Finished Goods:		
a) DR Gin	25,39,67,914	28,80,60,633
b) Bale Press Machine	20,65,23,146	27,95,37,942
c) Auto Feeder	6,12,59,726	7,13,05,102
d) Automation Parts	30,10,03,726	43,52,18,152
e) Master Batches	78,28,19,871	101,93,26,630
f) Others	66,45,67,087	97,11,97,326
	2,27,01,41,471	3,06,46,45,785
Traded Goods:		
Liliput Gins	3,69,874	2,07,000
	3,69,874	2,07,000
18.2 Detail of sale of services:		
Errection and Commissioning Charges	3,92,76,626	3,22,94,427
Income from Civil construction (Net)	44,71,214	16,48,841
	4,37,47,840	3,39,43,268

NOTES TO THE ACCOUNTS	2016-2017	2015-2016
19 OTHER INCOME	₹	₹
Interest	1,29,55,527	1,54,61,127
Profit on sale of fixed assets (Net)	-	3,32,340
Income from Investment (Net)	47,11,302	53,39,841
Dividend	-	7,50,000
Foregin Exchange Variation (Net)	-	6,13,619
Miscellaneous Income	2,17,58,519	2,49,68,158
Provision for Doubtful debts written back	1,59,589	87,166
	3,95,84,937	4,75,52,251
20 COST OF MATERIALS CONSUMED		
(a) Steel Division		
Iron and Steel	27,92,26,699	41,07,58,859
Castings	11,62,34,315	14,77,88,548
Ball Bearings	2,42,87,286	4,78,01,220
Others	30,37,97,645	46,09,57,948
(b) Plastic Division		
Polymers	29,97,43,677	41,88,50,569
Mineral Powders	15,68,64,191	20,81,15,432
Chemicals	5,11,49,752	4,78,80,802
	1,23,13,03,564	1,74,21,53,379

	₹	%	₹	%
Imported	34,54,16,877	28.05	44,96,38,012	25.81
Indigeneous	88,58,86,687	71.95	1,29,25,15,367	74.19
	1,23,13,03,564	100.00	1,74,21,53,379	100.00

21 PURCHASES		
Liliput Gins	3,16,500	3,19,500
	3,16,500	3,19,500
22 MANUFACTURING & PROCESSING CHARGES		
Stores and spares consumed (indigenous)	91,481,404	11,07,83,426
Power & Fuel	15,357,481	1,94,96,533
Job work charges	2,67,07,014	4,22,86,128
Errection and Commissioning Charges	3,37,30,765	3,20,42,474
Processing charges	8,95,31,042	12,36,56,384
	25,68,07,706	32,82,64,945

NOTES TO THE ACCOUNTS

	2016-2017 ₹	2015-2016 ₹
23 CHANGES IN INVENTORIES		
Opening Stock :		
Finished Goods	6,17,31,440	5,84,76,824
Work-in-progress	28,88,64,803	25,97,67,290
	35,05,96,243	31,82,44,114
Less: Closing Stock:		
Finished Goods	5,24,09,550	6,17,31,440
Work-in-progress	23,52,09,567	28,88,64,803
	28,76,19,117	35,05,96,243
	6,29,77,126	(3,23,52,129)
24 EMPLOYEE BENEFIT EXPENSE		
Salary, Wages, bonus and allowances	24,63,55,768	31,07,87,706
Directors' Remuneration	98,19,296	1,70,25,744
Contribution to Provident & Other Funds	1,17,80,608	1,41,52,362
Staff & Labour welfare expenses	45,70,820	44,19,122
	27,25,26,492	34,63,84,934
25 FINANCE COSTS		
Interest		
- On Term Loan	60,81,066	68,23,614
- Fixed/Trade Deposits	6,28,334	7,24,840
- Others	8,34,67,708	7,79,19,180
Loan Processing & Other Financial Charges	43,98,133	16,98,370
	9,45,75,241	8,71,66,004
Less:- Related to Capital Work in Progress	41,39,869	-
	9,04,35,372	8,71,66,004
26 OTHER EXPENSES		
Rent	2,17,53,482	2,03,86,030
Rates and Taxes	36,51,746	6,67,386
Insurance	45,89,310	33,68,424
Discount on sales	79,25,172	1,29,90,186
Freight & other Expenses (Net)	2,23,12,315	2,82,34,041
Travelling and Conveyance	3,12,13,866	4,38,97,459
Sales Commission	6,49,57,542	9,70,72,887
Repairs and Maintenance :		
- To Machineries	76,76,996	1,96,75,427
- To Building	33,22,806	59,43,767
- To Others	48,08,526	83,85,121

NOTES TO THE ACCOUNTS

	2016-2017	2015-2016
	₹	₹
Directors' sitting Fees	1,41,000	1,49,000
Auditors' Remuneration :		
- For Statutory Audit	15,50,000	12,50,000
- For Tax Audit	3,25,000	2,50,000
- For Internal Audit	30,000	30,000
- For Other Services	3,53,400	4,60,650
Irrecoverable Debts and Advances written off	64,731	3,69,950
Miscellaneous expenses	6,36,97,695	8,11,20,851
Provision for Doubtful Debts	4,18,94,982	26,34,000
Items relating to previous year (Net)	29,44,439	29,40,678
Foreign Exchange Variation (Net)	15,24,175	-
Loss on sale of Investments (Net)	1,52,063	-
Loss on sale of Fixed Assets (Net)	2,76,239	-
	28,51,65,485	32,98,25,854

27 TAX EXPENSES

Current tax		
Income Tax	-	62,00,000
Wealth Tax	-	(35,23,872)
Income tax Adjustments	-	26,76,128
Deferred Tax		
Deferred Tax	(3,69,25,000)	(1,13,84,000)
	(3,69,25,000)	(87,07,872)

NOTES TO THE ACCOUNTS

28. SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNTS

1. Significant Accounting Policies:

i) Accounting Convention:

The Financial Statements are prepared on accrual basis under historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2006 and the provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current, wherever applicable, as per the normal operating cycle of the company as set out in the Schedule III to the Companies Act, 2013.

ii) Valuation of Fixed Assets:

a) Fixed assets are valued at cost less depreciation/amortization.

b) Capital Work-in-Progress is valued at Cost.

iii) Depreciation and Amortization:

a) Depreciation on tangible assets is provided on written down value method using the rates arrived at based on the useful life of the assets as prescribed under schedule-II of the Companies Act, 2013.

b) Intangible assets are amortized over the period of useful life of the assets as estimated by the Management.

iv) Treatment of Expenditure during construction:

The expenditure including Pre-operative expenditure, incurred during the period of construction is charged to capital work-in-progress and on completion the cost is allocated to the respective fixed assets.

v) **Inventories:**

Inventories are valued as follows:

Raw Materials, Stores, Spares and Fuel:-	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO basis.
Semi finished goods and finished goods:-	Lower of cost and net realizable value. Cost includes direct materials and a

proportion of labour and manufacturing overheads based on operation of the relevant financial year.

vi) **Obsolescence and damaged materials:**
The inventories are periodically reviewed to ascertain dormant/ obsolescence materials and necessary adjustments are made thereof.

vii) **Investments:**
Non Current investments are valued at cost except that provision is made to recognize the permanent diminution in their value. Investments intended to be held for less than one year are classified as current investments and are valued at lower of cost and market value.

viii) **Foreign Exchange Variations:**
Closing balances of current assets and current liabilities relating to foreign currency transactions are converted into Rupees at prevailing rates or at the rate of forward cover. Export sales are recorded in rupee amount by applying the exchange rate existing at the time of discounting the bills of exchange with the bankers or at closing rate of exchange.

ix) **Sales and other income:**
a. Sales exclude sales tax/Value Added Tax.
b. Revenue from service transactions is recognized by the percentage completion method.
c. Revenue recognition is postponed to a later date only when it is not possible to estimate it with reasonable accuracy.
d. Other income is accounted on accrual basis except where the receipt of income is uncertain.

x) **Employees Benefits:**
a. Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
b. Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account.

xi) **Taxes on Income :**
i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
ii) Deferred Tax is recognized, subject to consideration of prudence, in respect of deferred tax assets/liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

xii) Impairment of assets:

Impairment loss in the value of assets as specified in Accounting Standard 28 is recognized whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

xiii) Use of Estimates:

The preparation of financial statements in confirmity with generally accepted accounting principles requires estimates/ exemptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known/ materialised.

2) Contingent liabilities (not provided for) in respect of :- (₹ In Lacs)

	2016-2017	2015 -2016
a) Excise duty	93.43	93.43
b) Customs Duty	136.60	136.60
c) Sales Tax	21.04	21.04
d) Entry Tax	0.50	0.50
e) Bank Guarantee	_	760.65

3) Estimated amount of contracts to be executed on Capital accounts and not provided for NIL (P.Y. ₹ 172.78 lacs), advance there against NIL (P.Y. ₹ 76.00 lacs).

4) According to the accounting system consistently followed by the Company, excise duty payable on finished goods is accounted for at the time of removal of the same for sale. Had the said liability been provided, the same would have resulted in higher value of inventory having no impact on the profit for the year.

5) In absence of adequate information relating to the suppliers under the Micro Small and Medium Enterprises Development Act, 2006, the Company is unable to identify such suppliers, hence the Information required under the said Act, cannot be ascertained.

6) (a) On the basis of physical verification of assets, as specified in Accounting Standard – 28 and cash generating capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2017.

(b) The company has invested USD 1668000 (equivalent to Rs. 10.26 crs) in its wholly owned subsidiary M/s. Bajaj Coneagle LLC, USA. Inspite of operating

at gross profit margin of 25-30%, the said subsidiary has been incurring substantial losses every year since its incorporation, primarily due to low demand. However, now the subsidiary is well recognised in the local market and getting good orders in F.Y. 2017-18 and the overhead costs is also being considerably reduced. The Management expects that the subsidiary will be earning sizeable profits from F.Y. 2017-18 and the entire accumulated losses will be recovered by the end of F.Y. 2018-19 and that the subsidiary will start giving profits in the future years thereafter. In view of this, no provisioning of Impairment of assets, as per Accounting Standard 28, is being considered in the accounts.

7) Certain Balances under Advance from Customers, Trade Payables, Capital Advances, Trade Receivables and Advances Recoverable in cash or in kind or value to be received are subject to Confirmation.

