



HINDUSTAN TIN WORKS LIMITED

426, DLF Tower-A, Jasola, New Delhi - 110025

CIN : L27109DL1958PLC003006

Phone : 011-4999 8888, Fax : 011-4999 8822

E-mail : info@hindustantin.co.in

Website : <http://www.hindustantin.biz>

To,

Dated: 12th October, 2016

The Bombay Stock Exchange Limited.
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400001.

Subject : Annual Report 2015-16

Dear Sir,

In accordance with the provisions of Regulation 34 of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit herewith the soft copy of the Annual Report for the Financial Year 2015-16 duly approved and adopted by the shareholders of the Company at the 58th Annual General Meeting held on 27th September, 2016.

Kindly acknowledge receipt
Thanking you,

Yours faithfully,
For **Hindustan Tin Works Limited**

Rajat Pathak

VP (Finance) & Company Secretary

Place: New Delhi.
M No.:10336

Address: 426, DLF Tower – A, Jasola
New Delhi - 110025



**58th ANNUAL REPORT
2015-2016**

HUNDREDS OF PRODUCTS...

One Can!



HINDUSTAN TIN WORKS LIMITED

A RECOGNISED STAR EXPORT HOUSE

**58th ANNUAL REPORT
2015-2016**

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HINDUSTAN TIN WORKS LIMITED

A RECOGNISED STAR EXPORT HOUSE

HTW'S CORPORATE SOCIAL RESPONSIBILITY (CSR)

CONTRIBUTION TOWARDS:

- **Prime Minister Relief Fund for Nepal & Chennai relief work.**
- **Access to safe Drinking water project in Pataudi, Haryana.**
- **Skill development training program for enhancing employability of youth and women living in the village of Mangwaki Village, Pataudi, Haryana.**
- **Education to poor children specially rag pickers and girl children.**
- **Helping children with special needs.**
- **Treatment of needy patients.**
- **Serving Woman and Children in difficult circumstances.**



58th Annual Report 2015-2016

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BOARD OF DIRECTORS

1. Mr. Vijay Kumar Bhatia (Chairman)
2. Mr. Sanjay Bhatia (Managing Director)
3. Mr. Ashok Kumar Bhatia (Whole time Director)
4. Mr. N.P. Sahni (Director)
5. Mr. B.L. Khurana (Director)
6. Mr. Ramesh Kumar Jain (Director)
7. Mr. M.K. Zutshi (Director)
8. Mrs. Aarti Sawhney (Director)
9. Mr. P.P. Singh (Whole Time Director)

V.P. (FINANCE) & COMPANY SECRETARY

Mr. Rajat Pathak

AVP (ACCOUNTS) & CFO

Mr. M.K. Mittal

AUDITORS

M/s. M.L. Puri & Company
Chartered Accountants
407, New Delhi House,
Barakhamba Road,
New Delhi-110001

COST AUDITORS

M/s K.S. Bhatnagar & Associates
Cost & Management Consultants
A-12-A, DDA Flats, Munirka
New Delhi - 110067

SECRETARIAL AUDITOR

M/s. Gupta Vinod & Company
Company Secretaries
107, 1st Floor, C-240,
Pandav Nagar, Delhi-110092

BANKERS

Punjab National Bank
State Bank of India
Standard Chartered Bank
Kotak Mahindra Bank
HDFC Bank
Yes Bank
Tata Capital Financial Services Ltd.

SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex,
New Delhi-110062
Ph. No. : 011-29961281, 29961282

REGISTERED OFFICE

488, Baratan Market, Sadar Bazar,
Delhi-110006, Phone No. 011-23679016/3645

CORPORATE OFFICE

426, DLF Tower -A, Jasola,
New Delhi -110025,
Phone : - 4999 8888
Website : www.hindustantintin.biz
E- mail : info@hindustantintin.co.in

FACTORY

V.& P.O. Bhigan, Dhatoori Road, Tehsil Ganour,
Murthal, Distt. Sonapat (Haryana)-131039

OTHER OFFICES

- A) 816, Tulsiani Chambers,
Nariman Point, Mumbai
- B) KN/B, 16 & C-10, Gali No. 10
Anand Parbat Indl. Area, New Delhi



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting the 58th Annual Report together with the Audited Annual Accounts of the Company for the financial year ending 31st March 2016.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2016 is summarized below:

	(Rupees in Lacs)	
	2015-2016	2014-2015
Profit before Interest, Depreciation, & Tax	3619.85	3093.60
Less:		
Financial Costs	948.26	1044.76
Depreciation and Amortization expense	785.56	728.60
Provision for Tax (including Wealth Tax)	427.50	452.20
Deferred Tax	56.27	12.05
Profit after Tax	1402.26	855.99
Add: Balance brought forward	6037.24	5406.42
Balance available for appropriation	7439.50	6262.41
Less: Appropriations:		
Dividend (Incl. Div. Tax)	125.17	125.17
Transfer to General Reserve	100.00	100.00
Balance carried forward	7214.33	6037.24

DIVIDEND

Your Directors are pleased to recommend a dividend @ Rs. 1.00 per Equity Share (10%) on the paid up capital of the Company for the year 2015-16, which if approved at the forthcoming AGM, will be paid to all those Equity Shareholders whose names appear (i) As Beneficial Owners as at the end of the business hours on 20th September, 2016 as per the list to be furnished by the depository in respect of the shares held in electronic form and, (ii) As member in the Register of Members of the Company after giving effect to all valid shares transfers in physical form lodged with the Company on or before 20th September, 2016. Your Directors also proposed to carry Rs. 1 crores to its General Reserve.

OPERATIONS

Your Company could achieve turnover of Rs.29795.00 lacs as against the previous year's turnover of Rs. 31768.08 lacs i.e. a Decrease of Rs. 1973.08 lacs (6.21%). The Company has been successful in increasing its export sales from Rs. 6809.62 lacs in previous year to Rs. 7273.93 lacs in current year i.e. an increase of Rs. 464.31 lacs (6.82%).

Your Company has achieved PAT of Rs. 1402.26 lacs as against the previous year of Rs. 855.99 lacs i.e. an increase of Rs. 546.27 lacs (63.82%)

The Company has earned Rs. 9.17 Crores as Profit on Sale of JV Shares/ SBI Bonds/PNB shares during the Financial Year 2015-16 & shown the same as "Exceptional items- Profit from sale of shares" in Profit & Loss a/c.

DIRECTORS

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company Mr. Sanjay Bhatia retires at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The Board of Directors of the Company has a healthy blend of executive and non executive Directors which ensures the desired level of independence in functioning and decision making.



All the non executive Directors are eminent professional and bring in wealth of expertise and experience for directing the management of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to directors' responsibility statement, it is hereby confirmed that: -

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- (b) 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 as at 31st March, 2016 and of the profit of the Company for that period.
- (c) We had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) We had prepared the Annual Accounts on a going concern basis: and
- (e) We had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) We had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A report in the form of Management Discussion and Analysis as per Part B of Schedule V of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), as a part of this report is annexed hereto as Annexure - I.

RISK MANAGEMENT

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 30th May, 2016. The Policy provides for a robust risk management framework to identify and assess risks such as operational, strategic, financial, security, property, regulatory, reputational and other risks and put in place an adequate risk management infrastructure capable of addressing these risks.

LOANS AND INVESTMENTS BY THE COMPANY

Details of loans and investments, if any, made by the Company are given in notes to the financial statements.

DEPOSITS

During the year under review, the company has not accepted any deposit under Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

A report on Corporate Governance, along with a certificate from the Statutory Auditors of the Company detailing the compliance of Corporate Governance norms as enumerated in Part C of Schedule V of Regulation 34(3) of Listing Regulations, 2015 with the Stock Exchanges, is annexed as Annexure - II.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGERIAL PERSONNEL

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2015-2016. A declaration signed by Mr. Sanjay Bhatia, Managing Director, as to the compliance of the Code of Conduct by the Board Members and Senior Managerial personnel has been placed before the Board at its meeting held on 11th August, 2016, is enclosed as Annexure-III.

VIGIL MECHANISM

The Company has in place a whistle blower policy, to support the Code of Business Ethics. This policy documents the Company's commitment to maintain an open work environment in which employees,



consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of Business Ethics at a significantly senior level without any fear of rejection. Individuals can raise their concerns by an e-mail, or telephone or direct interaction or by a letter to the Chairman of the Audit Committee of the Company. The Policy on vigil mechanism and whistler blower policy may be accessed on the Company's website at the link: <http://www.hindustantin.biz/vigil-mechanism.html> and it duly forms a part of corporate governance.

DISCLOSURES

The CEO and Chief Financial Officer (CFO) have furnished to the Board in its meeting held on 30th May, 2016 a certificate with regard to the financial statements and other matters of the Company as on 31st March 2016 as required under Part B of Schedule II of Regulation 17 (8) of Listing Regulations, 2015.

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

The Company is complying with all the mandatory requirements of the Listing Regulations of Stock Exchanges on 'Corporate Governance'.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/or Courts which would impact the going concern status of the Company and its future operations.

AUDITORS

M/s M. L. Puri & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received intimation to the effect that their re-appointment, if made would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and also that they are not otherwise disqualified within the meaning of Section 139 & 141 of the Companies Act, 2013, for such appointment.

COST AUDITORS

The Company has appointed M/s K.S. Bhatnagar & Associates, Cost Accountants for conducting cost audit of the Company for the financial year ending 31st March, 2017. For the financial year 2014-15, the Cost Auditor has duly filed the Cost Audit Report as per details below:-

Financial year	Due date of filing	Date of filing
2014-15	29.09.2015	28.09.2015

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 Company has appointed M/s Gupta Vinod & Company, Practicing Company Secretaries, as secretarial auditor of the Company for the financial year ended March 31, 2016, to conduct the Secretarial Audit of the Company and their report is annexed herewith as Annexure - IV and this report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Board of Directors on recommendation of the CSR Committee formulated the CSR policy of the Company. The CSR activities of the Company are implemented in accordance with the core values viz. protecting stakeholder interests, grow in a socially and environmentally responsible way and striving towards inclusive development.

The Company has identified some important areas of engagement which are as under:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centre and such other facilities for senior citizen and measures for reducing inequalities faced by socially and economically backward groups;



- Ensuring environment sustainability, ecological balance, protection of flora and fauna, animal, welfare, agro forestry, conservation of natural resources and maintain quality of soil, air and water;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Measures for the benefits of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, Paralympics sport and Olympic sports;
- 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 Casts, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects.

Details of CSR policy forming part of annual report is annexed as Annexure - V

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your company believes in formulating adequate and effective internal control system and implementing the same to ensure that assets and interests of the Company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The internal control system is improved continuously to meet the changes in business conditions and statutory and accounting requirements as required from time to time.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control system and suggests improvements for strengthening them. The Company has a robust Management information system which is an integral part of the control mechanism.

The Audit Committee of Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

CREDIT RATING

The Company has recently obtained credit rating from ICRA, which is "A-" for long term and "A2+" for short term (revised).

The rating derives strength from the Company's significant presence in India's Can Manufacturing sector, technologically advanced operations, proven management capability.

REMUNERATION

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2015-16:

Directors	Nature of Directorship	Ratio
Mr. Vijay Kumar Bhatia	Whole Time Director	19.4:1
Mr. Sanjay Bhatia	Managing Director	45.6:1
Mr. Ashok Kumar Bhatia	Whole Time Director	22.6:1
Mr. Ramesh Kumar Jain	Non-executive Independent Director	0.6:1
Mr. Bihari Lal Khurana	Non-executive Independent Director	0.7:1
Mr. M. K. Zutshi	Non-executive Independent Director	0.4:1
Mr. Nand Prakash Sahni	Non-executive Independent Director	0.6:1
Mrs. Aarti Sawhney	Non-executive Independent Director	0.4:1
Mr. Prit Pal Singh	Whole Time Director	8.0:1

*computed based on annualized remuneration.



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

The annual increase in the salary of Managing Director, Whole Time Director, Company Secretary and CFO is as below:

Name	Designation	Annual Increase	Percentage
Mr. Sanjay Bhatia	Managing Director	From Rs.59,19,600/- to Rs. 65,46,726/-	10.6 %
Mr. Vijay Kumar Bhatia	Whole Time Director	From Rs.27,57,240/- to Rs 27,82,080/-	0.9 %
Mr. Ashok Kumar Bhatia	Whole Time Director	From Rs.19,91,340/- to Rs. 32,42,080/-	62.8 %
Mr. P.P. Singh	Whole Time Director	From Rs. 10,68,000/- to Rs. 11,54,400/-	8.1 %
Mr. Rajat Pathak	VP (Finance) & Company Secretary	From Rs. 20,38,800/- to Rs. 22,00,080/-	7.9%
Mr. M. K. Mittal	AVP (Accounts) & CFO	From Rs. 13,28,040/- to Rs. 14,43,240/-	8.7%

- (iii) the percentage increase in the median remuneration of employees in the financial year: 10.70%

- (iv) the number of permanent employees on the rolls of Company: 445 (Four hundred and Forty Five), as on 31 March, 2016.

- (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the remuneration* of employees was 10.88% other than the managerial personnel in the last financial year whereas the average increase in the remuneration of managerial personnel was 26.86% thus there was not any exceptional circumstances for increase in the managerial remuneration.

*It does not include incentive bonus, leave encashment, gratuity, ex gratia being onetime payment/ based on net profit/production performance/payments to LIC of India.

- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The remuneration is as per the Remuneration Policy of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Adhering to the provisions of Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for periods of 7 years have been transferred by the Company, from time to time on or before due date to the Investor Education and Protection Fund.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres within its premises. The Company has in place a policy against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the financial year 2015-16 and hence no complaint is outstanding as on 31st March, 2016.

**PERSONNEL**

Particulars of employees as required under the provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, is not provided as there are no employees covered under it.

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The information in accordance with the provisions of Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are forming part of the Directors' Report for the year ended 31st March, 2016 is given in Annexure - VI.

RELATED PARTY TRANSACTIONS

All related party transactions entered into by the Company during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large .

All related party transactions that were entered into during the financial year were on an arm's length basis. Details of such transactions are given in the Annexure - VII to this report.

Further the following related persons was resigned during the financial year 2015-16.

S.No.	Name	Designation	Related to
1.	Mr. Atit Bhatia	Sr. Vice President (w.e.f 31.07.2015)	Son of Mr. Sanjay Bhatia, Managing Director
2.	Mr. Gaurav Bhatia	Sr. Vice President (w.e.f 1.10.2015)	Son of Mr. Vijay Kumar Bhatia, Whole-time Director

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith in Annexure -VIII.

BADDI LAND

The District Collector, Solan issued a Show Cause Notice to the Company under Section 118 of the H.P. Tenancy and Land Reforms Act. It was alleged that the Company has violated the terms and conditions of the Section 118 of the H.P. Tenancy and Land Reforms Act. The Collector held that the Company has violated the provisions of Section 118 of the H.P. Tenancy and Land Reforms Act, therefore, ordered the vestment of the property in favour of the State of H.P. Being aggrieved, the Company has filed the appeal with Divisional Commissioner, Shimla and date of hearing is awaiting

ACKNOWLEDGEMENT

The Board wishes to place on record with deep sense of satisfaction, their appreciation for the high degree of professionalism, commitment and dedication displayed by employees at all levels and the guidance, co-operation and assistance extended to the Company by its Bankers, Shareholders, Customers and Suppliers.

For & on behalf of Board

Place : New Delhi
Date : 11th August, 2016

(SANJAY BHATIA)
Chairman

**ANNEXURE-1****THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The trend of slowdown in global growth continued during the year. The below par performance of global economy was reflected in a continued growth deceleration in most emerging and developing economies, driven by low commodity prices, weaker capital inflows and subdued global trade.

Against this global backdrop, the growth in India stayed fairly resilient. India was the fastest growing large economy relatively that performed better than most other emerging market currencies. The domestic macro-economic conditions also remained stable. A significant drop in commodity costs led by crude oil and other interventions resulted in lower consumer inflation which allowed easing of interest rates in the economy.

According to International Monetary Fund, the baseline projection for global growth in 2016 is a modest 3.2%, broadly in line with last year and a 0.2% point downward. There is a slowdown in China which has adversely impacted commodity markets. Brexit, the withdrawal of United Kingdom (U.K.) from the European Union (E.U.) will also impact the world economies. However, the recovery is projected to strengthen in 2017 and beyond, driven primarily by emerging market and developing economies, as conditions in stressed economies start gradually to normalize.

OPPORTUNITIES & THREATS

Our Company is one of the leading and established Company in Metal packaging industry. We are keenly conscious of the emerging opportunities in the can-manufacturing sector in India as well as abroad and we shall endeavor to take benefit of every good opportunity in the very best interest of our members.

Following are the opportunity and threats of our Company:

OPPORTUNITIES

1. Historical established performance.
2. Established customer profile and wide customer base.
3. Reputation for quality, well established brand.
4. Edge in raw material procurement.
5. Ability to expand and diversify.
6. Expansion in export market.
7. Professionally & technically qualified Human Resource.
8. Priority of the Government to promote Food Processing Industry.
9. Innovation and new product development.

THREATS

1. Global competition.
2. Lower recovery in Global Economy.
3. Volatility in exchange rate.
4. Competition from unorganized sector.
5. Thin margin.
6. Alternate packaging materials
7. Uncertainty in availability of seasonal fruits & vegetables



8. Political turmoil and unrest in Middle East
9. Eurozone sovereign debt crisis
10. Finance Cost
11. Anti import measures of Government like minimum import price (MIP), Safeguard Duties/ Anti Dumping Duties
12. Mandatory BIS certifications

PRODUCT WISE PERFORMANCE

The Company had been mainly focusing on food products and now gradually expanding its base in non food sector also. In addition Company is also developing new innovative products for domestic and global market.

OUTLOOK

The outlook of the Company seems to be progressive. The management of the Company is engaged in the task of reducing overheads and other costs. Company has a vision to consolidate its position as leader in metal packaging segment.

RISK

There is a trend towards alternate packaging which is cheaper as compared to metal packaging with shorter shelf life inspite of the fact that metal packaging has an edge over them in terms of shelf life, sustainability etc.

CONCERN

The slowdown in Global economies particularly is the main concern and an Anti Dumping Investigation by Australian Anti Dumping Commission is also underway which is a great concern to the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems commensurate with its size and complexity of operations. The Internal Control systems are aimed at monitoring efficiency of operation, ensuring protection of resources, accuracy and promptness of financial reporting and compliance with statutes and regulations. All the vital internal control systems in the Company are working satisfactorily. Our statutory and Internal Auditors have not reported any serious departure in any of the internal control systems. The Audit Committee of the Company regularly reviews internal control systems of the Company and continuous improvements are being made in the same. Budgets are prepared every year and the actual performance is compared to the budgeted performance. The variances are reviewed on a monthly basis and corrective actions are taken accordingly.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

Because of fierce competition & extremely challenging domestic business environment, your Company delivers and achieves Rs.29795.00 lacs as against the previous year's turnover of Rs. 31768.08 lacs i.e. Decrease of Rs. 1973.08 lacs (6.21%). The Export Sales has been increased from Rs. 6809.62 lacs in previous year to Rs. 7273.93 lacs in current year i.e. an increase of Rs. 464.31 lacs (6.82%).

The Company has been successful in increasing its PAT from Rs. 855.99 lacs in previous year to Rs. 1402.26lacs in current year i.e. an increase of Rs. 546.27 lacs (63.82%).

The Company has earned Rs. 9.17 Crores as Profit on Sale of JV Shares/ SBI Bonds/PNB shares during the Financial Year 2015-16 & shown the same as "Exceptional items- Profit from sale of shares" in Profit& Loss a/c.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company recognizes the fact that, beyond the day-to-day conduct of its business, as a responsible corporate citizen, it has to discharge its duties towards the larger society in which it operates.

The core areas identified by your Company and CSR Committee in order to improve the society are promoting Education, Health Care, Women Empowerment and ensuring Environmental sustainability.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL FUND

The Company's ability to deliver value products to clients depends largely on its ability to attract, train, motivate, empower and retain the best professionals. Annual performance appraisal system is already in place to evaluate the operational performance of each employee on the basis of predefined Key Responsibility Area. The Company has 445 permanent employees as on 31st March, 2016.

Industrial relation front continued to be peaceful with no working day loss due to any activity.

VALUE CREATION

Hindustan Tin Works Ltd has showcased dynamism in promoting sustainability of cans at a global level. In 2010, HTW launched a campaign to promote the sustainability messaging of cans, a campaign called Canvirement Week has won several international accolades and awards for its design and uniqueness of going directly to the final consumer. The campaign which received the Innovation award by Messe Essen at the last MetPack, IPA Innovation Award, Empac Challenge Award is in its 6 year and has worked with the government, community and the youth.

Rag pickers are the major cog in the recycling wheel of India, they are the scavengers of the society who pick up the cans from the streets, households and further send it for recycling. These rag pickers live in under privileged conditions and under the banner of Canvirement Week we work to uplift their lives, improve their health and safety environment, give them vocational training and a better life as a humble contribution to the society.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.



ANNEXURE-II

REPORT BY DIRECTORS ON CORPORATE GOVERNANCE**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions. The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. The Company has attached significant importance to the Code of Corporate Governance. The Company's philosophy on corporate governance is to practice transparency in operations and maintain a professional approach and accountability in dealing with its shareholders. The Company has always focused on maintaining highest standards in conducting its affairs ethically and lawfully and has sustained a culture of high ethical standards, integrity and professionalism. The Company strongly believes that good Corporate Governance structure encourages companies to create value that can be sustained over the long term for customers, shareholders, employees and business partners. The success of the Company lies in faithful & sincere persuasion of its core values.

The core values of the Company are:

- Manpower Development,
- Integrity, openness, fairness and trust,
- Commitment to excellence,
- Customer satisfaction,
- Sound and ethical business practices,

Our Company is subjected to Corporate Governance Code. The Company has constituted various committees required to be formed under the code.

BOARD OF DIRECTORS**a) COMPOSITION OF THE BOARD**

The Board of Directors consists of nine directors of which four are Executive Directors and five are Non-Executive, Independent-Directors. The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions. The composition of the Board meets the requirement stipulated in Regulation 17 of Listing Regulations, 2015 with the Stock Exchanges. In the opinion of the Board, none of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, its promoters or its management. The Board of Directors of the Company formulates the strategy, regularly review the performance of the Company and ensure that the objectives are met on a consistent basis.

The composition of the Board and category of Directors are as follows:

Directors	Category
Mr. Vijay Kumar Bhatia	Executive
Mr. Sanjay Bhatia	Executive
Mr. Ashok Kumar Bhatia	Executive
Mr. N. P. Sahni	Independent/ Non- Executive Director
Mr. B. L. Khurana	Independent/ Non- Executive Director
Mr. Ramesh Kumar Jain	Independent/ Non- Executive Director
Mr. M. K. Zutshi	Independent/ Non- Executive Director
Mrs. Aarti Sawhney	Independent/ Non- Executive /Women Director
Mr. P.P. Singh	Executive Director

Mr. Sanjay Bhatia, Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia Executive Directors of the Company are brothers

**b) Board Meetings and Attendance at AGM**

During the year the Board of Directors of the Company met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016. Annual General Meeting held on 17th September 2015.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31st March 2016 is as under: -

Directors	No. of Board meetings held during the Directors tenure in 2015-2016	No. of Board Meetings Attended	Attendance at AGM held on 17 th September, 2015	No. of other Directorship & Committee Membership	
				Other Directorship	Committee Membership
Mr. Vijay Kumar Bhatia	FOUR	ONE	ABSENT	-	-
Mr. Sanjay Bhatia	FOUR	FOUR	PRESENT	3	4
Mr. Ashok Kumar Bhatia	FOUR	FOUR	PRESENT	-	-
Mr. N. P. Sahni	FOUR	FOUR	ABSENT	-	-
Mr. B. L. Khurana	FOUR	FOUR	PRESENT	5	1
Mr. Ramesh Kumar Jain	FOUR	FOUR	PRESENT	-	-
Mr. M. K. Zutshi	FOUR	FOUR	ABSENT	-	-
Mrs. Aarti Sawhney	FOUR	FOUR	ABSENT	-	-
Mr. P.P. Singh	FOUR	FOUR	PRESENT	-	-

c) Independent Directors

The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions. Their appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

d) Familiarization Programme for Independent Directors

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Generally one Board Meeting is also held at Plant where all directors visit the Plant before the meeting.

The details of familiarisation programmes for Independent Directors are hosted on the website of the Company and can be accessed at the link: http://hindustantin.biz/board_director.html.

e) Evaluation of the Board's Performance

In compliance with the Companies Act, 2013, and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the performance evaluation of the Board as a whole, of the Individual Directors and various committees were carried out during the year under review. With the help of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning, Board culture, execution and performance of specific duties, obligations and governance.

The Directors expressed their satisfaction with the evaluation process.

BOARD COMMITTEES**1. Audit Committee**

The members of the Audit Committee met four times during the financial year 2015-16. The term of reference of the Committee covers the matters specified for Audit Committee, under Regulation 18



of the Listing Regulations, 2015 with the Stock Exchanges and Section 177 of the Companies Act, 2013. The Audit Committee consists of the following Directors:

Mr. Ramesh Kumar Jain	Chairman
Mr. B. L. Khurana	Member
Mr. N. P. Sahni	Member

All the members of the Committee are Non-Executive and Independent Directors.

The Company Secretary of the Company acts as the Secretary to the Committee. The Audit Committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016.

Name of the Member	Meetings attended during the year
Mr. Ramesh Kumar Jain	Four
Mr. B. L. Khurana	Four
Mr. N. P. Sahni	Four

2. Nomination and Remuneration Committee and its Policy

The Nomination and Remuneration Committee consists of Mr. B. L. Khurana (Chairman), Mr. N. P. Sahni, and Mr. Ramesh Kumar Jain. The term of reference of the committee is to review Company's policy on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters and recommend compensation payable to executive and Non-Executive Directors. The Company paid Rs. 1.41 Crores as remuneration, commission, and sitting fees to Directors as per detail contained in the notes to accounts.

The Nomination and Remuneration Committee met on 31st July, 2015 and 12th February, 2016.

Name of the Member	Meetings attended during the year
Mr. B. L. Khurana	Two
Mr. N. P. Sahni	Two
Mr. Ramesh Kumar Jain	Two

3. Share Transfer Committee

The Company has a Share Transfer Committee consisting of Mr. Sanjay Bhatia and Mr. Ashok Kumar Bhatia. The committee meets regularly to approve transfer of shares.

During the year the Share Transfer Committee met on 12th May, 2015, 9th November, 2015 and 23rd February, 2016.

4. Stakeholders' Relationship Committee

The Company has set up a Stakeholders' Relationship Committee to specifically look into the redressal of shareholder's and investor's complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Shareholders Committee consists of the following Directors:-

Mr. B.L. Khurana (Chairman, Non-executive and Independent)
Mr. Sanjay Bhatia
Mr. Ashok Kumar Bhatia

The committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016. Mr. Rajat Pathak, VP (Finance) & Company Secretary is the compliance officer.

During the year ended 31st March, 2016, 27 investors queries/Complaints were received, all of which were redressed / replied to the satisfaction of the investors. All valid requests for share transfer received during the year have been acted upon by the Company. No such transfer is pending for a period exceeding one month. The status on reply/redressal of investors complaints is also reported to the Board of Directors from time to time.



5. **Corporate Social Responsibility (CSR) Committee**

As required under section 135 of the Companies Act, 2013 the company has a CSR Committee consisting of the following Members:

Mr. B.L. Khurana (Chairman, Non-executive and Independent)

Mr. Sanjay Bhatia

Mr. Ashok Kumar Bhatia

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating, monitoring and implementation of the framework of Corporate Social Responsibility policy;

The Committee has also formulated Company's CSR policy within the framework of Rules made under the Companies Act, 2013 and Schedule VII of the Companies Act, 2013 and posted on the website of the Company.

The core areas identified by the company and CSR Committee in order to improve the society are Promoting Education, Health Care, Women Empowerment and ensuring sustainability.

The committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016.

6. **Separate Meeting of Independent Directors**

During the year under review, the Independent Directors met on 12th February, 2016. In the meeting of independent director following are the directors involve:-

Mr. Ramesh Kumar Jain	Chairman
Mr. N.P. Sahni	Director
Mr. B. L. Khurana	Director
Mr. M.K. Zutshi	Director
Mrs. Aarti Sawhney	Director

The meeting was duly constituted and all the directors were present at the meeting and discuss the performance of Non- independent Directors, Board of Directors and the chairman of the Company and ensure timely and efficient flow of information to the management of the Company.

7. **Committees to handle sexual harassment cases**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. As per the requirement of Companies Act, 2013, it is duly formed. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment.

The Company has following Committees at the Corporate Office and Plant at Murthal under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(1) At Corporate Office, Jasola

- | | |
|----------------------------|---|
| 1. Mrs. Suman Lata Tyagi | - Presiding Officer |
| 2. Mrs. Renu Sharma | - Member |
| 3. Mrs. Nidhi Raizada | - Member |
| 4. Mrs. Bharati Chaturvedi | - Director, Chintan Environmental Research and Action Group (NGO) |



(2) At Murthal Plant

- | | | | |
|----|---------------------------|---|---|
| 1. | Mrs Suman Lata Tyagi | - | Presiding Officer |
| 2. | Mrs Nirmala Panchal (NGO) | - | Director, Nirmala Jagriti Organization, Sonapat |
| 3. | Mr P. P. Singh | - | Member |
| 4. | Mr Rajesh Chadel | - | Member |

The main purpose of these Committees is to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

During the year ended 31 March, 2016, the Committee had not received any complaints pertaining to sexual harassment.

REMUNERATION PAID TO DIRECTORS**(A) Details of remuneration paid during the year 2015-2016 :**

Sl. No.	Name of the Directors	Designation	Salary (Rs.) (Basic + HRA + Ex Gratia)	Perq./Allow	P.F.	Total
1.	Mr. Sanjay Bhatia	M.D.	53,78,400	787446	3,80,880	65,46,726
2.	Mr. Ashok Kumar Bhatia	W.T.D.	27,84,000	160000	2,98,080	32,42,080
3.	Mr. Vijay Kumar Bhatia	W.T.D.	24,84,000	-	2,98,080	27,82,080
4.	Mr. P. P. Singh	W.T.D.	11,43,600	10800	-	11,54,400
TOTAL			1,17,90,000	958246	9,77,040	1,37,25,286

(B) Details of payment of sitting fee paid to Non-executive Directors for attending Board Meeting and Audit Committee Meeting:-

	(Rs.)
1. Mr. B. L. Khurana	95,000
2. Mr. N.P. Sahni	83,000
3. Mr. Ramesh Kumar Jain	83,000
4. Mr. M. K. Zutshi	60,000
5. Mrs. Aarti Sawhney	60,000
Total	3,81,000

(C) Details of Shareholding of Directors as on 31st March, 2016.

Mr. Sanjay Bhatia holds 1380169 equity shares, Mr. Vijay Kumar Bhatia holds 321269 equity shares and Mr. Ashok Kumar Bhatia holds 595450 equity shares in the Company. The other non-executive directors do not hold any shares in the Company.

DISCLOSURES**a) Related Party Transaction**

All related party transactions entered into by the Company during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large.

During the year ended on 31st March, 2016, there were no material significant transactions with related parties that may have a potential conflict with the interest of the company at large. Attention is drawn to note no. 37 of the Financial Statements 2015-2016.

The Company's Policy on materiality of related party transactions and on dealing with related party transactions are hosted on the website of the Company and can be accessed at the link: <http://hindustantin.biz/Company-policies.html>.

**b) Compliance by the Company: -**

The Company has complied with requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

c) Risk Management

Your Company has put a risk management framework in place post a comprehensive review of its risk management process. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the business as also the relative risk mitigation measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The risk management is a continuous process.

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The audit committee and the Board of Directors periodically review the risk management framework of the Company.

d) Penalty

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

e) Whistle Blower Policy/Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company at its Board Meeting held on 12th August 2014 has formulated a whistle blower/vigil mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their superior or such other person as notified by the management to the workgroups. Such reports will be reviewed by the Audit Committee of Directors from time to time. The mechanism provides that the confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. This policy is also being posted on the website of the Company.

f) Code of conduct for the Directors and senior managerial personnel.

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2015-2016. A declaration to this effect by Managing Director has been provided as annexure III to Directors' Report.

The Code of Conduct has also been put on the Company's website www.hindustantin.biz. The Code has been communicated to each of them and the compliance of the same is affirmed by them annually.

g) SEBI Listing Regulations, 2015

The company is complying with all mandatory requirements of the Listing Regulations, 2015 of Stock Exchange on Corporate Governance.

h) Insurance

The Properties and Assets of the Company are adequately insured.

i) CEO and CFO Certificate

The Chief Executive Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations. The Chief Executive Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. A declaration to this effect has been provided as below.

**COMPLIANCE CERTIFICATE**

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

- A.** We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** we are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C.** 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 we have disclosed to the auditors and the audit committee, deficiencies, in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the Auditors and the Audit committee, wherever applicable;
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Hindustan Tin Works Limited

Sanjay Bhatia
(Managing Director)

M.K. Mittal
AVP (Accounts) & CFO

Place: New Delhi
Date: 30th May, 2016

**GENERAL BODY MEETINGS**

The details of the last three AGMs are as follows: -

AGM	Financial Year	Held At	Date and Time	Special Resolutions Passed
57 th	2014-15	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	17 th September, 2015 10.00 A.M.	<ol style="list-style-type: none"> 1. Revision in Salary of Mr. Sanjay Bhatia, Managing Director. 2. Revision in Salary of Mr. Vijay Kumar Bhatia, Whole Time Director. 3. Revision in Salary of Mr. Ashok Kumar Bhatia, Whole Time Director. 4. Revision in Salary of Mr. P.P. Singh, Whole Time Director. 5. To Appoint Mr. Atit Bhatia as Consultant. 6. Creation of Charges/ Mortgage over assets of the Company to secure loans up to a Limit of Rs. 200 Crores under Section 180(1)(a).
56 th	2013-2014	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	26 th September, 2014 10.00 A.M.	<ol style="list-style-type: none"> 1. Approve continuation of Mr. Ashok Kumar Bhatia as Whole Time Director after attaining age of 70 years. 2. Revision in Salary of Mr. Gaurav Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.3.2020. 3. Revision in Salary of Mr. Paras Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 4. Revision in Salary of Mr. Saket Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 5. Revision in Salary of Mr. Atit Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 6. Increase in Borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013.
55 th	2012-13	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	27 th September, 2013 10.00 A.M	NIL
No resolution was passed during the year ending 31st March, 2016 through postal ballot.				

**MEANS OF COMMUNICATION**

- a) The Company neither considers necessary, nor beneficial to the shareholders to send half-yearly report to the shareholders. The Company regularly publishes its financial results at the end of each quarter.
- b) Quarterly Results of the Company were published in the Business Standard (English) and /Hari Bhumi (Hindi). These results are also available on the website of the Company and BSE's website.

GENERAL SHAREHOLDERS INFORMATION**AGM: Date, Time and Venue**

The 58th Annual General Meeting of the Company is scheduled to be held at 10.00 A.M. on Tuesday, 27th September, 2016 at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

Financial Year	1st April, 2015 to 31st March, 2016
Date of Book Closure	Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive)
Dividend Payment Date	Thursday, 29th September, 2016

Listing on Stock Exchanges

Your Company's shares are listed with the Delhi Stock Exchange Ltd., Delhi, Bombay Stock Exchange Ltd., Mumbai and Calcutta Stock Exchange Association Ltd., Kolkata. Your Company is regular in payment of listing fees except for Calcutta Stock Exchange Association Ltd. & Delhi Stock Exchange Limited in which the Company has filed application for delisting which are still pending. The Company in its Board Meeting held on 30th July, 2007 has approved delisting of its shares from Delhi and Calcutta Stock Exchanges under amended delisting Guidelines of SEBI (Delisting of Securities) Guidelines, 2003.