8) Corporate Social Responsibility (CSR)

Particulars			Amount ₹
i)	Average Net Profit of the Company for last three Financial year		7,85,58,766.00
ii)	Prescribed CSR expenditure (2% of the (i) above)		15,71,175.00
iii)	CSR expenditure spent		NIL
iv)	CSR expenditure unspent		–
	- For earlier year	35,72,971.00	
	- During the current financial year	15,71,175.00	51,44,146.00

9) Realated parties and transcations with them as specified in the Accounting Standared-18 on "Related Party Disclousures" issued by the ICAI has been identified and given below,

1. Enterprises where Control Exists : Bajaj Coneagle LLC (Wholly Owned Foregin Subsidiary)
Bajaj Steel Industires (U) Limited (Wholly Owned Foregin Subsidiary)

2. Other Related parties with whom the Company had transactions:

(a) Key Management personnel and there relatives:-Shri Rohit Bajaj (Chairman cum Managing Director), Shri Sunil Bajaj (Executive Director), Shri Ashish Bajaj (CEO of Superpack Division), Shri Vinod Kr. Bajaj (Director) Dr. M.K. Sharma (Director and CEO of the Company), Shri Manish Sharma (CFO), Shri Rahul Patwi (Company Secretary).

Relatives :- Smt Devika Bajaj, Shri Lav Bajaj, Shri Vedant Bajaj.

(b) Enterprises over which Key Management personnel and their relatives are able to exercise Significant Influence-

Associated Biscuit Company Limited, Bajaj Chemoplast (I) Limited, Bajaj Trade Development Limited, Bajaj Exports Private Limited, Rohit Polytex Limited, Prosperous Finance Services Limited, Ampee Textiles Private Limited, Twinstar Plasticoats Private Limited, Bajaj Global Limited, Vidarbha Tradelinks Pvt. Limited, Glycosic Merchants Private Limited, Xerxes Traders Pvt. Ltd., Bajaj Marketing Services, Rohit Machines & Fabricators Limited, Gangalaxmi Agrotech Limited, Gangalaxmi Industries Ltd, Luk Technical Services Pvt Limited ,Luk Plastcon Limited, Plast Master Batches Limited, Luk Infrastructure Private Limited, Tashi India Limited, Luk Bedrocks Private Limited, Nagpur Infotech Pvt.Ltd, Bajaj Polymin Ltd., Luk Bricks Pvt. Ltd., Bajaj Polyblends Pvt. Ltd , Bajaj Superpack Ltd, Bajaj Gintech Pvt. Ltd., Bajaj Plastics Pvt. Ltd., Bajaj Reinforcement LLP and Bajaj Cotgin Pvt. Ltd.

Transactions with related parties:- (₹ In Lacs)

Nature of Transactions	Wholly Owned Foreign Subsidiary		Entreprises over which Key Management Personnel and their relatives are able to exercise significant influence		Key Management Personnel and their relatives	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Income-						
Rent	-	-	1.51	-	-	-
Service Charge	-	-	2.23	1.36	-	-
Sales	181.41	870.24	327.26	546.17	-	-
Consideration for Transfer of Contract	54.99	-			-	-
Commission			2.71	2.36		
Expenses-						
Computer Charges	-	-	0.25	0.81	-	-
Furniture Hire Charges	-	-	1.80	1.80	-	-
Interest	-	-	422.16	381.30	-	-
Jobwork Charges	-	-	54.81	67.29	-	-
Processing Charges	-	-	895.31	1,236.56	-	-
Purchase	400.63	667.00	36.00	213.35	-	-
Rent	-	-	208.13	199.74	4.20	3.78
Labour Suppiy Charges	-	-	835.41	955.66	-	-
Vehicle Expenses	-	-	-	1.16	-	-
Electricity & Water Charges	-	-	0.34	-	-	-
Service Charge	-	75.81	-	-	-	-
Remuneration	-	-	-	-	184.31	264.67
Sitting Fees	-	-	-	-	0.20	0.20
Balance at the end of the year						
Debtors	564.88	643.79	640.03	564.69	-	-
Creditors	-	-	960.50	952.45	-	-
Advances (Dr)	131.98	20.07	-	-	-	-
Loan Taken	-	-	3,365.88	3,425.70	-	-
Loan Given	-	-	-	-	6.58	3.67
Investments	1,027.76	1,027.76	-	6.65	-	-

NOTES TO THE ACCOUNTS

10. Segment Revenue, Results and Capital Employed

	Particulars	Steel Division		Plastic Division		Total of Segments		Unallocated		Total	
		2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	Revenue - Domestic	1,329,969,884	1,708,394,251	778,467,033	1,018,839,584	2,108,436,917	2,727,233,835	-	-	2,108,436,917	2,727,233,835
	- Export	259,935,910	448,594,399	5,676,648	1,942,239	265,612,558	450,536,638	-	-	265,612,558	450,536,638
	Total Revenue	1,589,905,794	2,156,988,650	784,143,681	1,020,781,823	2,374,049,475	3,177,770,473	-	-	2,374,049,475	3,177,770,473
2	Result										
	Profit before Interest, Tax,	48,576,532	138,072,155	(6,682,841)	33,940,882	41,893,691	172,013,037	-	-	41,893,691	172,013,037
	Depn. And Extra Ordinary Items										
	Less : Depreciation	80,766,363	110,882,293	829,794	1,601,093	81,596,157	112,483,386	-	-	81,596,157	112,483,386
	Less: Interest Expenses	47,211,167	44,669,170	43,224,205	42,496,834	90,435,372	87,166,004	-	-	90,435,372	87,166,004
	Provision for Taxation										
	- Current Tax									-	6,200,000
	- Deferred Tax									(36,925,000)	(11,384,000)
	- Tax Adjustments									-	(3,523,872)
	Net Profit									(93,212,837)	(18,928,482)
3	Other Information										
	Segment Assets	1,574,303,565	1,881,376,433	377,621,982	419,888,207	1,951,925,547	2,301,264,639	212,962,041	210,757,027	2,164,887,588	2,512,021,668
	Segment Liabilities	1,074,123,598	1,300,636,125	353,531,050	344,014,765	1,427,654,648	1,644,650,890	198,772,940	198,772,940	1,626,427,588	1,843,423,830
	Capital Expenditure	28,215,762	97,989,731	51,244	430,129	28,267,006	98,419,860	-	-	28,267,006	98,419,860
	Depreciation	80,766,363	110,882,293	829,794	1,601,093	81,596,157	112,483,386	-	-	81,596,157	112,483,386

NOTES:-

Items of expenses and income, assets and liabilities (including borrowings), deferred tax assets/liabilities and advances, which are not directly attributable/identifiable/allocable to business segments are shown as unallocated.

NOTES TO THE ACCOUNTS

11) The " Earning per share (EPS)" has been calculated as specified in Accounting Standard-20 issued by the Institute of Chartered Accountants of India by dividing the Net Profit after Tax for the year by the number of shares alloted by the Company.

12) The disclosures required under accounting standard-15:Employees Benefit, notified in the company's (Accounting standard) Rules.

Defined Contribution Plan (₹ in lacs)

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under:	2016-2017	2015-2016
Employer's Contribution to Provident & Pension Fund	117.81	141.52

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	2016-2017		2015-2016	
	Gratuity (Unfunded)	Leave Encashment (Unfunded)	Gratuity (Unfunded)	Leave Encashment (Unfunded)
a. Reconciliation of opening and closing balances of Defined Benefit obligation				
Defined Benefit obligation at beginning of the year	419.32	128.16	384.89	109.02
Current Service Cost	39.24	22.38	29.83	8.45
Interest Cost	33.25	10.20	46.97	37.38
Actuarial (gain)/loss	(62.47)	(36.10)	(11.78)	(10.87)
Benefits (paid)	(56.20)	(18.95)	(30.59)	(15.82)
Defined Benefit obligation at year end	373.14	105.69	419.32	128.16
b. Reconciliation of fair value of assets and obligations				
Present value of obligation as at 31st March, 2014	373.14	105.69	419.32	128.16
Amount recognised in Balance Sheet	373.14	105.69	419.32	128.16
c. Expenses recognized during the year				
Current Service Cost	39.24	22.38	29.83	8.45
Past service Cost	–	–	–	–
Interest Cost	33.25	10.20	46.97	37.38
Actuarial (gain) / loss	(62.47)	(36.10)	(11.78)	(10.87)
Net Cost	10.02	(3.52)	65.02	34.96
d. Actuarial assumptions				
Mortality Table (L.I.C.)	2006-08 (ultimate)	2006-08 (ultimate)	2006-08 (ultimate)	2006-08 (ultimate)
Discount rate (per annum) compounded	7.50%	7.50%	8.25%	8.25%
Rate of escalation in salary (per annum)	8.00%	8.00%	7.50% to 8.00%	7.50% to 8.00%

NOTES TO THE ACCOUNTS

The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on Plan Assets is based on actuarial expectations of the average long term rate of return expected on investments of the fund during the estimated terms of the obligations. The above information is certified by the Actuary.

	2016-2017 ₹	2015-2016 ₹
13) a) CIF Value of Imports		
Capital Goods	60,88,648	13,71,326
Raw Material	29,22,72,814	43,08,42,363
b) Earnings in Foreign Currency		
FOB Value of Exports	23,35,25,957	34,94,29,377
c) Expenditure in Foreign Currency		
Travelling & Freight Expenses	10,99,821	64,65,024
Commission	1,67,23,494	2,06,12,966
Advertisement	-	1,55,365
Membership and Subscription	1,96,446	1,83,296
Royalty Charges	36,98,279	75,68,414
Legal & Consultancy charges	2,70,764	5,15,201
Errection & Commissioning Charges	15,63,557	6,04,508
Business Promotion Expenses	2,55,961	5,67,873
Insurance & Registration Fees	20,51,421	-

14) "Disclosures pursuant to Schedule III of the Companies Act, 2013 relating to the details of Specified Bank "Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 is provided in the table below:"

Particulars	SBN (₹)	Other Denomination Notes (₹)	Total (₹)
Closing Cash in Hand as on 08.11.2016	710,500	520,432	1,230,932
(+) Permitted Receipts	-	2,775,902	2,775,902
(-) Permitted payments	710,500	2,457,488	3,167,988
(-) Amount Deposited in Banks"Banks"	-	-	-
Closing Cash in Hand as on"30.12.2016"	-	838,846	838,846

15) a) Previous year figures above are indicated in brackets.

b) Previous year figure have been regrouped/rearranged, wherever found necessary.