Stock Code **BSE Code** **530315**

The market prices high and low during each month at the Mumbai Stock Exchange during April, 2015 to March 2016 are as follows:

<u>Months</u>	<u>High (Rs.)</u>	<u>Low (Rs.)</u>
April, 2015	74.85	58.00
May, 2015	65.30	55.25
June, 2015	57.95	51.25
July, 2015	71.60	52.60
August, 2015	69.00	47.00
September, 2015	56.50	48.25
October, 2015	59.40	51.10
November, 2015	59.60	47.60
December, 2015	75.50	52.50
January, 2016	73.30	55.55
February, 2016	64.95	44.10
March, 2016	56.00	48.05

Registrar and Transfer Agent

M/s Beetal Financial & Computer Services (P) Ltd.
 Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex,
 Near Dada Harsukh Das Mandir, New Delhi- 110062.
 E-mail Id: beetalrta@gmail.com



Share Transfer System

The shareholders can send the shares for transfer to the Company or directly to the Company's Share Transfer Agent. The Share Transfer Committee holds its meeting regularly to give effect to transfer of shares.

The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with respect to issue of share certificates as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

Dematerialization of shares and liquidity

The Company has an agreement with the National Securities Depository Ltd. and Central Depository Services (India) Ltd. with a view to facilitate holding and trading of shares in electronic form. The shares of the Company are in compulsory demat form. The shares of the Company are listed with the Stock Exchanges of Mumbai, Delhi and Kolkata. However, the Company has applied for delisting with the Stock Exchanges of Delhi and Kolkata.

Electronic Clearing Services

The Securities and Exchanges Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's record. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

DISTRIBUTION OF SHAREHOLDING

Shareholding Pattern as on 31st March, 2016

Sl. No.	Particulars	No. of Shares	%
1.	Indian Promoters	4207804	40.46
2.	Resident Individuals/HUF	2564403	24.66
3.	Banks / Financial Institutions/ Insurance Companies	1023579	9.84
4.	Bodies Corporate	1399408	13.46
5.	Foreign Companies	1000500	9.62
6.	Non Resident Indians	90134	0.87
7.	Clearing Member	113855	1.09
	Total	1,03,99,683	100.00

**Distribution of Shareholding as on 31st March, 2016**

No. of Equity Shares held	No. of Share holders	% of Share holders	No. of Shares	% of Share holding
Up To 5000	9328	99.04	18,86,586	18.14
5001 - 10000	38	0.40	2,84,817	2.74
10001 -20000	21	0.22	3,01,622	2.9
20001 -30000	5	0.05	1,33,623	1.28
30001 -40000	2	0.02	74,171	0.71
40001 -50000	3	0.03	1,32,553	1.27
50001 -100000	0	0.00	0	0
100001 And Above	21	0.22	75,86,311	72.95
Total	9,418	100	1,03,99,683	100.00

Plant Location

Village & Post Office-Bhigan,
Dhatoori Road, Tehsil Ganour,
Murthal, Distt. Sonapat (Haryana).

Address for correspondence.

Mr. Rajat Pathak
VP (Finance) & Company Secretary
Hindustan Tin Works Limited,
426, DLF Tower A,
Jasola, New Delhi - 110025.
Ph. No. 011-4999 8888
E-mail: investorrelations@hindustantintin.co.in; cs@hindustantintin.co.in

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C TO SCHEDULE V OF THE LISTING REGULATIONS

The Company has complied with all the requirements in this regard, to the extent applicable.

COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

(a) Modified opinion(s) in audit report

The Company is in the regime of financial statements with unmodified audit opinion.

(b) Separate posts of Chairperson and Chief Executive Officer

The Chairman is not the Chief Executive Officer of the Company.

(c) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.


DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> Board Composition Meeting of Board of Directors Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / compensation Minimum information to be placed before the Board Compliance Certificate Risk Assessment & Management Performance Evaluation of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> Composition Meeting of Audit Committee Powers of Audit Committee Role of Audit Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> Composition Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> Composition Role of the Committee
5.	Risk Management Committee	21	Not Applicable	The Company is not in the list of top 100 listed entities by market capitalization
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Formulation of Vigil Mechanism for Directors and employees Direct access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Related Party Transactions of the Company are duly approved by the Audit Committee, Board of Directors and Shareholders of the Company, if applicable Review of related party transactions
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	The Company does not have any subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum Directorship and Tenure Meeting of Independent Directors Familiarisation of Independent Directors
10.	Obligations with respect to Directors and Senior management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation with compliance to Code of Business Management Conduct and Ethics from Directors and Management Personnel Disclosure of shareholding by Non- executive Directors Disclosures by Senior Management about potential conflicts of interest
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements as stated above Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of Board of Directors Code of Business Conduct and Ethics for Directors and Management Personnel Details of establishment of Vigil Mechanism/ Whistle Blower Policy Policy on dealing with Related Party Transactions Details of familiarization programmes imparted to Independent Directors

**RE APPOINTMENT OF DIRECTOR AT THE ANNUAL GENERAL MEETING**

Mr. Sanjay Bhatia, retires by rotation and being eligible, offers himself for re-appointment

DIRECTOR'S PROFILE

A brief resume of the Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of Board Committees and their shareholding in the Company are provided below:

1	Name of Director	Mr. Sanjay Bhatia
	Date of Birth	10th March, 1952
	Date of Appointment on Board	7th August, 1992
	Qualification	B. Com, LLB
	Expertise	Business and administration, Legal
	Directorship held in other Companies (excluding foreign and private companies)	Hi - Tech Surfactants Private Limited -Director Innopac Containers Pvt. Ltd. Petainer Innopac Packaging Pvt. Ltd.
	Chairmanships/Memberships in other Company's Committee	PHD Chamber of Commerce and Industry - Chairman (Business Practices & Award Committee) FICCI- Member of National Executive Committee & Steering Committee FICCI - President of FICCI Confederation of MSME Indian Institute of Packaging (IIP)-Member of Governing Body & Chairman of Audit Committee Metal Container Manufacturers Association of India (MCMA)- President Associated Chamber of Commerce (ASSOCHAM - Managing Committee Member
	Shareholding of Director	1380169
	Relationship between directors inter se	Related to Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia, Whole time Directors as brother
2	Name of Director	Mr. Vijay Kumar Bhatia
	Date of Birth	07th May, 1942
	Date of Appointment on Board	04th September, 1978
	Qualification	M Com
	Expertise	Business and administration
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	-
	Shareholding of Director	321269
	Relationship between directors inter se	Related to Mr. Sanjay Bhatia Managing Director and Mr. Ashok Kumar Bhatia, Whole time Director as brother.
3	Name of Director	Mr. Ashok Kumar Bhatia
	Date of Birth	02nd June, 1945
	Date of Appointment on Board	04th September, 1978
	Qualification	B. A.
	Expertise	Business and administration
	Directorship held in other Public Companies (excluding foreign and private companies)	
	Chairmanships/Memberships in other Company's Committee	
	Shareholding of Director	595450
	Relationship between directors inter se	Related to Mr. Sanjay Bhatia Managing Director and Mr. Vijay Kumar Bhatia, Whole time Director as brother.



4	Name of Director	Mr. Ramesh Kumar Jain
	Date of Birth	07th December, 1957
	Date of Appointment on Board	30th December, 2005
	Qualification	Chartered Accountants
	Expertise	Accounts, Auditing, Taxation, Corporate laws
	Directorship held in other Public Companies (excluding foreign and private companies)	–
	Chairmanships/Memberships in other Company's Committee	–
	Shareholding of Director	NIL
	Relationship between directors inter se	
5	Name of Director	Mr. B.L. Khurana
	Date of Birth	01st November, 1925
	Date of Appointment on Board	30th December, 2005
	Qualification	B.A., CAIIG
	Expertise	Ex Chairman of New Bank of India, Banking & Finance Sector
	Directorship held in other Public Companies (excluding foreign and private companies)	RLF Limited- Member Shareholder Committee Usha Leasing (P) Ltd. Madhouze Hospitality Pvt. Ltd. Uttam Values Steels Ltd. Uttam Galva Metallica Ltd Uttam Galva Steel Ltd.
	Chairmanships/Memberships in other Company's Committee	RLF Limited- Member Shareholder Committee
	Shareholding of Director	NIL
	Relationship between directors inter se	
6	Name of Director	Mr. P.P. Singh
	Date of Birth	10th May, 1962
	Date of Appointment on Board	12th August, 2011
	Qualification	B.SC, LLB & Post Graduate Diploma In Human Resources Management
	Expertise	Compliances and Human Resources Management
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	–
7	Name of Director	Mr. N.P. Sahni
	Date of Birth	15th April, 1941
	Date of Appointment on Board	23rd October, 2004
	Qualification	MA, LLB, MSC (University of BATH, UK)
	Expertise	Retired IRS, Direct Taxation
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	–



8	Name of Director	Mr. M.K. Zutshi
	Date of Birth	23rd November, 1942
	Date of Appointment on Board	28th July, 2006
	Qualification	B.A., LLB
	Expertise	Ex Chairman of CBEC, Retired from Indian Customs and Central Excise Services
	Directorship held in other Public Companies (excluding foreign and private companies)	—
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	—
9	Name of Director	Mrs. Aarti Sawhney
	Date of Birth	24th October, 1949
	Date of Appointment on Board	28th May, 2014
	Qualification	M.A.
	Expertise	Ex Chief Commissioner of Income Tax, Retired IRS, Direct Tax and Administration
	Directorship held in other Public Companies (excluding foreign and private companies)	—
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	—

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To the Members of

HINDUSTAN TIN WORKS LIMITED

We have examined the compliance of conditions of Corporate Governance by Hindustan Tin Works Limited, for the year ended on 31st March, 2016, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : 11th August, 2016

M. L. Puri
Partner
M. No. 9198

**ANNEXURE-III****DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)**

I, Sanjay Bhatia, Managing Director of **Hindustan Tin Works Limited** hereby declare that all the Board Members and senior managerial personnel have affirmed for the year ended on 31st March, 2016 compliance with the Code of Conduct of the Company laid down for them.

Place : New Delhi
Date : 11th August, 2016

Sd/-
Sanjay Bhatia
Managing Director

ANNEXURE-IV**FORM NO. MR-3****SECRETARIAL AUDIT REPORT**

[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]

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016

To,

The Members

Hindustan Tin Work Limited

426, DLF Tower -A, Jasola,
New Delhi -110025,

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 generally 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 made available to us and maintained by **Hindustan Tin Works Limited** for the financial year ended on 31st March 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other law as are applicable to the Company as per representations made by the Company
 - a) Central Excise Act
 - b) Sales Tax Act / Vat Act
 - c) The Finance Act
 - d) Income Tax Act
 - e) Labour Laws
 - f) Environmental Laws

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

- (i) **Secretarial Standards** issued by The Institute of Company Secretaries of India with respect to Board and General Meeting.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).
- (iii) **The Companies (Corporate Social Responsibility) Rules, 2014 along with** Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;

Based on our examination and verification of the books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we do report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, the Memorandum and Articles of Association of the Company and the applicable provisions of the abovementioned laws, standards, guidelines, agreements, etc.

We report that, during the year under review:

1. The Status of the Company during the financial year has been that of a Listed Public Company listed at the Bombay Stock Exchange (BSE), Delhi Stock Exchange (DSE) & Calcutta Stock Exchange (CSE). (Company had applied for delisting of its shares from Calcutta Stock Exchange and Delhi Stock Exchange and the same are pending.)
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.



3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days well 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.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory financial Audit and other designated professionals.

We further report that (as represented by the Company and relied upon by us) 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 no events occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **Gupta Vinod & Company**
Company Secretaries

Place : Delhi
Date : 6th August, 2016

CS Vinod Kumar Gupta
FCS: 3648
CP: 2148



ANNEXURE A

Responsibility Statement

To,

The Members

Hindustan Tin Works Limited

426, DLF Tower -A, Jasola,

New Delhi -110025

Our report is to be read along with the following:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of 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 follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Gupta Vinod & Company**

Company Secretaries

Place : Delhi

Date : 6th August, 2016

CS Vinod Kumar Gupta

FCS: 3648

CP: 2148



ANNEXURE-V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link (<http://hindustantin.biz/csr-policy.html>) to the CSR policy and projects or Programmes.

(i) CSR Philosophy

The Company truly believes in sustainable development which is beneficial for the society at large. It is our co-extensive responsibility to pay back in return to society in terms of helping people and keeping the environment clean and safe for the benefit of the society.

(ii) Objectives

Our main objective is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

2. The Composition of the CSR Committee

Mr. B.L. Khurana	-	Chairman
Mr. Sanjay Bhatia	-	Director
Mr. Ashok Kumar Bhatia	-	Director

3. Average Net Profit of the Company for last three financial years

Average Net Profit - Rs.13,58,92,553/-

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

The Company is required to spend towards CSR- Rs.27,17,851/-

5. Details of CSR spend during the financial year

- (a) Total amount spent for the financial year 2015-2016 - Rs.21,08,881/-
 (b) Amount unspent, if any - Rs. 6,08,970/-
 (c) Manner in which the amount spent during the financial year is detailed below

Sl. No.	Projects/ Activities	Sector	Locations	Amount outlay (budget project or program wise) Rs.	Amount spent on the project or programs Rs.	Cumulative expenditure upto the reporting period Rs.	Amount spent: Direct or through implementing agency
1.	Promoting Preventive Health Care	Healthcare	Delhi NCR Region	1,20,000	1,20,000	1,20,000	Through St. Stephen's Hospital Patients Welfare Society
2.	Promoting Education	Literacy	Delhi NCR Region	4,17,105	4,17,105	4,17,105	Through Chintan Environmental Research and Action Group
3.	Rural Development Projects	Construction of Check Dam	Rajasthan	5,00,000	5,00,000	5,00,000	Through PHD Rural Development Foundation
4.	Employment Enhancing Vocation Skills	Skill Development	All India	2,50,000	2,50,000	2,50,000	Through PHD Family Welfare Foundation
5.	Contribution to Prime Minister's National Relief Fund	Prime Minister's National Relief Fund	Nepal & Chennai	2,92,776	2,92,776	2,92,776	Direct
6.	Promoting special education among the differently abled	Education and Skill Development	Punjab	3,00,000	3,00,000	3,00,000	Through NGO Social Action Group
7.	Promoting education among poor children	Education	Delhi NCR Region	1,01,000	1,01,000	1,01,000	Through Abhinandan Educational and Welfare Society
8.	Serving Women and Children in difficult circumstances	Education and Skill Development	Delhi NCR Region	1,28,000	1,28,000	1,28,000	Through Association for social Health in India
	Total			21,08,881	21,08,881	21,08,881	

**Give details of implementing agency:**

- i. St. Stephen's Hospital Patients Welfare Society, New Delhi
- ii. Chintan Environmental Research And Action Group, New Delhi
- iii. PHD Rural Development Foundation, New Delhi
- iv. PHD Family Welfare Foundation, New Delhi
- v. Social Action Group, Punjab
- vi. Abhinandan Educational and Welfare Society, Delhi
- vii. Association for Social Health, Delhi

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:-

Your Company has spent Rs. 21,08,881/- in the financial year 2015-16 and Rs. 16,43,504/- in the financial year 2014-15 i.e. an increase of Rs. 4,65,377/- (28.32 %) as compared to previous financial year, but still there is an amount which remains unspent during the year as per the Companies Act, 2013.