In terms of our Report of even date attached herewith

Signature to notes 1 to 28

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director

Rohit Bajaj
Managing Director

Manish Sharma
Cheif Financial Officer

Alok Goenka
Deepak Batra
Rajiv Ranka
Directors

Rahul Patwi
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017 (STANDALONE)

	2016-2017 ₹	2015-2016 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	(13,01,37,837)	(2,76,36,354)
Add: Adjusted for : Depreciation	8,15,96,157	11,24,83,382
Interest Expenses	9,04,35,372	8,71,66,004
	4,18,93,692	17,20,13,032
Less: Adjustments for : (Profit)/Loss on sale of Fixed Assets	_	(3,32,340)
Interest & Dividend Received	(1,29,55,527)	(1,62,11,127)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,89,38,165	15,54,69,565
Adjusted for Changes in Working Capital		
Trade Payables	(22,64,55,846)	3,80,77,670
Trade & Other receivables	9,11,46,736	(58,82,265)
Inventories	17,36,61,130	(3,15,96,097)
Cash generated from operations	6,72,90,185	15,60,68,873
Less: Interest paid	(9,04,35,372)	(8,71,66,004)
Direct Taxes paid/adjusted	-	(45,89,778)
Cash flow before extra ordinary items	(2,31,45,187)	6,43,13,091
Extra Ordinary items	-	-
NET CASH FROM OPERATING ACTIVITIES	(2,31,45,187)	64,313,091
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	7,25,575	17,14,962
Purchase of Investments	1,33,26,746	(1,10,86,733)
Purchase of Fixed Assets	(3,44,56,334)	(11,88,22,355)
Interest & Dividend received	1,29,55,527	1,62,11,127
NET CASH USED IN INVESTING ACTIVITIES	(74,48,486)	(11,19,82,999)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Dividend paid	-	(94,00,000)
Proceeds from long term and other borrowings	94,59,606	(1,57,88,453)
NET CASH USED IN FINANCING ACTIVITIES	94,59,606	(2,51,88,453)
NET CHANGES IN CASH AND BANK BALANCES (A+B+C)	(2,11,34,067)	(7,28,58,361)
CASH AND BANK BALANCES - OPENING BALANCE	18,58,32,037	25,86,90,398
CASH AND BANK BALANCES - CLOSING BALANCE	1,64,697,970	18,58,32,037

NOTES: 01. Proceeds from long term and other borrowings are shown net of repayment.
02. Cash and cash equivalents represent cash and bank balances only

In terms of our report of even date attached herewith
Signature to notes 1 to 28

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director
Manish Sharma
Cheif Financial Officer

Rohit Bajaj
Managing Director

Alok Goenka
Deepak Batra
Rajiv Ranka
Directors

Rahul Patwi
Company Secretary

CONSOLIDATED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31ST MARCH, 2017

AUDITOR'S REPORT

To the Members of M/s BAJAJ STEEL INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **M/s BAJAJ STEEL INDUSTRIES LIMITED** (here in after referred to as Company) and its foreign subsidiaries (the Company and its subsidiaries together referred to as " the group") which comprises the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend

on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Basis of Qualified Opinion

The company is not disclosing the information required under micro, small and medium Enterprises Development Act, 2006 [Note 28 (5)] and expenditure towards Corporate Social Responsibility has not been incurred as required u/s 135 of the Companies Act, 2013.[Note 28(8)].

Opinion

In our opinion and to the best of our information and according to the explanations given to us *except for the effects of matter described in the Basis of Qualified Opinion paragraph,* the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2017, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

In view of the management's opinion, no provisioning for impairment of assets is required to be done in respect of the company's investment in its wholly owned subsidiary M/s Bajaj Coneagle LLC, USA amounting to USD 1668000 (equivalent to Rs.10.26 crs). [Refer Note 28(6b)]

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

Other Matters

We did not audit the financial statement of the subsidiary companies. The financial statements of the subsidiary companies are not required to be audited under the law of the country where the subsidiary companies operates. Hence, our review is based on the duly certified financial statement of the subsidiary companies received from the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
   c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d) The company has provided requisite disclosure in its financial statement as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and such disclosure are in accordance with the books of accounts maintained by the company;
   e) in our opinion, the aforesaid consolidated financial Statement comply with the Accounting Standards notified under Section 133 of the Act, read with Rule 7 ompanies (Accounts) Rules, 2014.
   f) on the basis of written representations received from the directors of the Holding Company as on March 31, 2017, and taken on record by the Board of Directors of the Holding Company none of the directors of the Group Companies is disqualified as on March 31, 2017, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;

   g) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer parate report in "Annexure A"; and

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

      a. The consolidated financial statements has, to the extent ascertainable, disclosed the impact of pending litigations on the consolidated financial position of the Group, – Refer Note 28(2) to the financial statements;

      b. There are no provisions, as required under the applicable law or accounting standards, that need to be made for material foreseeable losses or on long-term contracts including derivative contracts.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

Place: Nagpur

Date: 27th May, 2017.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No.305123E

Ketan Chhawchharia
Partner
Membership No. 63422

BAJAJ STEEL INDUSTRIES LIMITED

ANNEXURE - A TO THE AUDITORS' REPORT

Report on the Internal Financial Controls 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 M/s Bajaj Steel Industries Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place: Nagpur

Date:27th May, 2017.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No.305123E

Ketan Chhawchharia
Partner
Membership No. 63422

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.		AS AT 31.03.2017		AS AT 31.03.2016
EQUITY AND LIABILITIES		₹	₹	₹	₹
Shareholders' Funds					
Share Capital	1	2,35,00,000		2,35,00,000	
Reserves & Surplus	2	53,33,85,804		62,15,23,417	
			55,68,85,804		64,50,23,417
Non-current Liabilities					
Long Term Borrowings	3	35,63,85,088		38,38,47,891	
Other Long Term Liabilities	4	1,14,33,320		1,26,55,589	
Long Term Provisions	5	4,78,83,616	41,57,02,024	5,47,47,438	45,12,50,918
Current Liabilities					
Short Term Borrowings	6	43,46,64,246		39,77,08,819	
Advance from Customers	7	17,17,56,037		22,56,01,539	
Trade Payables	8	34,92,55,137		53,91,62,747	
Other Current Liabilities	9	16,72,23,393		16,22,21,194	
Short-term Provisions	10	-	1,12,28,98,813		1,32,46,94,299
			2,09,54,86,641		2,42,09,68,634
ASSETS					
Non-current Assets					
Fixed Assets:	10				
Tangible Assets		44,80,12,899		51,11,62,220	
Intangible Assets		15,81,160		54,53,545	
Capital Work in Progress		12,79,12,582		11,43,82,348	
		57,75,06,641		63,09,98,113	
Non-Current Investments	11	2,18,42,421		3,51,70,113	
Deferred Tax Assets (Net)	12	7,58,99,000		3,89,74,000	
Long-term loans and advances	13	95,66,609		1,99,45,308	
			68,48,14,671		72,50,87,554
Current Assets					
Inventories	14	57,89,38,236		75,31,09,131	
Trade Receivable	15	41,52,60,643		46,68,85,432	
Cash & Bank Balances	16	17,51,63,095		24,15,23,667	
Short Term Loans & Advances	17	24,13,09,996	1,41,06,71,970	23,43,62,850	1,69,58,81,080
			2,09,54,86,641		2,42,09,68,634
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS	28				

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director
Manish Sharma
Cheif Financial Officer

Rohit Bajaj
Managing Director

Rajiv Ranka
Deepak Batra
Alok Goenka
Directors

Rahul Patwi
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Note No.	2016-2017	2015-2016
		₹	₹
Income			
Revenue from Operations	18	2,42,75,56,313	3,07,87,21,713
Other Income	19	3,48,25,535	6,87,70,237
Total (A)		2,46,23,81,848	3,14,74,91,950
Expenses			
Cost of materials consumed	20	1,23,13,03,564	1,74,21,53,379
Purchases	21	9,40,77,041	20,31,22,898
Manufacturing & Processing Charges	22	39,20,92,956	32,84,74,066
Changes In Inventories	23	6,32,27,403	(7,08,75,906)
Employee benefit expense	24	30,80,92,476	39,64,57,249
Finance Costs	25	9,07,75,457	8,73,43,073
Depreciation & Amortization expense		8,38,64,821	11,45,33,066
Other Expenses	26	32,05,22,870	38,38,19,138
Total (B)		2,58,39,56,588	3,18,50,26,963
Profit/(Loss) before tax (A-B)		(12,15,74,740)	(3,75,35,014)
Tax Expenses :	27		
i) Current Tax		56,16,724	26,76,128
ii) Deferred Tax		(3,69,25,000)	(1,13,84,000)
Total Tax Expense		(3,13,08,276)	(87,07,872)
Profit for the year		**(9,02,66,464)**	**(2,88,27,142)**
Earning Per Share (On Shares of nominal value of ₹ 10/- each) Basic & Diluted		(38.41)	(12.27)

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director
Manish Sharma
Cheif Financial Officer

Alok Goenka
Deepak Batra
Rajiv Ranka
Directors

Rohit Bajaj
Managing Director

Rahul Patwi
Company Secretary

NOTES TO THE ACCOUNTS	AS AT 31.03.2017	AS AT 31.03.2016
	₹	₹
1 SHARE CAPITAL		
Authorised :		
15,000,000 Equity Shares of ₹ 10 each	15,00,00,000	15,00,00,000
Issued, Subscribed and Paid up :		
2,350,000 Equity Shares of ₹ 10 each fully paid up	2,35,00,000	2,35,00,000
	2,35,00,000	2,35,00,000

a) Details of shareholders holding more than 5% of the Equity Shares :-

	As at 31-Mar-17		As at 31-Mar-16	
Name of Shareholder	**Number**	**% holding**	**Number**	**% holding**
Bajaj Exports Pvt. Ltd.	2,13,800	9.10	2,13,800	9.10
Vidarbha Tradelinks Pvt. Ltd.	2,09,000	8.89	2,09,000	8.89
Smt Gayatri Devi Bajaj	1,51,400	6.44	1,51,400	6.44
Satish Lalchand Mutha	1,28,800	5.48	1,28,800	5.48

b) Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

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

2 RESERVES & SURPLUS		
Capital Reserve		
Capital Subsidy	52,86,746	52,86,746
On re-issue of forfeited Equity Shares	3,500	3,500
On Forfeiture of money received against Share warrants	99,00,000	99,00,000
	1,51,90,246	1,51,90,246
Securities Premium Reserve	3,81,00,000	3,81,00,000