The Company's CSR initiatives have started setting the foundation of various programs to ensure maximum benefit to the society and country as a whole and the Company is being successful to achieve the same. Thus the Company in future will spend more on CSR activity in accordance with the prescribed limits as set by the Government.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
Sanjay Bhatia
(Managing Director)

Sd/-
B.L. Khurana
(Chairman CSR Committee)

**ANNEXURE-VI****A. Conservation of Energy**

- | | | |
|--|---|---|
| a) Energy conservation measures taken | : | Exhaust fans of production have been replaced with turbo ventilator. |
| b) Additional Investment and proposals if any, being implemented for reduction of consumption of energy. | : | No |
| c) Impact of the measures at (a) and (b) above for reduction of energy consumption and subsequent impact on cost of production of goods. | : | Electricity Saving |

B. Technology Absorption

- | | | |
|--|---|-----------|
| a) Specific areas in which R&D | : | No |
| b) Benefit derived as a result of the above R&D. | : | No |
| c) Future plan of action. | : | No |

Technology Absorption, Adaptation and Innovation

- 1) Efforts, in brief, made towards technology absorption, adaptation - Following steps have been taken during the year with Benefits derived as a result
- Automation on one of the production line- Productivity increase
 - Decorative can line- New Product
 - UV system for Printing machine - Productivity increase

C. Foreign Exchange Earnings and Outgo

1. Activities relating to export, initiatives taken to increase exports, Development of New Export markets for products and Services and Export Plan.
- The Company has continued to maintain focus and avail of Export opportunities based on economic considerations. During the year the company has exports worth Rs. 7273.93 Lacs (Previous year Rs. 6809.62 Lacs).
2. Total Foreign Exchange used and earned **Rs in Lacs**
- | | |
|----------------------------------|--|
| a. Total Foreign Exchange earned | 7188.25 (Previous year Rs. 6711.14 Lacs) |
| b. Total Foreign exchange outgo | 4664.37 (Previous year Rs. 8159.56 Lacs) |



ANNEXURE-VII

FORM NO. AOC -2

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

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

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

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

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

Sl. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Parmanand Vijay Kumar (Mr. Vijay Bhatia, Chairman, Mr. Ashok Bhatia, Whole Time Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia son of Mr. Vijay Bhatia are partners in the firm.)	One Godown and one Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent – Rs. 93000/-	27th May, 2015	NIL
2.	Mr. Ashok Kumar Bhatia (Whole Time Director)	Godown cum Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs. 72000/-	11th February, 2015	NIL
3.	Ms. Manju Bhatia (Wife of Mr. Sanjay Bhatia, Managing Director)	Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs.1015463/- purchase of Office Space – Rs.19608000/-	27th May, 2015	NIL
4.	Ms. Sareeta Bhatia (Wife of Mr. Ashok Kumar Bhatia, Whole Time Director)	Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs.1015463/- purchase of Office Space – Rs.19608000/-	27th May, 2015	NIL
5.	Parmanand Vijay Kumar (Mr. Vijay Kumar Bhatia, Chairman, Mr. Ashok Kumar Bhatia, Whole Time Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia son of Mr. Vijay Kumar Bhatia are partners in the firm.)	For sale and purchase of tinplate sheets	1 Year	In the ordinary course of business and on an arm's length basis Purchase Value – NIL	27th May, 2015	NIL
6.	Innopac (Mrs. Manju Bhatia, Mrs. Neha Bhatia, Mr. Saket Bhatia and Mr. Atit Bhatia, Sons of Mr. Sanjay Bhatia are also partners in the Firm)	For sale and purchase of Metal Cans and Components	1 Years	In the ordinary course of business and on an arm's length basis Sale Value – Rs.2275440/- Purchase value- Rs. 36824/-	5th November, 2014 & 3rd November, 2015	NIL
7.	Innopac Containers Pvt Limited (Mr. Sanjay Bhatia, Managing Director is also a Director in this Company along with his sons Mr. Saket Bhatia and Mr. Atit Bhatia)	For sale and purchase of Metal Cans and Components	1 Years	Value- Nil	5th November, 2014 & 3rd November, 2015	NIL
8.	Artistique Designer Products (Mr. Atit Bhatia and Ms. Samakshi Bhatia, Son and daughter in law of Mr. Sanjay Bhatia are Partners of this firm)	For sale of Metal Cans and Components and for the purchase of Corporate Gifts	1 Years	Purchase Value- Rs. 654255/-	5th November, 2014 & 3rd November, 2015	NIL



ANNEXURE-VIII

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
AS ON FINANCIAL YEAR ENDED ON 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	L27109DL1958PLC003006
2. Registration Date	11th December, 1958
3. Name of the Company	Hindustan Tin Works Limited
4. Category/Sub-category of the Company	Public
5. Address of the Registered office & contact details	488, Bartan Market, Sadar Bazar, Delhi-110006 Ph. No.011-23679016/23673645 www.hindustantintin.biz
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Complex, New Delhi- 110062 Ph. No. : 011-29961281, 29961282

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	Can and Components	25992	78.47%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associates	% of Share held	Applicable Section
N.A					



IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4180379	-	4180379	40.20	4207804	-	4207804	40.46	+0.26%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	4180379	-	4180379	40.20	4207804	-	4207804	40.46	+0.26%
2. Foreign									
a) NRIs - Individual	-	-	-	-	-	-	-	-	-
b) Other - individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1022000	1579	1023579	9.84	1022000	1579	1023579	9.84	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	1022000	1579	1023579	9.84	1022000	1579	1023579	9.84	-
2. Non-Institutions									
a) Bodies Corp.	1548953	3066	1552019	14.92	1396342	3066	1399408	13.46	-1.46%
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1743747	113206	1856953	17.86	1923337	110454	2033791	19.56	+1.76%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	503449	-	503449	4.84	414272	-	414272	3.98	-0.86%
c) Others (specify)									
Non Resident Indians	104536	6203	110739	1.06	83931	6203	90134	0.87	-0.19%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
HUF	148247	-	148247	1.43	116340	-	116340	1.12	-0.31%
Clearing Members	23818	-	23818	0.23	113855	-	113855	1.09	+0.86 %
Foreign Corporate	1000000	500	1000500	9.62	1000000	500	1000500	9.62	-
Sub-total (B)(2):-	5072750	122975	5195725	49.96	5048077	120223	5168300	49.70	-0.26%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6094750	124554	6219304	59.80	6070077	121802	6191879	59.54	-0.26%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	10275129	124554	10399683	100	10277881	121802	10399683	100	-



(ii) Shareholding of Promoters-

S.No.	Name	Shareholding at the beginning of the year (as on 01.04.2015)			Shareholding at the end of the year (as on 31.03.2016)			% Change in shareholding during the year
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Neha Bhatia	15000	0.14	-	15000	0.14	-	-
2.	Roopam Gorav Bhatia	29475	0.28	-	29475	0.28	-	-
3.	Payal Bhatia	104000	1.00	-	104000	1.00	-	-
4.	Ekta Bhatia	111500	1.07	-	111500	1.07	-	-
5.	Parikshit Bhatia	130180	1.25	-	130180	1.25	-	-
6.	Paras Bhatia	138630	1.33	-	138630	1.33	-	-
7.	Gaurav Bhatia	173579	1.67	-	173579	1.67	-	-
8.	Manju Bhatia	185200	1.78	-	254400	2.45	-	+0.67%
9.	Atit Bhatia	225050	2.16	-	225050	2.16	-	-
10.	Saket Bhatia	226900	2.18	-	226900	2.18	-	-
11.	Sareeta Bhatia	298500	2.87	-	298500	2.87	-	-
12.	Usha Vijay Kumar Bhatia	368802	3.55	-	203702	1.96	-	-1.59
13.	Ashok Bhatia	595450	5.73	-	595450	5.73	-	-
14.	Sanjay Bhatia	731844	7.04	-	1380169	13.27	-	+6.23
15.	Vijay Kumar K. Bhatia	846269	8.14	-	321269	3.09	-	-5.05
	Total	4180379	40.20	-	4207804	40.46	-	+0.26

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

S. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1.	Neha Bhatia	15000	0.14	01.04.2015	No Movement			
				31.03.2016			15000	0.14
2.	Roopam Gorav Bhatia	29475	0.28	01.04.2015	No Movement			
				31.03.2016			29475	0.28
3.	Payal Bhatia	104000	1.00	01.04.2015	No Movement			
				31.03.2016			104000	1.00
4.	Ekta Bhatia	111500	1.07	01.04.2015	No Movement			
				31.03.2016			111500	1.07
5.	Parikshit Bhatia	130180	1.25	01.04.2015	No Movement			
				31.03.2016			130180	1.25
6.	Paras Bhatia	138630	1.33	01.04.2015	No Movement			
				31.03.2016			138630	1.33
7.	Gaurav Bhatia	173579	1.67	01.04.2015	No Movement			
				31.03.2016			173579	1.67
8.	Manju Bhatia	185200	1.78	31.12.2015	30000	Transfer		
				08.01.2016	30000	Transfer		
				05.02.2016	9200	Transfer		
		254400	2.45	31.03.2016			254400	2.45
9.	Atit Bhatia	225050	2.16	01.04.2015	No Movement			
				31.03.2016			225050	2.16
10.	Saket Bhatia	226900	2.18	01.04.2015	No Movement			
				31.03.2016			226900	2.18
11.	Sareeta Bhatia	298500	2.87	01.04.2015	No Movement			
				31.03.2016			298500	2.87
12.	Usha Vijay kumar Bhatia	368802	3.55	04.12.2015	-11000	Transfer		
				18.12.2015	-30000	Transfer		
				25.12.2015	-30000	Transfer		
				08.01.2016	-30000	Transfer		
				15.01.2016	-15000	Transfer		
				22.01.2016	-30000	Transfer		
				05.02.2016	-19100	Transfer		
		203702	1.96	31.03.2016			203702	1.96
13.	Ashok Bhatia	595450	5.73	01.04.2015	No Movement			
				31.03.2016			595450	5.73
14.	Sanjay Bhatia	731844	7.04	19.06.2015	4000	Transfer	735844	7.08
				26.06.2015	4000	Transfer	739844	7.11
				27.11.2015	525000	Transfer	1264844	12.16
				11.12.2015	30000	Transfer	1294844	12.45
				18.12.2015	30100	Transfer	1324944	12.74
				22.01.2016	45025	Transfer	1369969	13.17
				05.02.2016	10200	Transfer	1380169	13.27
		1380169	13.27	31.03.2016			1380169	13.27
15.	Vijay Kumar K. Bhatia	846269	8.14	20.11.2015	-525000	Transfer		
		321269	3.09	31.03.2016			321269	3.09
	Total	4180379	40.20				4207804	40.46



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

S. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	STEMCOR A.G	1000000	9.6157	31-Mar-15		Nil Movement During the Year	1000000	9.6157
		1000000	9.6157	31-Mar-16			1000000	9.6157
		0	-	-			0	0
2	RELIGARE FINVEST LTD	767496	7.38	31-Mar-15				0
		0		24-Apr-15	-22204	Transfer	745292	7.17
		745292	7.17	31-Mar-16			745292	7.17
		0	-	-			0	0
3	UNITED INDIA INSURANCE COMPANY LIMITED	522000	5.0194	31-Mar-15		Nil Movement During the Year	522000	5.0194
		522000	5.0194	31-Mar-16			522000	5.0194
		0	-	-			0	0
4	GENERAL INSURANCE CORPORATION OF INDIA	500000	4.8078	31-Mar-15		Nil Movement During the Year	500000	4.8078
		500000	4.8078	31-Mar-16			500000	4.8078
		0	-	-			0	0
5	UNO METALS LTD	198000	1.9039	05-Jun-15	31752	Transfer	229752	2.21
		0		12-Jun-15	10248	Transfer	240000	2.31
		240000	2.31	31-Mar-16			240000	2.31
		0	-	-			0	0
6	AKG FINVEST LTD	173814	1.6713	10-Apr-15	6186	Transfer	180000	1.73
		0		12-Jun-15	3706	Transfer	183706	1.77
		0		19-Jun-15	13401	Transfer	197107	1.90
		0		26-Jun-15	2565	Transfer	199672	1.92
		0		03-Jul-15	1192	Transfer	200864	1.93
		0		10-Jul-15	12205	Transfer	213069	2.05
		0		17-Jul-15	12033	Transfer	225102	2.16
		0		21-Aug-15	54	Transfer	225156	2.17
		0		28-Aug-15	10327	Transfer	235483	2.26
		0		11-Sep-15	12713	Transfer	248196	2.39
		0		18-Sep-15	1826	Transfer	250022	2.40
		0		25-Sep-15	16651	Transfer	266673	2.56
		0		30-Sep-15	3327	Transfer	270000	2.60
		0		31-Mar-16	-112000	Transfer	158000	1.52
		158000	1.52	31-Mar-16			158000	1.52
		0	-	-			0	0



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

7	SANGEETHA S	128590	1.24	14-Aug-15	2700	Transfer	131290	1.26
			0	28-Aug-15	990	Transfer	132280	1.27
			0	27-Nov-15	1170	Transfer	133450	1.28
			0	11-Dec-15	9000	Transfer	142450	1.37
			0	18-Dec-15	990	Transfer	143440	1.38
			0	05-Feb-16	1350	Transfer	144790	1.39
			0	19-Feb-16	900	Transfer	145690	1.40
		145690	1.40	31-Mar-16			145690	1.40
			0	- -				0
8	RADHEY SHYAM VIG	40904	0.39	17-Jul-15	136	Transfer	41040	0.39
			0	07-Aug-15	820	Transfer	41860	0.40
			0	11-Sep-15	110	Transfer	41970	0.40
			0	25-Sep-15	3	Transfer	41973	0.40
			0	30-Sep-15	1794	Transfer	43767	0.42
			0	02-Oct-15	12	Transfer	43779	0.42
			0	09-Oct-15	1830	Transfer	45609	0.44
			0	06-Nov-15	649	Transfer	46258	0.44
			0	13-Nov-15	301	Transfer	46559	0.45
			0	04-Dec-15	7	Transfer	46566	0.45
			0	26-Feb-16	1	Transfer	46567	0.45
			0	04-Mar-16	1	Transfer	46568	0.45
			0	25-Mar-16	1941	Transfer	48509	0.47
		48509	0.47	31-Mar-16			48509	0.47
			0	- -				0
9	SATHYA S	4628	0.04	17-Apr-15	686	Transfer	5314	0.05
			0	21-Aug-15	1686	Transfer	7000	0.07
			0	23-Oct-15	1581	Transfer	8581	0.08
			0	30-Oct-15	390	Transfer	8971	0.09
			0	06-Nov-15	1719	Transfer	10690	0.10
			0	13-Nov-15	1800	Transfer	12490	0.12
			0	20-Nov-15	1770	Transfer	14260	0.14
			0	27-Nov-15	9321	Transfer	23581	0.23
			0	04-Dec-15	3334	Transfer	26915	0.26
			0	11-Dec-15	1984	Transfer	28899	0.28
			0	18-Dec-15	2000	Transfer	30899	0.30
			0	31-Dec-15	6251	Transfer	37150	0.36
			0	15-Jan-16	3600	Transfer	40750	0.39
			0	05-Feb-16	900	Transfer	41650	0.40
			0	11-Mar-16	3613	Transfer	45263	0.44
		45263	0.44	31-Mar-16			45263	0.44
			0	- -				0
10	GINNI FINANCE PVT LTD	62000	0.60	17-Apr-15	16000	Transfer	78000	0.75
			0	24-Apr-15	-700	Transfer	77300	0.74
			0	29-May-15	-12164	Transfer	65136	0.63
			0	05-Jun-15	-15136	Transfer	50000	0.48
			0	12-Jun-15	-2709	Transfer	47291	0.45
			0	26-Jun-15	-263	Transfer	47028	0.45
			0	30-Jun-15	-2094	Transfer	44934	0.43
			0	10-Jul-15	-4934	Transfer	40000	0.38
			0	24-Jul-15	-4610	Transfer	35390	0.34
			0	31-Jul-15	-13690	Transfer	21700	0.20
			0	07-Aug-15	-21700	Transfer	0	0
		0	0	31-Mar-16			0	0
			0	- -				

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1.	Ashok Bhatia	595450	5.73	01.04.2015	No Movement			
				31.03.2016			595450	5.73
2.	Sanjay Bhatia	731844	7.04	19.06.2015	4000	Transfer	735844	7.08
			0	26.06.2015	4000	Transfer	739844	7.11
			0	27.11.2015	525000	Transfer	1264844	12.16
			0	11.12.2015	30000	Transfer	1294844	12.45
			0	18.12.2015	30100	Transfer	1324944	12.74
			0	22.01.2016	45025	Transfer	1369969	13.17
			0	05.02.2016	10200	Transfer	1380169	13.27
		1380169	13.27	31.03.2016			1380169	13.27
3.	Vijay Kumar K. Bhatia	846269	8.14	20.11.2015	-525000	Transfer	321269	3.09
		321269	3.09	31.03.2016			321269	3.09
	Total	2173563	20.90				2296888	20.90

V. INDEBTEDNESS -

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9337.01	1079.13	-	-
ii) Interest due but not paid	27.22	-	-	-
iii) Interest accrued but not due	1.03	10.42	-	-
Total (i+ii+iii)	9365.26	1089.55	-	-
Change in Indebtedness during the financial year				
* Addition	1373.80	-	-	-
* Reduction	1304.86	2.54	-	-
Net Change	68.94	2.54	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	9400.12	1076.26	-	-
ii) Interest due but not paid	18.91	10.75	-	-
iii) Interest accrued but not due	15.17	-	-	-
Total (i+ii+iii)	9434.20	1087.01	-	-

**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/WT/ Manager				Total Amount
		Vijay Kumar Bhatia (WTD)	Sanjay Bhatia (MD)	Ashok Kumar Bhatia (WTD)	Prit Pal Singh (WTD)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2782080	5759280	3082080	1143600	12767040
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	787446	160000	-	947446
	(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, (Allowance)	-	-	-	10800	10800
	Total (A)	2782080	6546726	3242080	1154400	13725286
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Ramesh Kumar Jain	B.L. Khurana	M.K. Zutshi	N.P. Sahni	Aarti Sawhney	
1	Independent Directors						
	Fee for attending board committee meetings	83000	95000	60000	83000	60000	381000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	83000	95000	60000	83000	60000	381000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1 + 2)	83000	95000	60000	83000	60000	381000
	Total Managerial Remuneration						14106286
	Overall Ceiling as per the Act						NA



C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WT D

SN	Particulars of Remuneration	Key Managerial Personnel		
		Rajat Pathak V.P. (Finance) & Company Secretary	M.K. Mittal CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2200080	1443240	3643320
	(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	2200080	1443240	3643320

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	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

**INDEPENDENT AUDITORS' REPORT**

To the Members of
HINDUSTAN TIN WORKS LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on 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 reasonableness of the accounting estimates made by Companies 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 financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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 paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to 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"
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28.1 to the financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : 30th May, 2016

M. L. Puri
Partner
M. No. 009198

**"ANNEXURE A" TO THE INDEPENDENTS AUDITORS' REPORT****(Referred to in paragraph 1 of our report of even date)**

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of the available information.
- b) As explained to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. Accordingly, the physical verification of fixed assets has been carried out by the management during the year. We are informed that discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- c) According to the information and explanations given to us, the title deeds of immovable property are held in the name of Company.
- (ii) The physical verification of the inventory has been carried out by the management in accordance with the perpetual inventory programme, at regular intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us, the Company has complied with Section 185 & 186 of the companies act, 2013 in respect of loans, investment, guarantees and securities.
- (v) The Company has not accepted any deposit from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under.
- (vi) We have broadly reviewed the Cost Records maintained by the Company specified by Central Government under Sub Section (1) of Section 148 of the Companies Act and are of the opinion that prima facie the prescribed records have been maintained. We have, however, not made a detailed examination of the Cost Records with a view to determine whether they are accurate or complete.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, the particulars of the disputed dues as at 31.03.2016 which have not been deposited on account of matters pending in appeal before appropriate authorities are as under:

Name of the Stature	Nature of the Dues	Amount Involved (Rs. in Lac)	Period to which amount relates	Forum where the dispute is pending
Haryana Local Area Development Tax Act, 2000	Entry Tax	21.34	FY 2008-09 to FY 2015-16	Hon' ble Supreme Court
Total		21.34		



- (viii) According to information and explanations given to us, the Company has not defaulted in repayment of dues to any bank / financial institutions.
- The Company does not have any debenture holders / bond holders as at the balance sheet date.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- According to informations and explanations given to us the term loan raised by the Company have been applied for the purpose it has been obtained.
- (x) According to the information and explanations given to us no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) 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 of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a 'NIDHI company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and 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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to Registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M.L. Puri & Co.**
Chartered Accountants
FRN No. 002312N

Place : New Delhi
Date : 30th May, 2016

M. L. Puri
Partner
M. No. 9198



"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 of our report of even date)

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

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 India¹. 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 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M.L. Puri & Co.**
Chartered Accountants
FRN No. 002312N

M. L. Puri

Partner

M. No. 9198

Place : New Delhi

Date : 30th May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31 March 2016 ₹	As at 31 March 2015 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	103,996,830	103,996,830
(b) Reserves and Surplus	2	1,116,065,227	988,355,806
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	281,604,638	253,232,383
(b) Deferred tax liabilities (Net)	4	76,923,489	71,296,387
(3) Current Liabilities			
(a) Short-term borrowings	5	662,869,772	718,065,013
(b) Trade payables	6	264,049,218	418,354,643
(c) Other current liabilities	7	159,694,001	122,145,439
(d) Short-term provisions	8	14,616,814	15,586,914
Total		2,679,819,989	2,691,033,415
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9(A)	850,266,485	712,239,819
(ii) Intangible assets	9(B)	332,683	248,492
(iii) Capital work-in-progress	9(C)	13,141,049	66,630,351
(b) Non-current investments	10	-	593,210
(c) Long term loans and advances	11	25,708,648	26,376,151
(2) Current assets			
(a) Investment in equity instrument	12	-	32,852,500
(b) Inventories	13	412,513,669	521,052,055
(c) Trade receivables	14	1,010,029,316	1,022,791,809
(d) Cash and cash equivalents	15	133,858,724	119,050,138
(e) Short-term loans and advances	16	209,812,021	160,350,239
(f) Other current assets	17	24,157,393	28,848,651
Total		2,679,819,989	2,691,033,415

The accompanying Notes 1 to 44 form an integral part of these financial statements

For and on behalf of the Board of Directors

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our separate Report of even date
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

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

Particulars	Note No.	Year Ended 31 March 2016 ₹	Year Ended 31 March 2015 ₹
I. Revenue from operations (Gross)	18	3,216,002,123	3,427,582,612
Less: Excise Duty		236,501,639	250,774,264
Revenue from operations (Net)		2,979,500,484	3,176,808,348
II. Other Income	19	27,496,205	47,901,528
III. Total Revenue (I + II)		3,006,996,689	3,224,709,876
IV. Expenses:			
Cost of materials consumed	20	1,633,224,072	1,743,416,268
Purchase of Stock-in-Trade	21	615,647,119	824,752,088
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	50,777,438	(72,436,858)
Employee benefit expense	23	204,926,915	190,265,951
Financial costs	24	94,825,819	104,476,169
Depreciation and amortization expense		78,556,440	72,860,314
Other expenses	25	232,165,511	229,351,796
IV. Total Expenses		2,910,123,314	3,092,685,728
V. Profit before exceptional and extraordinary items and tax:	(III-IV)	96,873,375	132,024,148
VI. Exceptional items			
Profit from sale of shares		91,729,962	-
VII. Profit/(Loss) before extraordinary items and tax:	(V+VI)	188,603,337	132,024,148
VIII. Extraordinary items		-	-
IX. Profit before Tax	(VII-VIII)	188,603,337	132,024,148
X. Tax expense:			
(1) Current tax		42,750,000	45,220,100
(2) Deferred tax		5,627,102	1,205,244
(3) Earlier years tax		-	-
X. Total		48,377,102	46,425,344
XI. Profit (Loss) for the period from continuing operations after tax:	(IX-X)	140,226,235	85,598,804
XII. Profit / (Loss) from discontinuing operations:		-	-
XIII. Tax expenses of discontinuing operations:		-	-
XIV. Profit/(Loss) from discontinuing operations (after tax):	(XII-XIII)	-	-
XV. Profit (Loss) for the period:	(XI+XIV)	140,226,235	85,598,804
XVI. Earning per equity share (Face Value ₹ 10 each)			
(1) Basic		13.48	8.23
(2) Diluted		13.48	8.23

1. There is no discounting operation during the year as per AS-24

2. The accompanying Notes 1 to 44 form an integral part of these financial statements

For and on behalf of the Board of DirectorsSANJAY BHATIA
Managing DirectorASHOK KUMAR BHATIA
Whole Time DirectorRAJAT PATHAK
VP (Finance) &
Company SecretaryAs per our separate Report of even date
For M.L. Puri & Co.
Chartered Accountants
FRN 002312NPlace : New Delhi
Date : May 30, 2016M.K. MITTAL
AVP (Accounts) & CFOM. L. PURI
(Partner)
M. No. 9198

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

Particulars	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
A. Cash Flow from Operating activities		
Net Profit before tax	188,603,337	132,024,148
Adjustment for :		
Add - Depreciation	78,556,440	72,860,314
Interest	94,825,819	104,476,169
Excise & Sales Tax Written Off	1,229,608	470,161
	174,611,867	177,806,644
	363,215,204	309,830,792
Less - Interest Received from Security Deposit & others	350,156	225,803
Interest on Inter Corporate Deposit	13,610,778	15,917,821
Dividend received	3,943	-
Profit / (Loss) on sale of Fixed Asset	577,154	(93,101)
Income From Joint Venture	2,648,158	8,341,503
Profit on sale of investment (shares)	91,729,962	-
Unrealized Foreign Exchange Gain	551,912	2,564,500
Other Income	9,015,345	4,786,542
	(118,487,408)	(31,743,068)
Operating profit before working capital changes	244,727,796	278,087,724
Add- Decrease in Trade Receivables	11,410,118	-
Decrease in Advance	-	7,444,605
Decrease in Inventory	108,538,386	-
Increase in Other Liabilities & Provisions	-	17,775,350
Less- Decrease in other Liabilities & provisions	147,699,738	-
Increase in Trade Receivables	-	112,250,848
Increase in Advance	44,103,021	-
Increase in Inventory	-	(71,854,255)
Cash Generated From Operations	172,873,541	93,503,258
Less- Excise & Sales Tax written off	(1,229,608)	(470,161)
Less- Direct Tax paid	(43,720,100)	(42,542,000)
	127,923,833	50,491,097
B. Cash Flow from investing Activities		
Purchase of Fixed Assets	150,341,281	142,228,376
Sale of Fixed Assets	3,290,000	3,174,306
Dividend Received	3,943	-
Sale of Investment (shares)	125,175,672	-
Interest Income	13,960,934	16,143,624
Other Income	9,015,345	4,786,542
Income From Joint Ventures	2,648,158	8,341,503
	3,752,771	(109,782,401)
	131,676,604	(59,291,304)
C. Cash Flow from Financing Activities		
Net proceeds from Secured Loan	-	-
Repayment of Secured Loan	9,238,930	(186,640,210)
Repayment of Unsecured Loan	286,455	(9,400,850)
Interest Paid	94,825,819	104,476,169
Dividend Paid (including dividend tax)	12,516,814	9,733,688
Net increase / (decrease) in Cash & Cash equivalents	14,808,586	22,539,899
Cash & Cash equivalents as at the beginning of the year	119,050,138	96,510,239
Cash & Cash equivalents as at the end of the year	133,858,724	119,050,138

Notes: Cash and Cash Equivalents represent Cash and Bank balance and include Rs. 6.70 Lacs (Previous year: 6.86 Lacs) of unpaid dividend not available for use by the Company;
Cash and Cash Equivalents includes Fixed Deposits lying with Banks under Lien of Rs. 207.64 Lacs (Previous year: 256.88 lacs)

For and on behalf of the Board of Directors

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our separate Report of even date
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

**NOTE NO. 1**

<u>Share Capital</u>	As at 31 March 2016		As at 31 March 2015	
	Number	₹	Number	₹
<u>Authorised</u>				
12% Redeemable Cumulative preference shares of ₹10/- each	250,000	2,500,000	250,000	2,500,000
Equity Shares of ₹ 10/- each	12,250,000	122,500,000	12,250,000	122,500,000
<u>Issued, Subscribed & Paid up</u>				
12% Redeemable Cumulative preference shares of ₹ 10/- each	—	—	—	—
Equity Shares of ₹ 10/- each fully paid	10,399,683	103,996,830	10,399,683	103,996,830
TOTAL	10,399,683	103,996,830	10,399,683	103,996,830

1.a) Details of Shareholders holding more than 5% shares in the company

Name of Shareholders	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Religare Finvest Limited	745292	7.17	767496	7.38
2. Stemcor A. G.	1000000	9.62	1000000	9.62
3. Mr. Sanjay Bhatia	1380169	13.27	731844	7.04
4. Mr Vijay Kumar Bhatia	321269	3.09	846269	8.14
5. Mr. Ashok Kumar Bhatia	595450	5.73	595450	5.73
6. United India Insurance Co. Ltd.	522000	5.02	522000	5.02

1. a) The company has issued only one class of shares referred to as Equity Shares having a per value of Rs. 10/-. All equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared. All shares rank equally with regard to the company's residual assets.
1. b) The amount of per share dividend recognised as distributions to equity shareholders for the year ended March 31, 2016 is Rs. 1.00 (Previous year: Rs. 1.00), subject to approval by shareholders in the ensuing annual general meeting.



NOTE NO. 2

<u>Reserves & Surplus</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Capital Reserves		
At the beginning and at the end of the year	32,495,220	32,495,220
b. Capital Redemption Reserve		
At the beginning and at the end of the year	812,200	812,200
c. Securities Premium Account		
At the beginning and at the end of the year	260,310,000	260,310,000
d. General Reserve		
Opening Balance	89,914,225	100,684,982
(+) Current Year Transfer	10,000,000	10,000,000
(-) Effect of change in depreciation as per Schedule II of Companies Act 2013	-	(31,466,077)
(+) Effect of change in deferred Tax due to change in depreciation.	-	10,695,320
Closing Balance	99,914,225	89,914,225
e. Zero Coupon Warrant Forfeited Account		
At the beginning and at the end of the year	1,100,000	1,100,000
f. Surplus		
Opening balance	603,724,161	540,642,171
(+) Net Profit/(Net Loss) For the current year	140,226,235	85,598,804
(-) Proposed Dividends	10,399,683	10,399,683
(-) Tax on proposed Dividends	2,117,131	2,117,131
(-) Transfer to Reserves	10,000,000	10,000,000
Closing Balance	721,433,582	603,724,161
Grand Total	1,116,065,227	988,355,806

NOTE NO. 3

<u>Long Term Borrowings</u>	As at 31 March 2016 ₹		As at 31 March 2015 ₹	
	Non-current portion	Current Maturities	Non-current portion	Current Maturities
Secured				
Term loans				
(a) From Banks				
A) STANDARD CHARTERED BANK (ECB LOAN IN FC)	144,212,914	42,874,118	113,979,706	11,030,294
B) KOTAK MAHINDRA BANK LTD (FCTL I)	91,176,063	30,392,011	117,632,317	29,408,076
C) PUNJAB NATIONAL BANK (335 LACS)	-	-	-	6,499,830
D) STATE BANK OF INDIA (335 LACS)	-	2,000,000	-	6,500,000
E) PUNJAB NATIONAL BANK (400 LACS)	-	7,055,691	7,055,691	7,280,000
F) KOTAK MAHINDRA BANK LTD (FCTL II)	28,844,718	8,049,688		
G) AUTO LOANS FROM (PNB and ICICI BANK, Kotak Mahindra Mahindra Prime Ltd. and Volkswagen Finance P. Ltd.)	10,537,444	12,791,901	7,731,169	9,598,048
(b) From other parties				
LIFE INS. CORPN. OF INDIA	6,833,500	-	6,833,500	-
Total	281,604,638	103,163,410	253,232,383	70,316,248

Note: Amounts stated in "current Maturities" above include amounts disclosed under the head "other current liabilities" (Note No-7) There has been no defaults in repayment of any of the loans or interest thereon at the end of the year.



Terms & Conditions

1. The Term Loans A to E above are secured by pari-passu first charge on movable Fixed Assets of the company both present and future and Equitable Mortgage of immoveable Murthal property in addition by second charge on current assets of the company and guaranteed by Directors namely S/Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia and Sanjay Bhatia.
2. The Term Loan F above is secured by first and exclusive Equitable Mortgage charge on immovable Fixed Assets of the company being JA-0818 and JA-0819 Jasola Office premises New Delhi and guaranteed by Directors namely S/Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia and Sanjay Bhatia.
3. Auto Loan of F above are secured against hypothecation of Vehicles.
 - A) The loan carrying interest link to the LIBOR + 3.00% rate repayable in 17 quarterly instalment each of USD 58823.53 from November 2015 to November 2019 of ECB of USD 1.00 million , 17 quarterly installment each of USD 58823.53 from February 2016 to February 2020 of ECB of USD 1.00 million and 17 quarterly installment each of USD 58823.53 from July 2016 to July 2020 of ECB of USD 1.00 million.
 - B) The loan converted into FCTL carrying interest link to the LIBOR + 4.00% repayable monthly instalment of USD 38226.06 upto March 2020.
 - C) The loan adjusted in March 2016 as per repayment schedule.
 - D) The loan adjusted in April 2016 as per repayment schedule
 - E) The loan carrying interest link to the bank base rate repayable in quarterly instalment of Rs.18.20 lacs upto March 2017.
 - F) The loan taken in FCTL carrying interest link to the LIBOR + 4.00% repayable monthly instalment of USD 10124.06 upto October 2021.
 - G) There are 21 Auto Loans which are repayable in varying amounts on monthly basis and the last instalment will be payable in September 2018.
3. Loan from LIC is Secured against Keyman policy of the company.
 The above LIC loan will be repaid at the time of maturity (i.e in Financial Year 2017-18)

**NOTE NO. 4**

<u>Deferred tax liabilities (Net)</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Diffrence between book and tax depreciation	76,923,489	71,296,387
TOTAL	76,923,489	71,296,387

NOTE NO. 5

<u>Short Term Borrowings</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
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Secured**(a) Loans repayable on demand****From banks****Working Capital Limits**

A) PUNJAB NATIONAL BANK	228,775,046	282,695,917
B) STATE BANK OF INDIA	162,497,667	174,514,609
C) STANDARD CHARTERED BANK	73,970,873	45,878,454
D) HDFC BANK	40,000,000	40,000,000

Loan Against FDR'S

A) PUNJAB NATIONAL BANK	-	17,063,392
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Working Capital limits are secured by pari-passu first charge on Current Assets of the company both present and future and in addition by second charge on moveable fixed assets and Equitable Mortgage of immoveable Murthal property of the company.

(The above working capital limits are guaranteed by Directors namely S/ Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia, and Sanjay Bhatia.)

B) YES BANK LTD.	50,000,000	50,000,000
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The above loan is against subservient charge on all the current assets and movable fixed assets of the company both present and future and gauranteed by Director Sh. Sanjay Bhatia.)

Total (A)	555,243,586	610,152,372
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Unsecured

A) TATA CAPITAL FINANCIAL SERVICES LTD.	107,626,186	107,912,641
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The above loan is against bill discounting of suppliers gauranteed by Directors namely S/ Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia, and Sanjay Bhatia.)

Total (B)	107,626,186	107,912,641
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Grand Total (A+B)	662,869,772	718,065,013
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a) There has been no defaults in repayment of any of the loans or interest thereon at the end of the year.

**NOTE NO. 6**

<u>Trade Payables</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Trade Payables	95,044,146	73,574,868
b. Acceptances	169,005,072	344,779,775
Total	264,049,218	418,354,643

NOTE NO. 7

<u>Other Current Liabilities</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Current maturities of long-term debt (Refer Note No. 3)	103,163,410	70,316,248
(b) Interest accrued but not due on borrowings	1,517,429	1,144,528
(c) Interest accrued and due on borrowings	1,890,888	2,722,234
(d) Unpaid dividends	670,179	685,537
(e) Other payables		
1. Advance from Customers	10,508,650	11,492,979
2. Statutory Liabilities	3,906,334	3,700,721
3. Creditors for Capital Goods	713,610	3,510,104
4. Other Liabilities	37,323,501	28,573,088
Total	159,694,001	122,145,439

NOTE NO. 8

<u>Short Term Provisions</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Others		
Income tax	2,100,000	2,650,000
Dividend	10,399,683	10,399,683
Dividend Tax	2,117,131	2,117,131
Wealth Tax	-	420,100
Total	14,616,814	15,586,914