NOTES TO THE ACCOUNTS	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
General Reserve		
As per last Account	62,00,00,000	63,00,00,000
Less: Amount transferred to surplus in Profit & Loss Account	(9,00,00,000)	(1,00,00,000)
	53,00,00,000	62,00,00,000
Surplus in the statement of Profit and Loss		
Balance as per last Account	(5,17,66,839)	(3,29,39,687)
Profit for the year	(9,02,66,464)	(2,88,27,142)
Less: Appropriations Transfer from/to General Reserve	9,00,00,000	1,00,00,000
	(5,20,33,303)	(5,17,66,829)
	(53,12,56,943)	(62,15,23,417)
Foreign Currency Translation in Reserve (net)	21,28,861	-
	53,33,85,804	62,15,23,417
3 **LONG -TERM BORROWINGS:**		
SECURED LOANS		
A) **Term Loans**		
From Banks:		
i) AXIS Bank Limited -Term Loan-2		
Secured by way of first charge on the fixed assets acquired from this loan, extention of exclusive charge on entire moveable and immovable fixed assets of the Company's unit situated at Plot No. G-108, Butibori, MIDC, Nagpur and fixed assets acquired out of term loan-1 installed at C-108 and G-6 & G-7 unit of the Company and collaterally secured by way of extention of exclusive charges on entire current assets of Steel division of the Company, present and future, and personal guarantee of the Manag-	2,50,00,000	3,75,00,000

ing and Executive Director of the Company. Terms of Repayment : Quarterly Installments of ₹ 31.25 Lacs each to be paid after a moratorium period of 1 years from the date of first disbursement i.e.02.05.2014		
From Others: (iii) SICOM Limited	1,17,00,000	1,83,40,000
Secured by way of first charge by way of mortgage of the entire present and future fixed asset of the company's unit situated at plot No. C-108 Nagpur industrial area and also first charge on the entire movable assets including plant and machinery except C.N.C Horizontal Machine which is hypothecated to the Axis Bank Ltd., machinery spares, tools and accessories, electrical installation, furniture fixtures etc. both present and future at plot No-C-108 in the Nagpur Industrial Area, Hingna, floating charge present and future at plot No-C-108 in the Nagpur Industrial Area, Hingna, floating charge on all the other assets of the company except C.N.C.,Horizontal machine hypothecated to Axis Bank Ltd and personal guarantees of Managing and Executive Director of the company. Terms of Repayment :11 Quarterly Installments of ₹ 16.60 Lacs each and Last installment of ₹ 17.40 Lacs.		-
B) Vehicle Loans from :		
a) AXIS Bank Limited	21,15,096	49,73,508
b) ICICI Bank Ltd.	3,14,773	8,09,159
c) De Lae Lnden - Capital Lease (Forklift)	5,69,689	9,90,224
d) Ford Credit - Notes Payable (Vehicle)	16,11,265	28,02,900
- Secured by hypothecation of vehicles financed by them		
UNSECURED LOANS		
From Related Parties	33,65,88,447	34,25,70,087
	37,78,99,269	40,79,85,878
Less : Current Maturity (Refer Note No. 9)	2,15,14,181	2,41,37,987
	35,63,85,088	38,38,47,891

	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
4 OTHER LONG TERM LIABILITIES		
Trade Deposits	1,06,15,850	1,06,10,000
Retention Money	8,17,470	20,45,589
	1,14,33,320	1,26,55,589
5 LONG TERM PROVISIONS		
Provision for Employees Benefits:		
- Gratuity	3,73,14,629	4,19,32,082
- Leave Encashment	1,05,68,987	1,28,15,356
	4,78,83,616	5,47,47,438
6 SHORT-TERM BORROWINGS		
Loan Repayable on Demand		
Secured		
(i) Working Capital Loans from :		
a) IDBI Bank Ltd.	3,01,30,342	(4,01,985)

Secured by first charge on entire current assets (Present and future) of Master Batch unit of Superpack division of the Company, equitable mortgage on the building , structures and machineries situated at Company's premises at Sausar and charge on Plot Nos B12, B12/1, B/13, B13/1, B14, B14/1 at MIDC Industrial Estate, Hingna, Nagpur held in the name of a related Company and corporate guarantee of the said related Company and also by personal guarantee of a Director and C.E.O of Superpack Division of the Company.

b) AXIS Bank Limited

Secured by first charge on entire current assets of Steel Division of the Company, present & Future, collateral security by way of extension of exclusive second charge on the entire moveable and immoveable fixed assets, present and future, situated at plot No- G-108, Butibori, MIDC,Nagpur and assets acquired out of term loan-1 installed at C-108,G-6 & G-7 Hingna Nagpur and exclusive second charge on the fixed asset acquired out of term loan-2 and by personal guarantee of the Managing and Executive Director of the Company.

	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
- Rupee Loan	23,38,06,532	23,65,60,926
- Foreign Currency Loan	6,66,90,000	6,66,20,000
(ii) **Overdraft from :**		
a) HDFC Bank Limited	1,93,87,087	1,30,10,560
b) AXIS Bank Limited	1,44,75,460	1,43,76,148
c) Karur Vysya Bank Limited	7,01,74,825	6,75,43,171
-Secured by pledge of certain Fixed Deposit Receipts		
	43,46,64,246	39,77,08,819
7 ADVANCE FROM CUSTOMERS		
Customer Advance	17,17,56,037	22,56,01,539
	17,17,56,037	22,56,01,539
8 TRADE PAYABLES		
Sunday Creditors		
-Total outstanding dues of Micro enterprise and small enterprises.	-	-
-Total outstanding dues of creditors other than micro enterprise and small enterprise.	34,92,55,137	53,91,62,747
Acceptances		
[Refer Note-28(5)]	34,92,55,137	53,91,62,74
9 OTHER CURRENT LIABILITIES		
Current maturities of long-term debts (Refer Note No. 3)	2,15,14,181	2,41,37,987
Interest accrued but not due on borrowings	4,709	41,101
Interest accrued and due on borrowings	5,53,392	3,98,116
Unclaimed Dividends	20,08,281	22,68,399
Other liabilities	14,31,42,830	13,53,75,591
	16,72,23,393	16,22,21,194

NOTES TO THE ACCOUNTS

10. FIXED ASSETS

	PARTICULARS	GROSS BLOCK				DEPRECIATION/ AMORTIZATION				NET BLOCK	
		AS AT 01.04.2016	ADDITIONS	DEDUCTIONS	AS AT 31.03.2017	UPTO 31.03.2016	FOR THE YEAR	ADJUSTMENTS	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
(A)	**TANGIBLE ASSETS**										
	LAND										
	- Freehold	3,256,118	-	-	3,256,118	-	-	-	-	3,256,118	3,256,118
	- Leasehold	11,202,078	-	-	11,202,078	-	-	-	-	11,202,078	11,202,078
	BUILDING	439,014,829	17,976,442	-	456,991,271	177,794,709	16,303,309	-	194,098,018	262,893,253	261,220,120
	PLANT AND MACHINERY	618,173,325	3,718,910	-	621,892,235	420,232,264	55,015,088	-	- 475,247,352	146,644,883	197,941,061
	OFFICE EQUIPMENTS	56,713,854	424,303	51,758	57,086,399	46,802,377	3,812,684	39,677	- 50,575,384	6,511,015	9,911,477
	FURNITURE AND FIXTURES	22,676,935	295,670	-	22,972,605	16,286,708	1,726,575	-	18,013,283	4,959,321	6,390,227
	VEHICLES	61,887,135	705,275	6,189,328	56,403,082	42,840,496	6,480,110	5,463,753	- 43,856,853	12,546,229	19,046,639
	TOTAL (A)	1,212,924,275	23,120,600	6,241,086	1,229,803,789	703,956,554	83,337,767	5,503,430	- 781,790,891	448,012,899	508,967,721
(B)	**INTANGIBLE ASSETS**										
	TECHNICAL KNOW HOW	40,654,827	-	-	40,654,827	38,569,903	521,231	-	39,091,134	1,563,693	2,084,924
	GOODWILL	3,345,331	-	3,345,331	-	-	-		-	-	3,345,331
	PATENTS	157,200	-	-	157,200	133,910	5,823	-	139,733	17,467	23,290
	TOTAL (B)	44,157,358	-	3,345,331	40,812,027	38,703,813	527,054	-	39,230,867	1,581,160	5,453,545
(C)	**CAPITAL WORK IN PROGRESS:**										
	LAND- Leasehold	2,194,500	6,944,880	-	9,139,380	-	-	-	-	9,139,380	2,194,500
	BUILDING	99,440,821	9,487,561	10,238,778	98,689,604	-	-	-	-	98,689,604	99,440,821
	PLANT AND MACHINERY	14,941,527	5,142,071	-	20,083,598	-	-	-	-	20,083,598	14,941,527
	TOTAL (C)	116,576,848	21,574,512	10,238,778	127,912,582	-	-	-	-	127,912,582	116,576,848
	GRAND TOTAL (A + B+ C)	1,373,658,479	44,695,112	19,825,195	1,398,528,398	742,660,367	83,864,821	5,503,430	821,021,758	577,506,641	-
	PREVIOUS YEAR FIGURES	1,265,978,156	132,054,863	24,374,540	1,373,658,479	647,987,812	114,533,066	19,860,511	742,660,367	-	630,998,112

NOTES TO THE ACCOUNTS	Face Value ₹	No. of Shares ₹	As at 31.03.2017	No. of Shares	As at 31.03.2016
11 NON-CURRENT INVESTMENTS					
I. In fully paid up Equity Shares of companies					
(i) Quoted:					
Wopolin Plastics Limited	10	85,850	17,88,050	85,850	17,88,050
Less: Provision for diminution			17,88,049		17,88,049
in value of Investments			1		1
Ushita Trading & Agencies Ltd	10	90,000	21,17,975	90,000	21,17,975
(ii) **Unquoted :**					
Associated Biscuits Co.Ltd.	100	-	-	3,800	6,27,000
II. In fully paid up Preference Shares of a company					
Unquoted :					
Associated Biscuits Co.Ltd. - 11% Non Cumulative Convertible Preference Shares	10	-	-	3,800	38,063
III. In Units of Mutual Funds					
Unquoted :					
ICICI Prudential Value Fund Series	10	-	1,00,00,000	-	1,00,00,000
Kotak FMP Series-131	10	-	-	-	1,00,61,150
IIFL-Income Opportunities Fund	10	-	97,24,445	-	1,23,25,944
			2,18,42,421		3,51,70,133
Aggregate amount of Quoted Investments			21,17,976		21,17,976
Aggregate amount of Unquoted Investments			1,97,24,445		3,30,52,157
Market Value of Quoted Investments			30,33,000		30,33,000
Repurchase value of units of Mutual Funds			2,24,48,666		3,40,05,368
12 DEFERRED TAX ASSETS (NET)					
Deferred Tax Liability on Fiscal allowance of fixed assets			2,13,38,000		1,50,29,000
Deferred Tax Assets on Employees Benefits			1,49,28,000		1,81,26,000

	₹	₹
Deferred Tax Assets on Fiscal Allowances on provisions 58,19,000		1,83,35,000
Deferred Tax Assets on Unabosrbed Lossess	21,298,000	-
	7,58,99,000	3,89,74,000
13 LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Deposits	95,66,609	1,23,45,068
Capital Advances	-	76,00,240
	95,66,609	1,99,45,308
14 INVENTORIES		
Stores, spares and fuel (Includes Stores in transit ₹ Nil P.Y- 3,99,443/-;)	1,90,46,200	2,64,03,729
Raw Materials (Includes Stock in Transit ₹ Nil P.Y- 16502328/-)	19,65,65,848	30,01,51,811
Semi-finished Goods	23,52,09,567	28,88,64,803
Finished Goods	5,24,09,550	6,17,31,440
Traded Goods	7,57,07,071	7,59,57,348
	57,89,38,236	75,31,09,131
15 TRADE RECEIVABLES		
Due for more than six months		
Considered Good		
- Secured	-	37,456
- Unsecured	17,27,31,394	18,08,20,514
Considered Doubtful		
- Unsecured (*)		
Others	5,93,34,973	1,75,99,580
Considered good		
- Secured	69,62,385	1,98,56,678
- Unsecured (*)	23,55,66,865	26,61,70,784
	47,45,95,616	48,44,85,012
Less: Provision for Doubtful Debts	5,93,34,973	1,75,99,580
	41,52,60,643	46,68,85,432
16 CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Cash-in-hand	6,98,118	27,82,338
Cheques in hand	9,72,447	18,73,461
Balances with Scheduled Banks :		
In Current Account	2,39,65,066	4,83,70,896
In Unclaimed Dividend Account	20,08,281	22,68,399

	AS AT 31.03.2017	AS AT 31.03.2016
Other Bank Balances	₹	₹
In Fixed Deposit Account (*)	14,75,19,182	18,62,28,573
	17,51,63,095	24,15,23,667
* Pledged	14,73,38,061	16,23,38,491
* Maturing after 12 Months	1,74,205	2,73,655

17 SHORT TERM LOANS AND ADVANCES

(Unsecured, considered good)		
Balances with Government Authorities	11,97,45,349	13,46,17,827
Due from foreign Subsidiary	4,17,24,761	20,06,565
Advances recoverable in cash or in kind or for value to be received	6,63,62,569	8,44,52,921
Taxation advance and refundable (Net of provisions)	1,34,77,317	1,32,85,537
	24,13,09,996	23,43,62,850

18 REVENUE FROM OPERATION	2016-2017 ₹	2015-2016 ₹
(a) Sale of products		
Finished Goods	2,45,77,02,815	3,06,46,45,785
Traded Goods	12,89,59,215	24,00,51,444
(b) Sale of Services	4,37,47,840	3,39,43,268
(c) Other Operating Revenue		
Scrap Sales	2,02,05,353	3,14,22,169
	2,65,06,15,223	3,37,00,62,666
(d) Less:- Excise Duty	22,30,58,910	29,13,40,953
	2,42,75,56,313	3,07,87,21,713

18.1 Details of products sold

Finished Goods:		
a) DR Gin	25,39,67,914	28,80,60,633
b) Bale Press Machine	20,65,23,146	27,95,37,942
c) Auto Feeder	6,12,59,726	7,13,05,102
d) Automation Parts	30,10,03,726	43,52,18,152
e) Master Batches	78,28,19,871	1,01,93,26,630
f) Others	85,21,28,431	1,21,10,41,769
	2,45,77,02,815	3,30,44,90,229
Traded Goods:		
Liliput Gins	3,69,874	2,07,000
Machine & Spare Parts	12,89,59,215	23,98,44,444
	12,93,29,089	24,00,51,444

NOTES TO THE ACCOUNTS	2016-2017 ₹	2015-2016 ₹
18.2 Detail of sale of services:		
Errection and Commissioning Charges	3,92,76,626	3,22,94,427
Income from Civil construction (Net)	44,71,214	16,48,841
	4,37,47,840	3,39,43,268
19 OTHER INCOME		
Interest	1,36,24,468	1,64,36,896
Profit on sale of fixed assets (Net)	-	3,32,340
income from investment (Net)	47,11,302	53,39,841
Foreign Exchange Variation (Net)	-	-
Item Relating to Previous Year (Net)	-	-
Dividend	-	7,50,000
Foreign Exchange Variation (Net)	70,442	-
Miscellaneous Income	1,62,59,734	4,58,23,994
Provision for Doubtful debts written back	1,59,589	87,166
	3,48,25,535	6,87,70,237
20 COST OF MATERIALS CONSUMED		
(a) Steel Division :		
Iron and Steel	27,92,26,699	41,07,58,859
Castings	11,62,34,315	14,77,88,548
Ball Bearings	2,42,87,286	4,78,01,220
Others	3,037,97,644.87	46,09,57,948
(b) Plastic Division		
Polymers	29,97,43,677.1	41,88,50,569
Mineral Powders	15,68,64,191	20,81,15,432
Chemicals	5,11,49,752	4,78,80,802
	1,23,13,03,564	1,74,21,53,379

	₹	%	₹	%
Imported	34,54,16,877	28.05	44,96,38,012	25.81
Indigeneous	88,58,86,687	71.95	1,29,25,15,367	74.19
	1,23,13,03,564	100.00	1,74,21,53,379	100.00

21 PURCHASES		
Liliput Gins	3,16,500	1,39,500
Machine & Spare Parts	9,37,60,541	20,29,83,398
	9,40,77,041	20,31,22,898

NOTES TO THE ACCOUNTS	2016-2017 ₹	2015-2016 ₹
22 MANUFACTURING & PROCESSING CHARGES		
Stores and spares consumed (indigenous)	22,47,85,048	11,07,83,426
Power & Fuel	1,73,39,088	1,97,05,653
Job work charges	2,67,07,014	4,22,86,128
Errection and Commissioning Charges	3,37,30,765	3,20,42,474
Processing charges	8,95,31,042	12,36,56,384
	39,20,92,956	32,84,74,066
23 CHANGES IN INVENTORIES		
Opening Stock :		
Finished Goods	6,17,31,440	5,84,76,824
Work-in-progress	28,88,64,803	25,97,67,290
Traded Goods	7,59,57,348	3,74,33,571
	42,65,53,591	35,56,77,685
Less: Closing Stock:		
Finished Goods	5,24,09,550	6,17,31,440
Work-in-progress	23,52,09,567	28,88,64,803
Traded Goods	7,57,07,071	7,59,57,348
	36,33,26,188	42,65,53,591
	6,32,27,403	(7,08,75,906)
24 EMPLOYEE BENEFIT EXPENSE		
Salary, Wages, bonus and allowances	27,93,51,920	36,08,60,020
Directors' Remuneration	98,19,296	1,70,25,744
Contribution to Provident & Other Funds	1,17,80,608	1,41,52,362
Staff & Labour welfare expenses	71,40,651	44,19,122
	30,80,92,476	39,64,57,249
25 FINANCE COSTS		
Interest		
- On Term Loan	64,21,151	68,23,614
- Fixed/Trade Deposits	6,28,334	7,24,840
- Others	8,34,67,708	7,80,96,249
Loan Processing & Other Financial Charges	43,98,133	16,98,370
	9,49,15,326	8,73,43,073
Less:- Related to Capital Work in Progress	41,39,869	-
	9,07,75,457	8,73,43,073
26 OTHER EXPENSES		
Rent	2,45,75,194	2,27,01,726
Rates and Taxes	39,85,002	11,39,259
Insurance	96,84,140	92,84,045

	2016-2017 ₹	2015-2016 ₹
Discount on sales	79,88,493	1,29,90,186
Freight & other Expenses (Net)	2,64,98,794	3,53,51,189
Travelling and Conveyance	3,80,69,645	5,22,87,489
Sales Commission	65,318,715	9,77,60,272
Repairs and Maintenance :		
- To Machineries	88,39,895	1,98,52,238
- To Building	33,22,806	59,49,925
- To Others	54,39,473	85,14,389
Directors' sitting Fees	1,41,000	1,49,000
Auditors' Remuneration :		
- For Statutory Audit	15,50,000	12,50,000
- For Tax Audit	3,25,000	2,50,000
- For Internal Audit	30,000	30,000
- For Other Services	6,11,534	4,60,650
Irrecoverable Debts and Advances written off	64,731	3,69,950
Miscellaneous expenses	7,38,17,951	10,87,19,163
Provision for Doubtful Debts	4,18,94,982	26,34,000
Items relating to previous year (Net)	64,05,335	47,07,390
Foreign Exchange Variation (Net)	15,26,012	(6,13,619)
Loss on sale of Investments (Net)	1,52,063	-
Loss on sale of Fixed Assets (Net)	2,82,105	-
	32,05,22,870	38,38,19,138

27 TAX EXPENSES

Current tax		
Income Tax	56,16,724	62,00,000
Income tax Adjustments	-	(35,23,872)
	56,16,724	26,76,128
Deferred Tax		
Deferred Tax	(3,69,25,000)	(1,13,84,000)
	(3,13,08,276)	(87,07,872)

NOTES TO THE ACCOUNTS

28. NOTES ON ACCOUNTS

1. Significant Accounting Policies:

i) Accounting Convention:

For Indian Company

The Financial Statements are prepared on accrual basis under historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2006 and the provisions of the Companies Act, 2013.