NOTE NO. 9

FIXED ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION BLOCK						NET BLOCK	
	As on 01.04.2015	Revaluation Reserve	Addition During the Year	Sales/ Adjustment	Total	Upto 01.04.2015	During the Year	Transfer to General Reserve	Sales/ Adjustment	Upto 31.03.2016	Total As on 31.03.2016	As on 31.03.2015
A). Tangible Assets												
LAND	24,972,166	-	-	-	24,972,166	-	-	-	-	-	24,972,166	24,972,166
BUILDING	204,625,280	-	85,929,169	-	290,554,449	48,305,582	8,556,064	-	-	56,861,646	233,692,803	156,319,698
BUILDING (ADM BLOCK)	18,279,923	-	392,627	-	18,672,550	900,040	299,996	-	-	1,200,036	17,472,514	17,379,883
BUILDING (ADM BLOCK) (JASOLA)	52,775,120	-	45,045,448	-	97,820,568	6,645,697	1,146,472	-	-	7,792,169	90,028,399	46,129,423
PLANT & MACHINERY	791,351,467	14,079,685	38,096,013	-	843,527,165	420,445,017	43,902,465	-	-	464,347,483	379,179,681	384,986,136
ELECTRIC EQUIPMENT	32,452,167	-	15,246,406	1,022,060	46,676,513	6,290,951	4,743,153	-	112,123	10,921,981	35,754,532	26,161,216
ELECTRIC TRANSFORMER	1,880,530	-	-	-	1,880,530	368,903	156,375	-	-	525,278	1,355,252	1,511,627
OFFICE EQUIPMENT	13,034,098	-	2,496,505	75,800	15,454,803	10,711,595	1,257,476	-	68,863	11,900,207	3,554,597	2,322,503
VEHICLES	64,185,025	-	25,437,122	16,683,474	72,938,673	32,755,726	13,840,235	-	14,887,503	31,708,462	41,230,211	31,429,298
PATTERN & DIES	8,481,578	381,789	1,534,526	-	10,397,893	8,278,855	86,403	-	-	8,365,258	2,032,635	584,512
FORKLIFT	8,802,326	625,685	1,231,747	-	10,659,758	4,977,382	475,658	-	-	5,453,040	5,206,718	4,450,629
COMPUTERS	5,013,052	-	622,332	7,000	5,628,384	4,352,702	455,205	-	7,000	4,800,906	827,478	660,349
FURNITURE & FIXTURE	12,281,102	-	1,044,829	-	13,325,931	7,183,528	1,470,966	-	-	8,654,495	4,671,436	5,097,574
FURNITURE & FIXTURE (JASOLA)	15,007,167	-	2,068,162	-	17,075,329	4,772,358	2,014,900	-	-	6,787,258	10,288,071	10,234,809
Total	1,253,141,001	15,087,159	219,144,886	17,788,334	1,469,584,712	555,988,336	78,405,367	-	15,075,489	619,318,218	850,266,485	712,239,819
Previous Year	1,135,361,175	15,087,159	135,092,996	17,313,171	1,268,228,159	466,876,359	72,677,859	30,479,886	14,045,764	555,988,338	712,239,819	683,571,975
B). Intangible Assets												
COMPUTERS SOFTWARE	1,991,875	-	235,265	-	2,227,140	1,743,383	151,074	-	-	1,894,457	332,683	248,492
Previous Year	1,900,726	-	91,149	-	1,991,875	574,737	182,455	986,191	-	1,743,383	248,492	1,325,989
TOTAL	1,255,132,876	15,087,159	219,380,151	17,788,334	1,471,811,852	557,731,719	78,556,440	-	15,075,489	621,212,674	850,599,169	712,488,311
C). Capital work in Progress												
Previous Year	-	-	-	-	66,630,351	-	-	-	-	-	-	-

Particulars

Fixed Asset & Capital WIP (Capitalization of exchange difference as per AS-11)

Capital work in Progress (Capitalisation of Interest as per AS-16)

Interest Capitalised in Fixed Assets till put to use

As at 31st March 2016

17,377,523

81,995

1,011,579

As at 31st March 2015

1,245,000

1,485,332

2,426,827



NOTE NO. 10

<u>Non-Current Investments</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Other Investments (Refer A below)		
(a) Investment in Equity instruments	-	93,210
(b) Investments in Mutual Funds	-	500,000
Total	-	593,210
a. Aggregate amount of quoted investments		
Book Value	-	593,210
Market Value	-	768,203

(A) Details of Other Investments

Name of the Body Corporate	Subsidiary/ Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)		Whether stated at Cost Yes / No
(1)	(2)	2016 (3)	2015 (4)	(5)	(6)	2016 (6)	2015 (7)	(8)
(a) Investment in Equity Instruments								
1. PNB	Others	0	1195	Quoted	Fully paid	0	93210	Yes
(b) Investments in Mutual Funds								
1. SBI Infrastructure Fund	Others	-	50000	Quoted	Fully Paid	0	500000	Yes
Total						-	593,210	

NOTE NO. 11

<u>Long Term Loans and Advances</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Capital Advances		
Unsecured, considered good	16,042,483	19,833,819
b. Security Deposits		
Unsecured, considered good	9,666,165	6,542,332
Total (A+B)	25,708,648	26,376,151



NOTE NO. 12

<u>Current Investments</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(Other Investments (Refer A below))		
(a) Investment in Equity instruments	-	32,852,500
Total	-	32,852,500
Aggregate amount of unquoted investments	-	32,852,500

(A) Details of Other Investments

Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (Rs.)		Whether stated at Cost Yes / No
		2016	2015			2016	2015	
(1)	(2)	(3)	(4)	(5)	(6)	(6)	(7)	(8)
(a) Investment in Equity Instruments								
Rexam HTW Beverage Can (India) Ltd.	JV	0	3285250	Unquoted	Fully paid	0	32852500	Yes
Total						-	32,852,500	

NOTE NO. 13

<u>Inventories</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Raw Materials	222,414,318	291,445,651
Goods-in transit	42,413,551	30,912,267
	264,827,869	322,357,918
b. Work-in-progress*	92,838,983	102,677,800
c. Finished goods#	42,639,411	68,538,946
d. Stock-in-trade	6,335,279	21,374,365
Goods-in transit	-	-
e. Stores and spares	5,872,127	6,103,026
Total	412,513,669	521,052,055

Note:

Of the above Inventories a, d and e are valued at cost or market price whichever is lower

* Work-in-progress is valued at raw material + Process cost

Finished goods is valued at market price or cost whichever is lower.

**NOTE NO. 14**

<u>Trade Receivables</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Trade receivables outstanding for a period <u>less than six months</u> from the date due for payment Unsecured, considered good	811,378,280	898,400,507
(b) Trade receivables outstanding for a period <u>exceeding six months</u> from the date due for payment Unsecured, considered good	198,651,036	124,391,302
Total	1,010,029,316	1,022,791,809

NOTE NO. 15

<u>CASH AND CASH EQUIVALENTS</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(i) Cash and cash equivalents		
(a) Balances with banks; In Current A/c	92,840,514	41,185,521
(b) Cash on hand	864,301	953,095
(c) Others	-	-
(ii) Earmarked balances with banks:		
A. FDRS	23,398,756	60,141,011
B. Bank deposits(FDRs) with more than 12 months maturity	16,084,974	16,084,974
(iii) Unpaid Dividend with bank	670,179	685,537
Total	133,858,724	119,050,138

NOTE NO. 16

<u>Short-term loans and advances</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Others		
Unsecured, considered good		
1. Intercompany deposit	101,000,000	73,000,000
2. Balance with Custom, Excise & Income Tax etc.	94,161,188	76,556,046
3. Advances recoverable in cash or kind or value to be received	14,650,833	10,794,193
Total	209,812,021	160,350,239

NOTE NO. 17

<u>Other Current Assets</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Unsecured, considered good		
1. Export Incentive Receivables	2,302,007	3,469,244
2. Interest Receivable	21,855,386	25,379,407
Total	24,157,393	28,848,651

**NOTE NO. 18**

<u>Revenue From operation (Gross)</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
(a) Sale of products		
MANUFACTURING		
Metal Containers & Components	2,419,540,781	2,408,686,361
Printed / Lacquered Sheets	-	3,388,608
STOCK IN TRADE		
Tinplate	641,332,691	855,893,295
Others	-	-
(b) Other operating revenue		
Scrap from process	155,128,651	159,614,348
TOTAL	3,216,002,123	3,427,582,612
Less: Excise duty	236,501,639	250,774,264
TOTAL (Net of Excise duty)	2,979,500,484	3,176,808,348

NOTE NO. 19

<u>Other Income</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Dividend Income	3,943	-
Other Non-operating Income		
A. Profit on Sale of Fixed Assets	577,154	-
B. Other Income	25,624,437	29,272,665
C. Difference in foreign exchange rate variation (net)	1,290,671	18,628,863
Total	27,496,205	47,901,528

NOTE NO. 20

<u>Cost of Material Consumed</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Inventory at the beginning of the year (A)	322,357,918	296,533,288
Add: Purchases		
Tinplate	1,084,650,574	1,303,941,941
Printing Material	88,280,407	92,694,026
Packing Material	61,561,505	63,210,084
Other Raw Material	341,201,537	309,394,847
Total Purchase (B)	1,575,694,023	1,769,240,898
(A+B)	1,898,051,941	2,065,774,186
Less: Inventory at the end of the year	264,827,869	322,357,918
Cost of raw material consumed	1,633,224,072	1,743,416,268
<u>Details of Raw Material Consumed</u>		
Tin Plate	1,134,347,830	1,277,143,892
Printing Material	90,302,604	88,224,291
Packing Material	60,508,474	62,645,988
Other materials	348,065,164	315,402,097
Total	1,633,224,072	1,743,416,268

**NOTE NO. 21**

<u>Purchase of Stock-in-trade</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Tinplate	615,647,119	824,752,088
Others	-	-
Total	615,647,119	824,752,088

NOTE NO. 22

<u>Changes in Inventories</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Stock in Trade		
Opening Stock	21,374,365	38,369,189
Closing Stock	6,335,279	21,374,365
Changes in inventories of Stock-in-trade (A)	15,039,086	16,994,824
Work in Progress		
Opening Stock	102,677,800	58,507,665
Closing Stock	92,838,983	102,677,800
Changes in inventories of Work in progress (B)	9,838,817	(44,170,135)
Finished Goods		
Opening Stock	68,538,946	23,277,399
Closing Stock	42,639,411	68,538,946
Changes in inventories of Finished Goods (C)	25,899,535	(45,261,547)
Total (A + B + C)	50,777,438	(72,436,858)

NOTE NO. 23

<u>Employee benefit expense</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
salaries, Wages, Bonus etc.	191,051,491	177,881,829
Contribution to Provident and other Funds	9,047,521	7,954,041
Employees Welfare	4,827,903	4,430,081
Total	204,926,915	190,265,951

NOTE NO. 24

<u>Finance Costs</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Interest expense	86,305,483	95,055,746
Bank Charges	8,520,336	9,420,423
Total	94,825,819	104,476,169

**NOTE NO. 25**

<u>Other Expenses</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Consumption of Stores and Spares	24,913,294	24,391,094
Power & Fuel	70,629,895	78,570,040
Repair to :		
-Buildings	1,839,661	2,900,270
-Plant & Machinery	1,469,383	1,152,445
-Others	1,434,260	618,736
Director's sitting Fees	381,000	257,000
Insurance	6,447,858	6,370,316
Payment to Auditors	1,113,474	764,340
Professional & Legal	16,282,328	14,713,656
Rates & Taxes	1,670,731	782,799
Rent	3,404,891	5,212,475
Conveyance	3,726,972	3,595,303
Motor Car & Scooter Expenses	3,084,733	2,878,329
Subscription	1,105,059	1,220,442
CSR Expenses	2,108,881	1,643,504
Donation	125,101	140,661
Postage Telegraph & Telephone	3,784,438	3,191,410
Books & Periodicals	87,881	70,362
Printing & Stationery	1,556,155	1,567,541
Software development Charges	148,126	14,633
Miscellaneous	11,358,807	10,366,246
Travelling Expenses	10,207,749	13,180,225
Advertisement	2,020,745	5,964,278
Cash Discount & Rebate & Damages	5,480,855	2,461,011
Excise Written Off	1,229,608	470,161
Fine & Penalty	36,161	-
Sales Commission	-	147,565
Sales Promotion	2,252,492	1,964,637
Balance Written off	258,615	333,668
Loss on sale of fixed assets	-	93,101
Job Charges	-	142,226
Freight, Forwarding & Shipment Charges (Net)	54,006,358	44,173,322
Total	232,165,511	229,351,796
<u>Payment to Auditors</u>		
	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
a. As Auditor	275,000	275,000
b. For taxation matters	125,000	125,000
c. For other services (Certifications)	675,878	337,500
d. For reimbursement of expenses	37,596	26,840
Total	1,113,474	764,340

**26. COMPANY OVERVIEW**

Hindustan Tin Works Limited ("the company") is a public company incorporated on 11th December, 1958 under the Companies Act, 1956; equity shares of the company are listed on Bombay Stock Exchange, Calcutta Stock Exchange and Delhi Stock Exchange. The company is engaged mainly in the business of Manufacturing of Tin Cans, Printed / Lacquered Sheets, Components and trading in Tin Plates.

27. SIGNIFICANT ACCOUNTING POLICIES:**27.1 Basis of Preparation of Financial Statements**

The financial statement has been prepared to comply in all material respect with the mandatory Accounting Standard notified by the Central Government as per Companies (Accounting Standard) Rules 2006 (as amended) read with Circular No. 15/2013 dated September 13, 2013 and General Circular No. 8/2014 dated 04th April 2014 issued by the Ministry of Corporate Affairs and the relevant provision of Companies Act 2013. These financial statements have been prepared on an accrual basis and under historical cost convention on the basis of going concern. The accounting policies adopted in the preparation of financial statement are consistent with those of previous year.

27.2 Recognition of Income and Expenditure:

Revenues /Income and Costs/Expenditure are generally accounted on accrual, as they are earned or incurred. Sales of Goods are recognized on transfer of significant risks and rewards of Ownership which is generally on the dispatch of goods. Company makes export sales by using custom / cenvat paid material against which Company is entitled to import duty free raw material or duty draw back. The accounting for export benefits are on accrual basis and same is reduced from the cost of raw material consumed in the financial statement. In case of advance authorization the estimated amount of export benefits have been recognized in the financial statement and suitable adjustment for the difference arising on actual receipt of material would be made in the year of receipt of material.

27.3 Uses of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

27.4 Fixed Assets

Fixed assets are stated at cost except Plant & Machinery shifted from erstwhile Sahibabad unit which were revalued on 30.6.92 and the assets of erstwhile Conwel Cans India Ltd. which has been taken on fair market value as per the approved valuer's report. If any fixed assets have a Component the value of which is more than 10% of the value of machine and the life of the component is different from the life of machine will be capitalized separately.

27.5 Method of Depreciation:

Depreciation is provided on straight line method with NIL residual value (except in respect of assets belonging to Registered Office Depreciation on which has been provided at Written Down Value with 5.00% residual value) and at the rates and in the manner specified in the Schedule II of the Companies Act, 2013, (net of cenvat/vat as applicable.) Depreciation on additions to assets or on sale/discardment of assets is calculated pro rata from the Date of such addition or up to the Date of such sale/discardment, as the case may be.

27.6 Investment

The company has sold the shares in Joint Venture Company for Rs.12,44,40,000/- and earn Long Term Capital gain Rs. 9,15,87,500/-. Investment in Punjab National Bank and State Bank of India has also been disposed off during the financial year. Total Long Term Capital Gain during the Year is Rs. 9,17,29,962/-.

**27.7 Value of Inventory**

Inventories are valued at cost or net realizable value whichever is lower. The bases of valuation are as follows:-

Raw material, stores & spares	:	At cost or Net realizable value which ever is lower.
Work-in-process	:	At raw material cost plus Process cost.
Finished goods	:	At Market Price or Cost which ever is lower

Accounting of Raw Material purchase & closing stock is net of CENVAT & VAT credit. Claims & refunds, if any, shall be accounted for in the year of determination. The excise duty in respect of closing inventory of finished goods is not included in the valuation of finished goods inventory.

27.8 Foreign Currency Transaction

- (i) Transactions in foreign currency are recorded at the exchange rate published by Custom department for the particular period on which the transaction recorded.
- (ii) Current monetary Assets and Liabilities denominated in foreign currency are translated at the exchange rate prevailing at the date of balance sheet and gains or losses (net) on translation are recognized in profit and Loss Account.
- (iii) In respect of forward exchange contract assigned to foreign currency Assets / Liabilities, the difference due to change in exchange rate between the inception of forward contract and date of the balance sheet, the proportionate premium / discount for the period up to the date of balance sheet is recognized in the profit loss Account. Any profit or loss arising on settlement / cancellation of forward contract is recognized as income or expense for the year in which they arise.
- (iv) Any gain or loss arising on account of exchange difference either on settlement or on translation is accounted for in the Profit & Loss account except in case of long term foreign currency monetary items relating to acquisition of depreciable capital asset (other than regarded as borrowing cost) in which case they are adjusted to the carrying cost of such assets.

27.9 Research & Development

Revenue expenditure charged to Profit and Loss Account under respective heads of account and capital expenditure added to the cost of Fixed Assets in the year in which it is incurred.

27.10 Employees Benefits

- (i) Defined Contribution Plans such as Provident Fund etc. are charged to the Profit & Loss Account as incurred.
- (ii) Defined Benefit Plans - The present value of the obligation under such plan is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised in the Profit & Loss Account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.
- (iii) Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

27.11 Accounting for Past Events

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the financial statements, are not discounted to their present value and are determined based on best estimate required to settle the obligation at each Balance Sheet date and are adjusted to reflect the current best estimates.

**27.12 Borrowing Cost**

Borrowing costs includes interest cost and all ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost is considered as expenditure in the period and charge of to Profit and Loss Account. Fund borrowed for acquisition of qualifying fixed assets are capitalized till the date of commissioning and thereafter charged to Profit and Loss Account.

27.13 Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities, if any, are not recognized in the accounts but are disclosed by way of notes. Contingent assets are neither recognized nor disclosed in the financial statements.

27.14 Taxes on Income

Provision for tax is made as per Income Tax Act, 1961. Deferred tax assets/liabilities resulting from timing difference between book and taxable profit is accounted for considering the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets if any, are recognized and carry forward only to the extent that there is virtual certainty that the asset will be realized in future.

27.15 Impairment of Assets

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

28. Contingent Liabilities and Commitments**28.1 Contingent Liabilities**

- (a) In respect of Bank Guarantee outstanding as on 31st March, 2016 amounting to Rs. Nil (previous year Rs. 23.56Lacs).
- (b) Compensation suit filed under section 12B of MRTP Act by M/s Himalaya International Ltd. has been decided in favour of the complainant by the MRTP Commission (now competition appellate tribunal) vide order dated 07.07.2008. The total amount involved is Rs. 349.75 lacs. The company has filed an appeal before the Hon'ble Delhi High Court for the relief and Hon'ble High Court has remanded back the matter to Competition appellate tribunal and the tribunal has passed judgment in favour of the company. M/s Himalayan International Limited has filed an appeal before Appellate Tribunal for reviewing the decision now appellate tribunal has dismissed the case in the hearing held on 2nd September 2015 by taking cognizance of the pendency of civil suit in the Hon'ble Delhi High Court which was instituted by M/s Himalaya International Ltd. Suit filed in the Hon'ble Delhi High Court has now been transferred to Hon'ble Tis Hazari District Court Delhi by order dated 28.11.2015 in view of Notification No 27187/DHC/Orgl dated 24.11.2015 and the case is now being heard by Hon'ble Tis Hazari District Court Delhi.
- (c) Rs 21,34,410/- for the year 2008-09 to 2015-16 may be payable to Haryana Sales Tax Department towards L.A.D.T. The company has filed an appeal before the Hon'ble High Court Chandigarh for the relief and the Hon'ble High Court has granted stay against L.A.D.T. and declared L.A.D.T. unconstitutional. The department has filed Appeal before the Hon'ble Supreme Court for granting stay and the same is pending, however no demand has been raised by the Haryana Sales Tax Department.
- (d) The Company purchased 7.55 bigha land in Katha Baddi in 2006-07 for setting up a new project but due to change in Tax Policy of the Central Government, company could not set up the unit within specified/extended time allowed u/s 118 of Himachal Pradesh Tenancy and Land Reform Act 1972. The purchase price of the same is Rs 189.84 lac. District Collector (DC), Solan had issued show cause notice to acquire the land as per the provision of the Act. The reply of the notice was filed and the company through its legal representative has argued the case. Final Hearing was held on 30.04.2016 and order is awaited.