For Foreign Subsidiaries

a) The financial statements of Bajaj Coneagle LLC are prepared as per US GAAP.

b) The financial Statements of Bajaj Steel Industries (U) Ltd. are prepared as per International Accounting Standard of Uganda. Principles Of Consolidation

Principles Of Consolidation

The Consolidated Financial Statements include the financial statements of Bajaj Steel Industries Limited and its subsidiaries. The Consolidated Financial Statements of the Group have been prepared in accordance with Accounting Standard AS – 21 'Consolidated Financial Statements', issued by the Institute of Chartered Accountants of India ('ICAI') and notified pursuant to the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements are prepared on the following basis:

i) Consolidated Financial Statements normally include consolidated Balance Sheet, consolidated statement of Profit & Loss, consolidated statement of Cash flows and notes to the Consolidated Financial Statements that form an integral part thereof. The Consolidated Financial Statements are presented, to the extent possible, in the same format as that adopted by the parent for standalone financial statements.

ii) The Consolidated Financial Statements include the financial statements of the Company and its subsidiaries.

iii) The Consolidated Financial Statements have been combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating inter-group balances / transactions and resulting elimination of unrealised profits in full. The amounts shown in respect of Foreign Currency Translation Reserve denotes the accumulated resulting exchange differences on consolidation of the foreign subsidiaries.

iv) Notes to the Consolidated Financial Statements represents notes involving items which are considered material and are accordingly duly disclosed. Materiality for the purpose is assessed in relation to the information contained in the Consolidated Financial Statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and / or a parent having no bearing on the true and fair view of the Consolidated Financial Statements have not been disclosed in the Consolidated Financial Statements.

ii) Valuation of Fixed Assets:

a) Fixed assets are valued at cost less depreciation/amortization.

b) Capital Work-in-Progress is valued at Cost.

iii) Depreciation and Amortization:

a) Depreciation on tangible assets is provided on written down value method using the rates arrived at based on the useful life of the assets as prescribed under schedule-II of the Companies Act, 2013.

b) Intangible assets are amortized over the period of useful life of the assets as estimated by the Management.

iv) Treatment of Expenditure during construction:

The expenditure including Pre-operative expenditure, incurred during the period of construction is charged to capital work-in-progress and on completion the cost is allocated to the respective fixed assets.

v) Inventories:

Inventories are valued as follows:

Raw Materials, Stores, Spares and Fuel:-	:-Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO basis.
Semi finished goods and finished goods:-	Lower of cost and net realizable value cost includes direct materials and a proportion of labour & manufacturing overheads based on operation of the relevant financial year.

vi) Obsolescence and damaged materials:

The inventories are periodically reviewed to ascertain dormant/ obsolescence materials and necessary adjustments are made thereof.

vii) Investments:

Non Current investments are valued at cost except that provision is made to recognize the permanent diminution in their value. Investments intended to be held for less than one year are classified as current investments and are valued at lower of cost and market value.

viii)Foreign Exchange Variations:

Closing balances of current assets and current liabilities relating to foreign currency transactions are converted into Rupees at prevailing rates or at the rate of forward cover. Export sales are recorded in rupee amount by applying the exchange rate existing at the time of discounting the bills of exchange with the bankers or at closing rate of exchange.

ix) Sales and other income:

i) Sales exclude sales tax/Value Added Tax.

ii) Revenue from service transactions is recognized by the percentage completion method.

iii) Revenue recognition is postponed to a later date only when it is not possible to estimate it with reasonable accuracy.

iv) Other income is accounted on accrual basis except where the receipt of income is uncertain.

x) Employees Benefits:

i) Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

ii) Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques.

Actuarial gain and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account.

xi) Taxes on Income :

i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.

ii) Deferred Tax is recognized, subject to consideration of prudence, in respect

NOTES TO THE ACCOUNTS

of deferred tax assets/liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

xii) Impairment of assets:

Impairment loss in the value of assets as specified in Accounting Standard 28 is recognized whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

xiii) Use of Estimates:

The preparation of financial statements in confirmity with generally accepted accounting principles requires estimates/ exemptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known/ materialised.

2) Contingent liabilities (not provided for) in respect of :-(₹ In Lacs)

		2016-2017	2015-2016
a)	Excise duty	93.43	93.43
b)	Customs Duty	136.60	136.60
c)	Sales Tax	21.04	21.04
d)	Entry Tax	0.50	0.50
e)	Bank Guarantee	-	760.65

3) Estimated amount of contracts to be executed on Capital accounts and not provided for ₹ Nil (P.Y. ₹ 172.78 lacs), advance thereagainst ₹ Nil (P.Y. ₹ 76.00 lacs).

4) According to the accounting system consistently followed by the Company, excise duty payable on finished goods is accounted for at the time of removal of the same for sale. Had the said liability been provided, the same would have resulted in higher value of inventory having no impact on the profit for the year.

5) In absence of adequate information relating to the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the Company is unable to identify such suppliers, hence the Information required under the said Act, cannot be ascertained.

6) (a) On the basis of physical verification of assets, as specified in Accounting Standard – 28 and cash generating capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2017.

(b) The company has invested USD 1668000 (equivalent to Rs. 10.26 crs) in its wholly owned subsidiary M/s. Bajaj Coneagle LLC, USA. Inspite of operating at gross profit margin of 25-30%, the said subsidiary has been incurring substantial losses every year since its incorporation, primarily due to low demand. However, now the subsidiary is well recognised in the local market and getting good orders in F.Y. 2017-18 and the overhead costs is also being considerably reduced. The Management expects that the subsidiary will be earning sizeable profits from F.Y. 2017-18 and the entire accumulated losses will be recovered by the end of F.Y. 2018-19 and that the subsidiary will start giving profits in the future years thereafter. In view of this, no provisioning of Impairment of assets, as per Accounting Standard 28, is being considered in the accounts.

7) Certain Balances under Advance from Customers, Trade Payables, Trade Receivables and Advances Recoverable in cash or in kind or value to be received are subject to Confirmation.

8) Corporate Social Responsibility (CSR)

Particulars	Amount(₹)
i) Avarage Net Profit of the Company for last three Financial year	7,85,58,766.00
ii) Prescribed to CSR expenditure (2% of the (i) above)	15,71,175.00
iii) CSR expenditure spent	NIL

iv) CSR expenditure unspent		
-For earlier Year	35,72,971.00	
-During the current financial Year	15,71,175.00	51,44,146.00

9) Related parties and transactions with them as specified in the Accounting Standard-18 on "Related Party Disclosures" issued by the ICAI has been identified and given below;

1. Enterprises where Control Exists:
2. Other Related parties with whom the Company had transactions:
   (a) Key Management personnel and there relatives:-
   Shri Rohit Bajaj (Chairman cum Managing Director), Shri Sunil Bajaj (Executive Director), Shri Ashish Bajaj (CEO of Superpack Division), Shri Vinod Kr. Bajaj (Director) Dr. M.K. Sharma (Director and CEO of the Company), Shri Manish Sharma (CFO), Shri Rahul Patwi (Company Secretary).

Relatives :- Smt Devika Bajaj, Shri Lav Bajaj, Shri Vedant Bajaj.

(b) Enterprises over which Key Management personnel and their relatives are able to exercise Significant Influence-

Associated Biscuit Company Limited, Bajaj Chemoplast (I) Limited, Bajaj Trade Development Limited, Bajaj Exports Private Limited, Rohit Polytex Limited, Prosperous Finance Services Limited, Ampee Textiles Private Limited, Twinstar Plasticoats Private Limited, Bajaj Global Limited, Vidarbha Tradelinks Pvt. Limited, Glycosic Merchants Private Limited, Xerxes Traders Pvt. Ltd., Bajaj Marketing Services, Rohit Machines & Fabricators Limited, Gangalaxmi Agrotech Limited, Gangalaxmi Industries Ltd, Luk Technical Services Pvt Limited ,Luk Plastcon Limited, Plast Master Batches Limited, Luk Infrastructure Private Limited, Tashi India Limited, Luk Bedrocks Private Limited, Nagpur Infotech Pvt.Ltd, Bajaj Polymin Ltd., Luk Bricks Pvt. Ltd., Bajaj Polyblends Pvt. Ltd , Bajaj Superpack Ltd, Bajaj Gintech Pvt. Ltd., Bajaj Plastics Pvt. Ltd., Bajaj Reinforcement LLP and Bajaj Cotgin Pvt. Ltd.

(₹ In Lacs)

Transactions with related parties:-

Nature of Transactions	Entreprises over which Key Management Personnel and their relatives are able to exercise significant influence		Key Management Personnel and their relatives	
	2016-17	2015-16	2016-17	2015-16
Income-				
Rent	1.51	-	-	-
Service Charge	2.23	1.36	-	-
Sales	327.26	546.17	-	-
Consideration for Transfer of Contract			-	-
Commission	2.71	2.36		
Expenses-				
Computer Charges	0.25	0.81	-	-
Furniture Hire Charges	1.80	1.80	-	-
Interest	422.16	381.30	-	-
Jobwork Charges	54.81	67.29	-	-
Processing Charges	895.31	1,236.56	-	-
Purchase	36.00	213.35	-	-
Rent	208.13	199.74	4.20	3.78
Labour Suppiy Charges	835.41	955.66	-	-
Vehicle Expenses	-	1.16	-	-
Electricity & Water Charges	0.34	-	-	-
Service Charge	-	-	-	-
Remuneration	-	-	184.31	264.67
Sitting Fees	-	-	0.20	0.20
Balance at the end of the year				
Debtors	640.03	564.69	-	-
Creditors	960.50	952.45	-	-
Advances (Dr)	-	-	-	-
Loan Taken	3,365.88	3,425.70	-	-
Loan Given	-	-	6.58	3.67
Investments	-	6.65	-	-

NOTES TO THE ACCOUNTS

10. Segment Revenue, Results and Capital Employed

	Particulars	Steel Division		Plastic Division		Total of Segments		Unallocated		Total	
		2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016
		'	'	'	'	'	'	'	'	'	'
1	Revenue - Domestic	1,641,361,167	1,969,456,681	778,467,033	1,018,839,584	2,419,828,200	2,988,296,265	-	-	2,419,828,200	2,988,296,265
	- Export	259,935,910	448,594,399	5,676,648	1,942,239	265,612,558	450,536,638	-	-	265,612,558	450,536,638
	Total Revenue	1,901,297,077	2,418,051,080	784,143,681	1,020,781,823	2,685,440,758	3,438,832,903	-	-	2,685,440,758	3,438,832,903
2	Result										
	Profit before Interest, Tax, Depn. And Extra Ordinary Items	59,748,376	130,400,246	(6,682,841)	33,940,882	53,065,535	164,341,128	-	-	53,065,535	164,341,128
	Less : Depreciation	83,035,027	112,931,973	829,794	1,601,093	83,864,821	114,533,066	-	-	83,864,821	114,533,066
	Less: Interest Expenses	47,551,252	44,846,239	43,224,205	42,496,834	90,775,457	87,343,073	-	-	90,775,457	87,343,073
	Provision for Taxation										
	- Current Tax									5,616,724	6,200,000
	- Deferred Tax									(36,925,000)	(11,384,000)
	- Tax Adjustments									-	(3,523,872)
	Net Profit									(90,266,464)	(28,827,140)
3	Other Information										
	Segment Assets	1,628,488,341	1,948,820,892	377,621,982	419,888,207	2,006,110,323	2,368,709,098	217,866,983	212,058,474	2,223,977,305	2,580,767,574
	Segment Liabilities	1,185,069,785	1,431,930,452	353,531,050	344,014,765	1,538,600,835	1,775,945,217	204,389,666	198,772,940	1,742,990,501	1,974,718,157
	Capital Expenditure	28,164,004	97,989,731	51,244	430,129	28,215,248	98,419,860	-	-	28,215,248	98,419,860
	Depreciation	80,755,332	110,882,293	829,794	1,601,093	81,585,126	112,483,386	-	-	81,585,126	112,483,386

NOTES:-

Items of expenses and income, assets and liabilities (including borrowings), deferred tax assets/liabilities and advances, which are not directly attributable/identifiable/allocable to business segments are shown as unallocated.

NOTES TO THE ACCOUNTS

11) (a) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India . The subsidiaries (which along with Bajaj Steel Industries Limited, the parent , constitute the Group) considered in the preparation of these consolidated financial statements is as below, and Since the Subsidiary's accounts are not subject to audit, the unaudited financial statements have been consolidated.

Name	Country of Incorporation	Percentage of voting power as at 31st. March, 2017	Percentage of voting power as at 31st. March, 2016
Bajaj Coneagle LLC	USA	100%	100%
Bajaj Steel Industries (U) Ltd.	Uganda	100%	100%

(b) Additional information as required by Paragraph 2 of the General Instructions to Schedule III of the Companies Act, 2013 for Preparation of Consolidated Financial Statements are as follows:

Name of Entities	Net Assets i.e., total assets minus total liabilities				Share in Profit & Loss			
	As % of consolidated Net		Amount ₹		As % of consolidated profit & loss		Amount ₹	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016	2016-17	2015-16	2016-17	2015-16
Parent - Indian company								
Bajaj Steel Industries Limited	81.54%	84.07%	454,109,726	542,244,911	65.66%	65.66%	(93,212,837)	(18,928,464)
Subsidiary - Foreign company								
Bajaj Coneagle LLC	18.44%	15.92%	102,680,409	102,680,409	67.65%	67.65%	(11,009,774)	(19,501,879)
Subsidiary - Foreign company								
Bajaj Steel Industries (U) Limited	0.02%	0.02%	95,669	98,097	-33.31%	-33.31%	13,956,148	9,603,201
	100.00%	100.00%	556,885,804	645,023,417	100.00%	100.00%	(90,266,464)	(28,827,142)

(c) Reporting dates and reporting currency of financial statements considered in the consolidated balance sheet, consolidated profit & loss and consolidated cash flow statement :

Parent - Indian company	Reporting date	Reporting currency
Bajaj Steel Industries Limited	31st March, 2017 / 31st March, 2016	Indian Rupees
Subsidiary - Foreign company		
Bajaj Coneagle LLC	31st March, 2016 / 31st March, 2017	USD
Bajaj Steel Industries (U) Ltd.	31st March, 2016 / 31st March, 2017	UGX

NOTES TO THE ACCOUNTS

12) The " Earning per share (EPS)" has been calculated as specified in Accounting Standard-20 issued by the Institute of Chartered Accountants of India by dividing the Net Profit after Tax for the year by the number of shares alloted by the Company.

13) The disclosures required under accounting standard-15:Employees Benefit, notified in the company's (Accounting standard) Rules.

Defined Contribution Plan

Contribution to Defined Contribution Plan,

recognised are charged off for the year are as under: (₹ in lacs)

	2016-2017	2015-2016
Employer's Contribution to Provident & Pension Fund	117.81	141.52

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	2016-2017		2015-2016	
	Gratuity (Unfunded)	Leave Encashment (Unfunded)	Gratuity (Unfunded)	Leave Encashment (Unfunded)
a. Reconciliation of opening and closing balances of Defined Benefit obligation				
Defined Benefit obligation at beginning of the year	419.32	128.16	384.89	109.02
Current Service Cost	39.24	22.38	29.83	8.45
Interest Cost	33.25	10.20	46.97	37.38
Actuarial (gain)/loss	(62.47)	(36.10)	(11.78)	(10.87)
Benefits (paid)	(56.20)	(18.95)	(30.59)	(15.82)
Defined Benefit obligation at year end	373.14	105.69	419.32	128.16
b. Reconciliation of fair value of assets and obligations				
Present value of obligation as at 31st March, 2014	373.14	105.69	419.32	128.16
Amount recognised in Balance Sheet	373.14	105.69	419.32	128.16
c. Expenses recognized during the year				
Current Service Cost	39.24	22.38	29.83	8.45

Past service Cost	-	-	-	-
Interest Cost	33.25	10.20	46.97	37.88
Actuarial (gain) / loss	(62.47)	(36.10)	(11.78)	(10.87)
Net Cost	10.02	(3.52)	65.02	34.96
d. Actuarial assumptions				
Mortality Table (L.I.C.)	2006-08 (ultimate)	2006-08 (ultimate)	2006-08 (ultimate)	2006-08 (ultimate)
Discount rate (per annum) compounded	7.50%	7.50%	8.25%	8.25%
Rate of escalation in salary (per annum)	8.00%	8.00%	7.50% to 8.00%	7.50% to 8.00%

The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on Plan Assets is based on actuarial expectations of the average long term rate of return expected on investments of the fund during the estimated terms of the obligations. The above information is certified by the Actuary.

14) "Disclosures pursuant to Schedule III of the Companies Act, 2013 relating to the details of Specified Bank Notes (SBN) held and"transacted during the period 08.11.2016 to 30.12.2016 is provided in the table below:"

Particulars	SBN (Rs.)	Other Denomination Notes (Rs.)	Total (Rs.)
Closing Cash in Hand as on 08.11.2016	710,500	520,432	1,230,932.00
(+) Permitted Receipts	-	2,775,902	2,775,902.00
(-) Permitted payments	710,500	2,457,488	3,167,988.00
(-) Amount Deposited in Banks	-	-	-
Closing Cash in Hand as on 30.12.2016	-	838,846	838,846

15) a) Previous year figures above are indicated in brackets.

b) Previous year figure have been regrouped/rearranged, wherever found necessary.

In terms of our Report of even date attached herewith

Signature to notes 1 to 28

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director
Manish Sharma
Cheif Financial Officer

Rohit Bajaj
Managing Director

Rajiv Ranka
Deepak Batra
Alok Goenka
Directors

Rahul Patwi
Company Secretary

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

	2016-2017	2015-2016
	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	(12,15,74,740)	(3,75,35,014)
Add: Adjusted for :		
Depreciation	8,38,64,821	11,45,33,066
Interest Expenses	9,07,75,457	8,73,43,073
	5,30,65,538	16,43,41,125
Less: Adjustments for :		
Profit / Loss on sale of Fixed Assets	-	(3,32,340)
Interest & Dividend Received	(1,36,24,468)	(1,71,86,896)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,94,41,070	14,68,21,889
Adjusted for Changes in Working Capital		
Trade Payables	(24,68,37,004)	13,05,67,869
Trade & Other receivables	5,50,56,342	(1,29,15,221)
Inventories	17,41,70,896	(7,29,45,318)
Cash generated from operations	2,18,31,304	19,15,29,219
Less: Interest paid	(9,07,75,457)	(8,73,43,073)
Direct Taxes paid/adjusted	(56,16,724)	(45,89,778)
Cash flow before extra ordinary items	(7,45,60,877)	9,95,96,368
Extra Ordinary items	-	-
NET CASH FROM OPERATING ACTIVITIES	(7,45,60,877)	9,95,96,368
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	7,37,656	8,74,324
Purchase of Investments	1,33,27,712	1,31,74,706
Purchase of Fixed Assets	(3,44,56,334)	(12,47,37,487)
Foreign Currency Translation Reserve (Goodwill)	54,74,179	(41,84,317)
Interest & Dividend received	1,36,24,468	1,71,86,896
NET CASH USED IN INVESTING ACTIVITIES	(12,92,319)	(9,76,85,878)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Dividend paid	-	(94,00,000)
Proceeds from long term and other borrowings	94,92,624	(1,36,40,518)
NET CASH USED IN FINANCING ACTIVITIES	94,92,624	(2,30,40,518)
NET CHANGES IN CASH AND BANK BALANCES (A+B+C)	(6,63,60,572)	(2,11,30,028)
CASH AND BANK BALANCES - OPENING BALANCE	24,15,23,667	26,26,53,695
CASH AND BANK BALANCES - CLOSING BALANCE	17,51,63,095	24,15,23,667

NOTES: 01. Proceeds from long term and other borrowings are shown net of repayment.
02. Cash and cash equivalents represent cash and bank balances only

In terms of our Report of even date attached herewith
Signature to notes 1 to 29

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Ketan Chhawchharia
Partner
Membership No. 63422

Place : Nagpur
Date : 27th May, 2017

Sunil Bajaj
Executive Director
Manish Sharma
Cheif Financial Officer

Rohit Bajaj
Managing Director

Rajiv Ranka
Deepak Batra
Alok Goenka
Directors

Rahul Patwi
Company Secretary

BAJAJ STEEL INDUSTRIES LIMITED

Regd. Office : C-108, MIDC Industrial Area, Hingna, Nagpur – 440018 (Maharashtra)
E-mail : cs@bajajngp.com Website : www.bajajngp.com
Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050
(CIN: L27100MH1961PLC011936)

ATTENDANCE SLIP

I..... Folio No..... record my presence at the Fifty Sixth (56th) Annual General Meeting held on Wednesday, the 27th September, 2017 at 4.00 P.M. at VIA Hall, Udyog Bhavan, Opp Sales Tax Office, Civil Lines, Nagpur – 440 001

Signature (s) of the Shareholder

BAJAJ STEEL INDUSTRIES LIMITED

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(CIN: L27100MH1961PLC011936)

PROXY FORM

FORM NO. MGT – 11
[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s)	:
Registered Address	:
E-mail Id	:
Folio/ DP ID- Client ID No.	:

I/We being the member(s) of ..... shares of the above named Company, hereby appoint

1.Name : ..... Address : .....
.....E-mail Id ..... Signature .....
or Failing him
2.Name : ..... Address : .....
.....E-mail Id ..... Signature .....
or Failing him
3.Name : ..... Address : .....
.....E-mail Id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Wednesday, the 27th September, 2017 at VIA Hall, Udyog Bhavan, Civil Lines, Nagpur – 440 001 (Maharashtra) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
ORDINARY BUSNESS – ORDINARY RESOLUTION :			
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2017 and Reports of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN 00519541) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s VMSS & Associates, Chartered Accountants, Kolkata as Statutory Auditors of the Company for a period of 5 years.		
SPECIAL BUSINESS ORDINARY RESOLUTION :			
4	Ratification of Remuneration payable to Cost Auditors		
5	Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company.		

Signed this ..... Day of .....2017.

Signature of Shareholder .....

Signature of Proxy holder (s).....

Affix 1 Re. Revenue Stamp

Notes:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 56th Annual General Meeting.
3) It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4) Please complete all details including details of member(s) in above box before submission

BAJAJ STEEL INDUSTRIES LIMITED

Regd. Office : C-108, MIDC Industrial Area, Hingna, Nagpur – 440018 (Maharashtra)
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Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050
(CIN: L27100MH1961PLC011936)

PHYSICAL BALLOT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address of the sole/first named Member :

2. Name(s) of the Joint Holder(s) , if any :

3. Registered Folio No./DP ID No & Client ID No. :

4. Number of Share(s) held :

5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting: dated 27th September, 2017 by conveying my/our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below

Resolution No.	Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
ORDINARY BUSNESS – ORDINARY RESOLUTION :			
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2017 and Reports of the Auditors and Directors thereon.		
2	To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN 00519541)who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of M/s VMSS & Associates, Chartered Accountants, Kolkata as Statutory Auditors of the Company for a period of 5 years.		
SPECIAL BUSINESS			
4	Ratification of Remuneration payable to Cost Auditors		
5	Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company.		

Place :
Date :

_____
Signature of the Member or
Authorised Representative

Notes :

i. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form
ii. Last date for receipt of Physical Ballot Form, 26th September, 2017 (5.00 PM)
iii. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions :

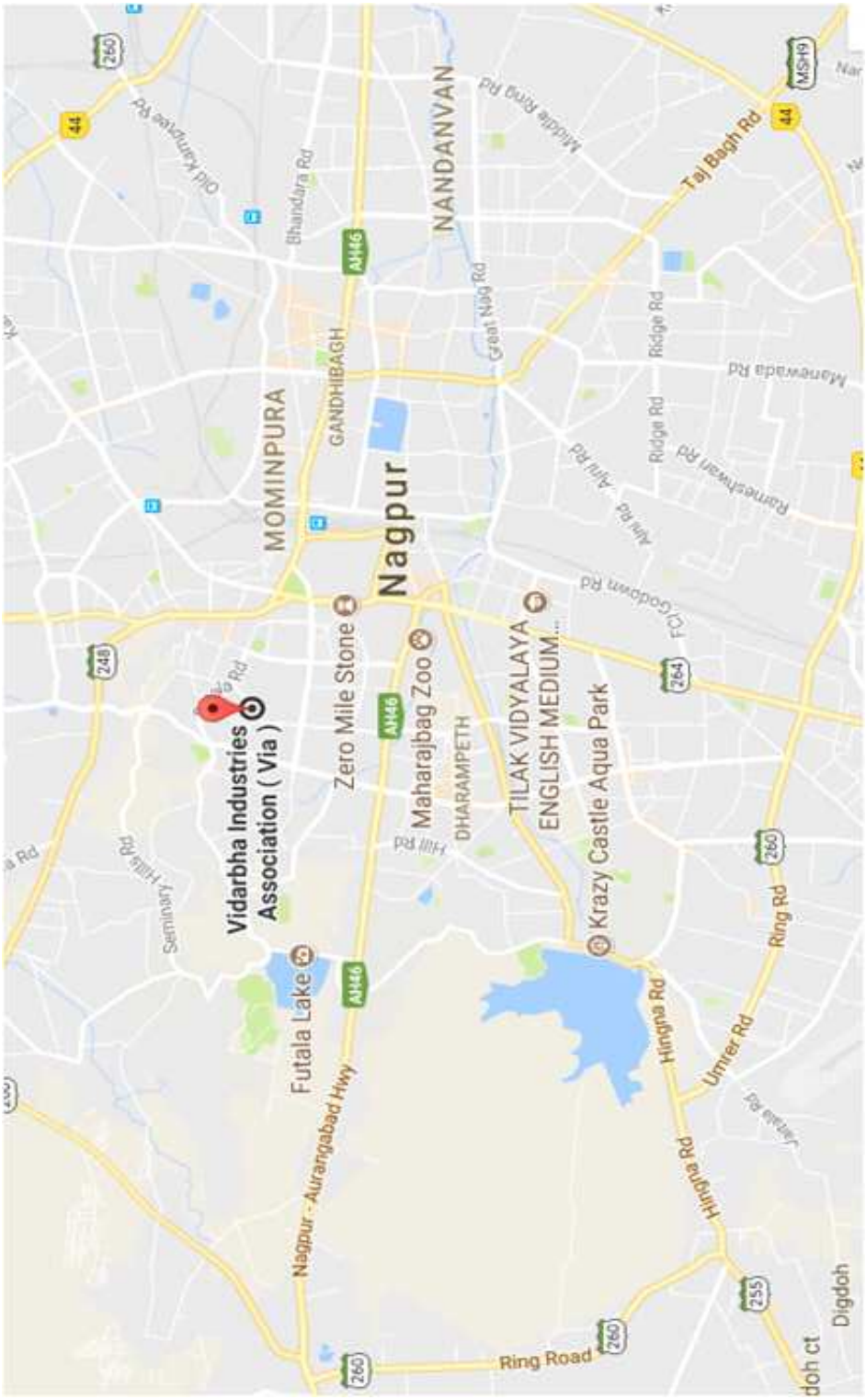
1) Shareholders have option to vote either through e-voting ie. electronic means or to convey assent/ dissent in physical form. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through Physical Ballot Form and e-voting, then vote caste through e-voting mode shall be considered and vote cast through Physical Ballot Form shall be ignored.
2) Voting through Physical Ballot form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as state below.

Instructions for voting physically on Ballot Form

1) A member desiring to exercise vote by Physical Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer M/s B.Chhawchharia & Co, Chartered Accountants, by post at their own cost to reach the Scrutinizer at the Address C/o Bajaj Steel Industries Limited, Imambada Road, Nagpur- 440018 (Maharashtra) on or before 26th September, 2017 at 5.00 P.M. All forms received after this date will be strictly treated as if the reply from such Member has not been received.
2) This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3) In respect of shares held by corporate and institutional shareholders (companies, trust, societies, etc.) the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(s) duly attested.
4) The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (v) in the appropriate column in the Form. The Assent/ Dissent received in any other form shall not be considered valid.
5) Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6) There will be one Ballot Form for every Folio/ Client id irrespective of the number of joint holders.
7) A member may request for a duplicate Ballot Form, if so required and the same duly completed should reach to Scrutinizer not later than the date specified under instruction No. 1 above.
8) Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9) The Scrutinizers' decision on the validity of the Ballot Form will be final and binding.
10) Incomplete, unsigned or incorrectly ticket Ballot Form will be rejected.

Route Map of the Venue of 56th Annual General Meeting of Bajaj Steel Industries Limited

Address :- VIA Hall, Udyog Bhavan , Civil Lines, Nagpur- 440001(Maharashtra)



80 BPH BALE PRESS UNDER ERECTION AT ASSOCIATED COTTON GROWERS

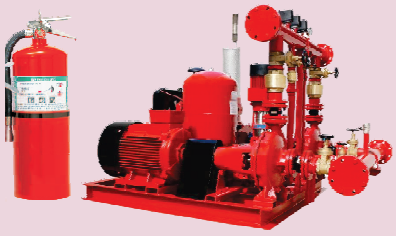
TEXAS USA

PRODUCTS & SERVICES

- Ginning Machines
  - Double Roller Ginning Machines
  - *Saw Gin*
  - *Rotobar Gin*
- Pre Cleaners
- Raw Cotton Conveying Systems
  - Pneumatic
  - Belt
  - Screw
- Lint Cleaners
- Lint Conveying Systems
  - Belt
  - Pneumatic
- Elevators & Rotary Screw Lifts
- Cottonseed Conveying Systems
  - Pneumatic
  - Screw Conveyor
- Cotton Boll Openers
- Hydraulic Roll Press for Washers
- Cotton Baling Presses
  - Down Packing (8 to 32 BPH)
  - Up packing (25 BHP)
  - Horizontal
- Seed Cotton Baling Press (25 BHP)
- Pre Engineered Steel Buildings
- Electrical Panels and Accessories
- Fire Detection & Diversion System
- Dust & Waste Handling System
- Cottonseed Delinting Plant Machinery
- Cottonseed Decorticating Plant Machinery
- Fully Automatic Ginning Plants
- Modernization of existing plants
- Turnkey Projects
- Humidification Systems
- Bale wire ties
- High Quality Spares
- CNC Machining of parts
- Moisture meters
- Laboratory Gin

SPECIALITY CONVEYORS

ELECTRICAL PANEL



FIRE FIGHTING EQUIPMENT

SECURITY DOORS

SINCE 1961

BAJAJ STEEL INDUSTRIES LIMITED

Plot No. C-108, MIDC Industrial Area, Hingna, Nagpur - 440028 (MH) India.
Tel. : +91-07104-238101-20, Fax : +91-07104- 237067
E-mail :bsi@bajajngp.com Web : www.bajajngp.com

An ISO 9001-2008, 14001: 2004 & & OHSAS 18001:2007 certified company