**28.2 Commitments**

- (a) The estimated amount of contract remaining to be executed on capital account and not provided for, net of advances Rs. 158.51 Lacs. (Previous year Rs. 263.08 Lacs)

29. Other liabilities:

- (a) There is no goods lying in the custom warehouse so custom duty payable amounting to Rs. Nil (previous year Nil).
- (b) Excise duty payable on finished goods lying in the Godown amounting to Rs. 59.22 lacs (previous year Rs 95.19 lacs).
- (c) Unclaimed dividend of Rs. 6.70 Lacs as on 31st Mar 2016 is lying with Bank.

S.No.	Dividend Year	Bank Name	Balance as on 31 st March, 2015
1.	2008-09	IDBI Bank	1,28,671.30
2.	2009-10 Interim	IDBI Bank	52,690.00
3.	2009-10 Final	IDBI Bank	80,100.90
4.	2010-11	IDBI Bank	1,13,500.80
5.	2011-12	IDBI Bank	58,680.30
6.	2012-13	IDBI Bank	42,657.00
7.	2013-14	IDBI Bank	77,467.20
8.	2014-15	IDBI Bank	1,16,411.00
TOTAL			6,70,178.50

30. Details of Dividend remitted during the year to Non Resident Shareholders.

1. Year to which dividend relates	2014-15	2013-14
2. No. of NRI Shareholders	95	79
3. No. of Share held by them	1119217	1069217
4. Amount Paid (Rs.)	1119217	855374

31. Directors Remuneration

	2015-16 Upto Sep.15	2015-16	2014-15
Salaries & Allowances Including Perks	6876366	13725286	10536180
Commission	0	0	1200000
Sitting Fees	180000	381000	257000
	7056366	14106286	11993180

31.1 Profit computed under section 198 of the Companies Act 2013 for calculating the Managerial Remuneration for the period ending 30th September, 2015:-

(Amount in Rs.)

	6 Months Ending 30.9.2015 Un-Audited	Prev. Year Ending 2014-15 Audited
Profit as Per P & L A/c	118469244	132024148
Add: Salary & Allowance to Directors	6876366	11736180
Less: Profit on Sale of Shares	(91729962)	-
(Less/Add: Profit/Loss on Sale of Fixed Assets	(939998)	93101
	32675650	143853429

Note:

1. The Company has recovered Rs.38.00 lacs for the excess payment made to the Managing Director and Whole Time Director for the period ending 30th September, 2015.



2. In the Annual General Meeting held on 17th September, 2015 special resolution have been passed and salaries have been revised up to Rs.120.00 lacs each per annum for Managing Director Mr. Sanjay Bhatia, Whole Time Directors Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia and up to Rs 20 lac per annum to Whole Time Director Mr. P P Singh w.e.f. 1st October, 2015 under schedule V and all other applicable provisions of Companies Act 2013.

32. Information in respect of remuneration paid to Key Managerial Persons:

Name	Designation	Total Remuneration Rs.
Mr. Sanjay Bhatia	Managing Director	6546726
Mr. Vijay Kumar Bhatia	Whole Time Director	2782080
Mr. Ashok Kumar Bhatia	Whole Time Director	3242080
Mr. P P Singh	Whole Time Director	1154400
Mr. Rajat Pathak	VP (Finance) & Company Secretary	2200080
Mr. M K Mittal	AVP (Accounts) & CFO	1443240

33. Based on information so far available with the company in respect of MSME (as defined in the Micro Small Medium Enterprises Development Act 2006) there are no delays in payment & dues to such enterprises during the year. There are no outstanding amounts of such Creditors as on 31.03.16. (Previous year outstanding Rs. NIL).

34. **Disclosure pursuant to Accounting Standard (11)**

- (i) "Effects of change in Foreign Exchange Rates"

- (a) The amount of difference in foreign exchange rate, debited /credited to profit & loss account for the financial year 2015-16 are as follows.

(Figures in lacs)

Under Head	2015-16	2014-15
Export Sales	126.96 Credit.	187.23 Credit.
Import Purchases	114.05 Debit	0.95 Debit
Total	12.91 Credit	186.28 Debit

- (b) The amount of exchange difference (other than regarded as borrowing cost) debited to the carrying amount of fixed assets is Rs 173.77 Lac (Previous year: Rs.12.45 lacs)

- (c) (i) The derivative instruments against export that are hedged in general without any specific transaction and outstanding as on 31.03.16 US\$ 24.00 lacs (INR 1701.74 lacs) for the year 2016-17 to be adjusted against Export realization in the year 2016-17 {previous year US\$ 19.00 lacs (INR 1245.00 lacs)}

- (ii) The foreign currency exposures that are not hedged by derivative instruments or otherwise are as under :

(Figures in lacs)

	31-03-2016		31-03-2015	
	In foreign Currency	In Indian Currency	In foreign Currency	In Indian Currency
(a) Assets /Receivable				
US\$	18.83	1247.14	14.97	935.67
Euro £	0	0	0	0
(b) Liabilities / Payable				
US\$	25.51	1690.51	44.72	2795.02
Euro	0	0	1.86	125.14
GBP	0.17	16.70	0	0
CHF	0.40	27.93	0	0
ECB in US\$	28.24	1870.87	20.00	1250.10
FCTL-I & II	23.92	1584.62	0	0

**35. Disclosure pursuant to Accounting Standard - 15 "Employee Benefits"**

(a) The company has recognized Rs.60.50 lacs in the Profit & Loss Account for the year ended 31.03.2016 under defined plan.

(b) Detail of Defined Benefit Plan

	Gratuity	Leave Encashment
	In Rupee	In Rupee
A Reconciliation of opening and closing balances of Defined Benefit obligation		
Defined Benefit obligation at beginning of the year	29942759	16021492
Current Service Cost	2831342	1758871
Interest Cost	2395421	1281720
Actuarial (gain)/loss	538301	783091
Benefits paid	2653985	2358673
Defined Benefit obligation at year end	33053838	17486501
B. Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	26024699	12503782
Expected return on plan assets	2188454	1128203
Actuarial (gain)/loss	122708	99764
Employer contribution	3004792	4328224
Benefits paid	2653985	2358673
Fair value of plan assets at year end	28686668	15701300
Actual return on plan assets	2311162	1227967
C. Reconciliation of fair value of assets and obligation		
Fair value of plan assets as at 31st March, 2016	28686668	15701300
Present value of obligation as at 31st March, 2016	33053838	17486501
Amount recognized in Balance sheet	4367170	1785201
D. Expenses recognized during the year		
Current service Cost	2831342	1758871
Interest Cost	2395421	1281720
Expected Return on plan assets	2188454	1128203
Actuarial (gain)/loss	415593	683327
Net Cost	3453902	2595715
E. Investment Detail	Invested in LIC of India	Invested in LIC of India
F. Actuarial assumptions		
Mortality Table (L.I.C.)	IALM2006-08	IALM2006-08
Discount rate (per annum)	8.00%	8.00%
Expected rate of return on plan asset (per annum)	8.00%	8.00%
Expected return on plan assets (per annum)	2188454	1128203
Rate of escalation in salary (per annum)	7%	7%
Employees turnover rate (per annum)	2%	2%

**36. SEGMENT INFORMATION (Accounting Standard - 17)****(Rupees in Lacs)**

	For the year ended 31.03.2016			For the year ended 31.03.2015		
	Mfg.	Trading	Total	Mfg.	Trading	Total
A. PRIMARY SEGMENT BUSINESS SEGMENTS						
I. SEGMENT REVENUE						
a) Segment Revenue	23381.67	6413.33	29795.00	23209.15	8558.93	31768.08
b) Inter Segment Revenue	0	0	0	0	0	0
c) Operating Revenue external (a)-(b)	23381.67	6413.33	29795.00	23209.15	8558.93	31768.08
II. SEGMENT RESULTS						
a. Segment Results	1585.40	56.63	1642.03	1807.42	78.57	1885.99
b) Unallocated Income			274.96			479.01
c) Profit before interest & Income Tax (a)+(b)			1916.99			2365.00
d) Interest			948.26			1044.76
e) Net Profit before Income Tax (c)-(d)			968.73			1320.24
f) Exceptional Income			917.30			0
g) Net Profit after exceptional income but before Income Tax (e)+(f)			1886.03			1320.24
h) Tax Expenses			483.77			464.25
i) Net Profit after Income Tax			1402.26			855.99
III. ASSETS & LIABILITIES						
a) Segment Assets	18158.00	6088.61	24246.61	17946.24	6760.88	24707.12
b) Unallocated Assets			2551.59			2203.21
c) Total Assets			26798.20			26910.33
d) Segment Liabilities	10907.48	2399.05	13306.53	11520.93	3590.18	15111.11
e) Unallocated Liabilities			1291.05			875.69
f) Total Liabilities			14597.58			15986.80
IV. OTHER INFORMATION						
a) Cost incurred during the period to acquire fixed assets (Incl.CWIP) (Unallocated)	1658.91	0	1658.91	1433.90	0.83	1434.73
b) Depreciation	777.69	7.87	785.56	716.04	12.56	728.60
c) Non Cash Expenses (other than depreciation)	0	0	0	0	0	0
B. SECONDARY SEGMENT						
	Domestic	Export	Total	Domestic	Export	Total
1. Net sales/income from operations	22521.07	7273.93	29795.00	24958.46	6809.62	31768.08
2. Total Assets (Unallocated)			26798.20			26910.33
3. Cost incurred during the period to acquire fixed assets		1658.91			1434.73	

- 36.1 The Company has identified Business segment as its primary segment and geographical segment as its secondary segment. The products of the company have been grouped under 'Manufacturing' and 'Trading' segments (primary segment) depending upon the sector to which they are predominantly identified in the market.
- 36.2 Manufacturing products include metal containers, Components & printed / lacquered sheets.
- 36.3 Trading includes purchase & sales of Tinsplates, Easy Open Ends

**37. Related Party Disclosures(AS-18)**

Name of Key Managerial Personal	Relative of Key Managerial Personnel	Other Related Party where control exists
Sh. Vijay Kumar Bhatia	Mr. Paras Bhatia	Hi-tech Surfactants Pvt. Ltd.
Sh. Ashok Kumar Bhatia	Mr. Saket Bhatia	Parmanand Vijay Kumar
Sh. Sanjay Bhatia	Mr. Gaurav Bhatia	Vijay Brothers
Sh. P.P. Singh	Mr. Atit Bhatia	Innopac
	Mrs. Manju Bhatia	Innopac Containers Pvt. Ltd.
	Mrs. Sareeta Bhatia	Artistique Designer Products
		Petainer Innopac Packaging Pvt. Ltd.

List of related parties with whom the company entered into transaction during the year in the Ordinary Course of Business is as follows:-

Particulars	Nature of Relationship	Description & Nature of Transaction	Value of Transaction Amount (Rs.)	Amount Outstanding at the B/S Date (Rs.)	Amount Provided Written Off/ Written Back During the year (Rs.)
1. Parmanand Vijay Kumar	Mr.Vijay Kumar Bhatia, Chairman and Mr. Ashok Kumar Bhatia, Director, Mr.Sanjay Bhatia, Managing Director Mr.Gaurav Bhatia relative of Mr. Vijay Kumar Bhatia are partners in the firm.	RENT OTHER EXPENSES TINPLATE	93000 77723 NIL	NIL NIL NIL	NIL NIL NIL
2. Mr. Ashok Kumar Bhatia	Director	RENT	720000	NIL	NIL
3. REXAM HTW BEVERAGE CAN (INDIA) LTD	JOINT VENTURE COMPANY	RECEIPTS ROYALTY MANAGEMENT SERVICES (GROSS) REIMBURSEMENT OF EXPENSES	32846 399344 Nil	 Debit Rs. 171331	 Nil
4. INNOPAC	Mrs. Manju Bhatia, Mrs. Neha Bhatia Mr. Saket Bhatia Mr. Atit Bhatia (partner of the firm and relatives of Mr. Sanjay Bhatia)	SALE OF TIN CONTAINERS PURCHASE OF TIN CONTAINER	Rs. 2275440 Rs. 36824	 Debit Rs. 302932	 NIL
5. Artistique Designer Products	Mr. Atit Bhatia Mrs. Samakshi Bhatia (partner of the firm and relatives of Mr. Sanjay Bhatia)	PURCHASE	Rs.654255	NIL	NIL
6. Mrs.Manju Bhatia	Wife Mr. Sanjay Bhatia	Rent paid Purchase of Office Space	1015463 19608000	Nil Nil	Nil Nil
7. Mrs. Sareeta Bhatia	Wife Mr. Ashok Kumar Bhatia	Rent paid Purchase of Office Space	1015463 19608000	Nil Nil	Nil Nil
8. Directors & Relatives Remuneration	Mr Vijay Kumar Bhatia, Mr Ashok Kumar Bhatia, Mr Sanjay Bhatia, Mr P P Singh, Mr Paras Bhatia, Mr Saket Bhatia, Mr Gaurav Bhatia, Mr Atit Bhatia	Salary	2,64,62,028 Inclusive of PF Contribution	15,75,295 CREDIT	Nil
9. Payment to Relatives	Mr. Atit Bhatia	Professional Service	Rs. 883257	Nil	Nil



The shares in Joint Venture Company have been sold on 17-04-2015 and thereafter it ceases to be Joint Venture Company. Therefore the payment of royalty and management services has been taken proportionately up to 16-04-2015. The total payment during the year for Management Service Agreement and Royalty was Rs.2271369/- and Rs.749292/- respectively.

38. Disclosure pursuant to Accounting Standard – 20 “Earning Per Share”

	(In Rs.) 2015-16	(In Rs.) 2014-15
(a) Face value of equity share	10	10
(b) No. of Equity Shares	1,03,99,683	1,03,99,683
(c) Net profit after Tax	14,02,26,235	8,55,98,804
(d) Basic and Diluted Earnings per share (c/b)	13.48	8.23

- 39.** The company has an obligation to pay Rs.5.62 lacs on account of Uttar Pradesh Trade Tax as on 31st March, 2012 on account of past events, therefore, a provision Rs.11.52 lacs (Rs.5.90 lacs already paid) has been made by the company in the books of account as on 31st March, 2012 as required under the Accounting Standard-29 issued by the Institute of Chartered Accountants of India on 'Provisions, Contingent Liabilities and Contingent Assets'. Further, details of Contingent Liabilities have been given above as per the Accounting Standard-29:

40. Value of Import on CIF Basis

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Raw Material	4138.49	7775.63
Spares	94.68	75.10
Capital goods	267.37	196.66
Total	4500.54	8047.39

41. Expenditure In Foreign Currency

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Travelling	33.60	41.35
Subscription	3.64	4.87
Interest	96.67	10.02
Professional & Consultation Fees	26.60	25.19
Advertisement	3.32	11.69
Others	0	19.05
Total	163.83	112.17

**42. Break-up of imported and indigenous materials & stores & spares consumed**

Particulars	Current Year		Previous Year	
	Amount (Rs. in Lacs)	%	Amount (Rs. in Lacs)	%
i) RAW MATERIAL				
Imported	4761.61	29.15	4981.02	28.57
Indigenous	11570.63	70.85	12453.14	71.43
	16332.24	100	17434.16	100.00
ii) STORES AND SPARES				
Imported	105.29	42.26	83.28	34.14
Indigenous	143.84	57.74	160.63	65.86
	249.13	100	243.91	100

43. Earnings In Foreign Currency

Export Goods on FOB Basis Rs. 7188.25 Lacs (Previous Year Rs. 6711.14 Lacs).

44. Previous year's figures have been regrouped/ reclassified wherever practicable to confirm to current year's presentation.

Signature to the notes 1 to 44
For and on behalf of the Board of Directors.

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our Report of even date attached
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

HTW'S RECOGNITION - AWARDS

During the period of report, your Company has received the following prestigious awards:

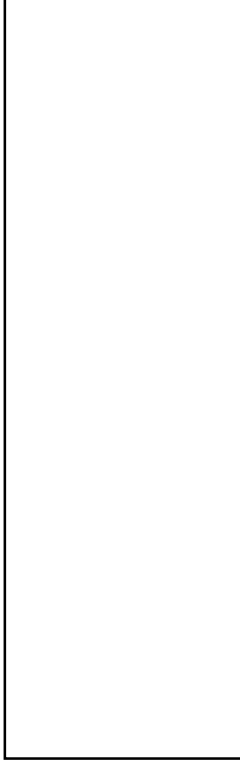


**OCTOBER 2015,
ASIA CANTECH 2015 AWARD
- FOR INNOVATION-INNOPAC CAN**



**MARCH, 2016
EEPC INDIA (N.R.) AWARD 2012-13**

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58th Annual Report 2015-2016

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BOARD OF DIRECTORS

1. Mr. Vijay Kumar Bhatia (Chairman)
2. Mr. Sanjay Bhatia (Managing Director)
3. Mr. Ashok Kumar Bhatia (Whole time Director)
4. Mr. N.P. Sahni (Director)
5. Mr. B.L. Khurana (Director)
6. Mr. Ramesh Kumar Jain (Director)
7. Mr. M.K. Zutshi (Director)
8. Mrs. Aarti Sawhney (Director)
9. Mr. P.P. Singh (Whole Time Director)

V.P. (FINANCE) & COMPANY SECRETARY

Mr. Rajat Pathak

AVP (ACCOUNTS) & CFO

Mr. M.K. Mittal

AUDITORS

M/s. M.L. Puri & Company
Chartered Accountants
407, New Delhi House,
Barakhamba Road,
New Delhi-110001

COST AUDITORS

M/s K.S. Bhatnagar & Associates
Cost & Management Consultants
A-12-A, DDA Flats, Munirka
New Delhi - 110067

SECRETARIAL AUDITOR

M/s. Gupta Vinod & Company
Company Secretaries
107, 1st Floor, C-240,
Pandav Nagar, Delhi-110092

BANKERS

Punjab National Bank
State Bank of India
Standard Chartered Bank
Kotak Mahindra Bank
HDFC Bank
Yes Bank
Tata Capital Financial Services Ltd.

SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex,
New Delhi-110062
Ph. No. : 011-29961281, 29961282

REGISTERED OFFICE

488, Baran Market, Sadar Bazar,
Delhi-110006, Phone No. 011-23679016/3645

CORPORATE OFFICE

426, DLF Tower -A, Jasola,
New Delhi -110025,
Phone : - 4999 8888
Website : www.hindustantin.biz
E- mail : info@hindustantin.co.in

FACTORY

V.& P.O. Bhigan, Dhatoori Road, Tehsil Ganour,
Murthal, Distt. Sonapat (Haryana)-131039

OTHER OFFICES

- A) 816, Tulsiani Chambers,
Nariman Point, Mumbai
- B) KN/B, 16 & C-10, Gali No. 10
Anand Parbat Indl. Area, New Delhi



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting the 58th Annual Report together with the Audited Annual Accounts of the Company for the financial year ending 31st March 2016.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2016 is summarized below:

	(Rupees in Lacs)	
	2015-2016	2014-2015
Profit before Interest, Depreciation, & Tax	3619.85	3093.60
Less:		
Financial Costs	948.26	1044.76
Depreciation and Amortization expense	785.56	728.60
Provision for Tax (including Wealth Tax)	427.50	452.20
Deferred Tax	56.27	12.05
Profit after Tax	1402.26	855.99
Add: Balance brought forward	6037.24	5406.42
Balance available for appropriation	7439.50	6262.41
Less: Appropriations:		
Dividend (Incl. Div. Tax)	125.17	125.17
Transfer to General Reserve	100.00	100.00
Balance carried forward	7214.33	6037.24

DIVIDEND

Your Directors are pleased to recommend a dividend @ Rs. 1.00 per Equity Share (10%) on the paid up capital of the Company for the year 2015-16, which if approved at the forthcoming AGM, will be paid to all those Equity Shareholders whose names appear (i) As Beneficial Owners as at the end of the business hours on 20th September, 2016 as per the list to be furnished by the depository in respect of the shares held in electronic form and, (ii) As member in the Register of Members of the Company after giving effect to all valid shares transfers in physical form lodged with the Company on or before 20th September, 2016. Your Directors also proposed to carry Rs. 1 crores to its General Reserve.

OPERATIONS

Your Company could achieve turnover of Rs.29795.00 lacs as against the previous year's turnover of Rs. 31768.08 lacs i.e. a Decrease of Rs. 1973.08 lacs (6.21%). The Company has been successful in increasing its export sales from Rs. 6809.62 lacs in previous year to Rs. 7273.93 lacs in current year i.e. an increase of Rs. 464.31 lacs (6.82%).

Your Company has achieved PAT of Rs. 1402.26 lacs as against the previous year of Rs. 855.99 lacs i.e. an increase of Rs. 546.27 lacs (63.82%)

The Company has earned Rs. 9.17 Crores as Profit on Sale of JV Shares/ SBI Bonds/PNB shares during the Financial Year 2015-16 & shown the same as "Exceptional items- Profit from sale of shares" in Profit & Loss a/c.

DIRECTORS

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company Mr. Sanjay Bhatia retires at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The Board of Directors of the Company has a healthy blend of executive and non executive Directors which ensures the desired level of independence in functioning and decision making.



All the non executive Directors are eminent professional and bring in wealth of expertise and experience for directing the management of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to directors' responsibility statement, it is hereby confirmed that: -

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- (b) 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 as at 31st March, 2016 and of the profit of the Company for that period.
- (c) We had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) We had prepared the Annual Accounts on a going concern basis: and
- (e) We had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) We had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A report in the form of Management Discussion and Analysis as per Part B of Schedule V of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), as a part of this report is annexed hereto as Annexure - I.

RISK MANAGEMENT

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 30th May, 2016. The Policy provides for a robust risk management framework to identify and assess risks such as operational, strategic, financial, security, property, regulatory, reputational and other risks and put in place an adequate risk management infrastructure capable of addressing these risks.

LOANS AND INVESTMENTS BY THE COMPANY

Details of loans and investments, if any, made by the Company are given in notes to the financial statements.

DEPOSITS

During the year under review, the company has not accepted any deposit under Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

A report on Corporate Governance, along with a certificate from the Statutory Auditors of the Company detailing the compliance of Corporate Governance norms as enumerated in Part C of Schedule V of Regulation 34(3) of Listing Regulations, 2015 with the Stock Exchanges, is annexed as Annexure - II.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGERIAL PERSONNEL

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2015-2016. A declaration signed by Mr. Sanjay Bhatia, Managing Director, as to the compliance of the Code of Conduct by the Board Members and Senior Managerial personnel has been placed before the Board at its meeting held on 11th August, 2016, is enclosed as Annexure-III.

VIGIL MECHANISM

The Company has in place a whistle blower policy, to support the Code of Business Ethics. This policy documents the Company's commitment to maintain an open work environment in which employees,



consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of Business Ethics at a significantly senior level without any fear of rejection. Individuals can raise their concerns by an e-mail, or telephone or direct interaction or by a letter to the Chairman of the Audit Committee of the Company. The Policy on vigil mechanism and whistler blower policy may be accessed on the Company's website at the link: <http://www.hindustantin.biz/vigil-mechanism.html> and it duly forms a part of corporate governance.

DISCLOSURES

The CEO and Chief Financial Officer (CFO) have furnished to the Board in its meeting held on 30th May, 2016 a certificate with regard to the financial statements and other matters of the Company as on 31st March 2016 as required under Part B of Schedule II of Regulation 17 (8) of Listing Regulations, 2015.

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

The Company is complying with all the mandatory requirements of the Listing Regulations of Stock Exchanges on 'Corporate Governance'.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/or Courts which would impact the going concern status of the Company and its future operations.

AUDITORS

M/s M. L. Puri & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received intimation to the effect that their re-appointment, if made would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and also that they are not otherwise disqualified within the meaning of Section 139 & 141 of the Companies Act, 2013, for such appointment.

COST AUDITORS

The Company has appointed M/s K.S. Bhatnagar & Associates, Cost Accountants for conducting cost audit of the Company for the financial year ending 31st March, 2017. For the financial year 2014-15, the Cost Auditor has duly filed the Cost Audit Report as per details below:-

Financial year	Due date of filing	Date of filing
2014-15	29.09.2015	28.09.2015

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 Company has appointed M/s Gupta Vinod & Company, Practicing Company Secretaries, as secretarial auditor of the Company for the financial year ended March 31, 2016, to conduct the Secretarial Audit of the Company and their report is annexed herewith as Annexure - IV and this report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Board of Directors on recommendation of the CSR Committee formulated the CSR policy of the Company. The CSR activities of the Company are implemented in accordance with the core values viz. protecting stakeholder interests, grow in a socially and environmentally responsible way and striving towards inclusive development.

The Company has identified some important areas of engagement which are as under:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centre and such other facilities for senior citizen and measures for reducing inequalities faced by socially and economically backward groups;



- Ensuring environment sustainability, ecological balance, protection of flora and fauna, animal, welfare, agro forestry, conservation of natural resources and maintain quality of soil, air and water;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Measures for the benefits of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, Paralympics sport and Olympic sports;
- 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 Casts, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects.

Details of CSR policy forming part of annual report is annexed as Annexure - V

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your company believes in formulating adequate and effective internal control system and implementing the same to ensure that assets and interests of the Company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The internal control system is improved continuously to meet the changes in business conditions and statutory and accounting requirements as required from time to time.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control system and suggests improvements for strengthening them. The Company has a robust Management information system which is an integral part of the control mechanism.

The Audit Committee of Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

CREDIT RATING

The Company has recently obtained credit rating from ICRA, which is "A-" for long term and "A2+" for short term (revised).

The rating derives strength from the Company's significant presence in India's Can Manufacturing sector, technologically advanced operations, proven management capability.

REMUNERATION

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2015-16:

Directors	Nature of Directorship	Ratio
Mr. Vijay Kumar Bhatia	Whole Time Director	19.4:1
Mr. Sanjay Bhatia	Managing Director	45.6:1
Mr. Ashok Kumar Bhatia	Whole Time Director	22.6:1
Mr. Ramesh Kumar Jain	Non-executive Independent Director	0.6:1
Mr. Bihari Lal Khurana	Non-executive Independent Director	0.7:1
Mr. M. K. Zutshi	Non-executive Independent Director	0.4:1
Mr. Nand Prakash Sahni	Non-executive Independent Director	0.6:1
Mrs. Aarti Sawhney	Non-executive Independent Director	0.4:1
Mr. Prit Pal Singh	Whole Time Director	8.0:1

*computed based on annualized remuneration.



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

The annual increase in the salary of Managing Director, Whole Time Director, Company Secretary and CFO is as below:

Name	Designation	Annual Increase	Percentage
Mr. Sanjay Bhatia	Managing Director	From Rs.59,19,600/- to Rs. 65,46,726/-	10.6 %
Mr. Vijay Kumar Bhatia	Whole Time Director	From Rs.27,57,240/- to Rs 27,82,080/-	0.9 %
Mr. Ashok Kumar Bhatia	Whole Time Director	From Rs.19,91,340/- to Rs. 32,42,080/-	62.8 %
Mr. P.P. Singh	Whole Time Director	From Rs. 10,68,000/- to Rs. 11,54,400/-	8.1 %
Mr. Rajat Pathak	VP (Finance) & Company Secretary	From Rs. 20,38,800/- to Rs. 22,00,080/-	7.9%
Mr. M. K. Mittal	AVP (Accounts) & CFO	From Rs. 13,28,040/- to Rs. 14,43,240/-	8.7%

- (iii) the percentage increase in the median remuneration of employees in the financial year: 10.70%
- (iv) the number of permanent employees on the rolls of Company: 445 (Four hundred and Forty Five), as on 31 March, 2016.

- (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the remuneration* of employees was 10.88% other than the managerial personnel in the last financial year whereas the average increase in the remuneration of managerial personnel was 26.86% thus there was not any exceptional circumstances for increase in the managerial remuneration.

*It does not include incentive bonus, leave encashment, gratuity, ex gratia being onetime payment/ based on net profit/production performance/payments to LIC of India.

- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The remuneration is as per the Remuneration Policy of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Adhering to the provisions of Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for periods of 7 years have been transferred by the Company, from time to time on or before due date to the Investor Education and Protection Fund.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres within its premises. The Company has in place a policy against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the financial year 2015-16 and hence no complaint is outstanding as on 31st March, 2016.

**PERSONNEL**

Particulars of employees as required under the provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, is not provided as there are no employees covered under it.

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The information in accordance with the provisions of Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are forming part of the Directors' Report for the year ended 31st March, 2016 is given in Annexure - VI.

RELATED PARTY TRANSACTIONS

All related party transactions entered into by the Company during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large .

All related party transactions that were entered into during the financial year were on an arm's length basis. Details of such transactions are given in the Annexure - VII to this report.

Further the following related persons was resigned during the financial year 2015-16.

S.No.	Name	Designation	Related to
1.	Mr. Atit Bhatia	Sr. Vice President (w.e.f 31.07.2015)	Son of Mr. Sanjay Bhatia, Managing Director
2.	Mr. Gaurav Bhatia	Sr. Vice President (w.e.f 1.10.2015)	Son of Mr. Vijay Kumar Bhatia, Whole-time Director

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith in Annexure -VIII.

BADDI LAND

The District Collector, Solan issued a Show Cause Notice to the Company under Section 118 of the H.P. Tenancy and Land Reforms Act. It was alleged that the Company has violated the terms and conditions of the Section 118 of the H.P. Tenancy and Land Reforms Act. The Collector held that the Company has violated the provisions of Section 118 of the H.P. Tenancy and Land Reforms Act, therefore, ordered the vestment of the property in favour of the State of H.P. Being aggrieved, the Company has filed the appeal with Divisional Commissioner, Shimla and date of hearing is awaiting

ACKNOWLEDGEMENT

The Board wishes to place on record with deep sense of satisfaction, their appreciation for the high degree of professionalism, commitment and dedication displayed by employees at all levels and the guidance, co-operation and assistance extended to the Company by its Bankers, Shareholders, Customers and Suppliers.

For & on behalf of Board

Place : New Delhi
Date : 11th August, 2016

(SANJAY BHATIA)
Chairman

**ANNEXURE-1****THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The trend of slowdown in global growth continued during the year. The below par performance of global economy was reflected in a continued growth deceleration in most emerging and developing economies, driven by low commodity prices, weaker capital inflows and subdued global trade.

Against this global backdrop, the growth in India stayed fairly resilient. India was the fastest growing large economy relatively that performed better than most other emerging market currencies. The domestic macro-economic conditions also remained stable. A significant drop in commodity costs led by crude oil and other interventions resulted in lower consumer inflation which allowed easing of interest rates in the economy.

According to International Monetary Fund, the baseline projection for global growth in 2016 is a modest 3.2%, broadly in line with last year and a 0.2% point downward. There is a slowdown in China which has adversely impacted commodity markets. Brexit, the withdrawal of United Kingdom (U.K.) from the European Union (E.U.) will also impact the world economies. However, the recovery is projected to strengthen in 2017 and beyond, driven primarily by emerging market and developing economies, as conditions in stressed economies start gradually to normalize.

OPPORTUNITIES & THREATS

Our Company is one of the leading and established Company in Metal packaging industry. We are keenly conscious of the emerging opportunities in the can-manufacturing sector in India as well as abroad and we shall endeavor to take benefit of every good opportunity in the very best interest of our members.

Following are the opportunity and threats of our Company:

OPPORTUNITIES

1. Historical established performance.
2. Established customer profile and wide customer base.
3. Reputation for quality, well established brand.
4. Edge in raw material procurement.
5. Ability to expand and diversify.
6. Expansion in export market.
7. Professionally & technically qualified Human Resource.
8. Priority of the Government to promote Food Processing Industry.
9. Innovation and new product development.

THREATS

1. Global competition.
2. Lower recovery in Global Economy.
3. Volatility in exchange rate.
4. Competition from unorganized sector.
5. Thin margin.
6. Alternate packaging materials
7. Uncertainty in availability of seasonal fruits & vegetables



8. Political turmoil and unrest in Middle East
9. Eurozone sovereign debt crisis
10. Finance Cost
11. Anti import measures of Government like minimum import price (MIP), Safeguard Duties/ Anti Dumping Duties
12. Mandatory BIS certifications

PRODUCT WISE PERFORMANCE

The Company had been mainly focusing on food products and now gradually expanding its base in non food sector also. In addition Company is also developing new innovative products for domestic and global market.

OUTLOOK

The outlook of the Company seems to be progressive. The management of the Company is engaged in the task of reducing overheads and other costs. Company has a vision to consolidate its position as leader in metal packaging segment.

RISK

There is a trend towards alternate packaging which is cheaper as compared to metal packaging with shorter shelf life inspite of the fact that metal packaging has an edge over them in terms of shelf life, sustainability etc.

CONCERN

The slowdown in Global economies particularly is the main concern and an Anti Dumping Investigation by Australian Anti Dumping Commission is also underway which is a great concern to the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems commensurate with its size and complexity of operations. The Internal Control systems are aimed at monitoring efficiency of operation, ensuring protection of resources, accuracy and promptness of financial reporting and compliance with statutes and regulations. All the vital internal control systems in the Company are working satisfactorily. Our statutory and Internal Auditors have not reported any serious departure in any of the internal control systems. The Audit Committee of the Company regularly reviews internal control systems of the Company and continuous improvements are being made in the same. Budgets are prepared every year and the actual performance is compared to the budgeted performance. The variances are reviewed on a monthly basis and corrective actions are taken accordingly.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

Because of fierce competition & extremely challenging domestic business environment, your Company delivers and achieves Rs.29795.00 lacs as against the previous year's turnover of Rs. 31768.08 lacs i.e. Decrease of Rs. 1973.08 lacs (6.21%). The Export Sales has been increased from Rs. 6809.62 lacs in previous year to Rs. 7273.93 lacs in current year i.e. an increase of Rs. 464.31 lacs (6.82%).

The Company has been successful in increasing its PAT from Rs. 855.99 lacs in previous year to Rs. 1402.26lacs in current year i.e. an increase of Rs. 546.27 lacs (63.82%).

The Company has earned Rs. 9.17 Crores as Profit on Sale of JV Shares/ SBI Bonds/PNB shares during the Financial Year 2015-16 & shown the same as "Exceptional items- Profit from sale of shares" in Profit & Loss a/c.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company recognizes the fact that, beyond the day-to-day conduct of its business, as a responsible corporate citizen, it has to discharge its duties towards the larger society in which it operates.

The core areas identified by your Company and CSR Committee in order to improve the society are promoting Education, Health Care, Women Empowerment and ensuring Environmental sustainability.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL FUND

The Company's ability to deliver value products to clients depends largely on its ability to attract, train, motivate, empower and retain the best professionals. Annual performance appraisal system is already in place to evaluate the operational performance of each employee on the basis of predefined Key Responsibility Area. The Company has 445 permanent employees as on 31st March, 2016.

Industrial relation front continued to be peaceful with no working day loss due to any activity.

VALUE CREATION

Hindustan Tin Works Ltd has showcased dynamism in promoting sustainability of cans at a global level. In 2010, HTW launched a campaign to promote the sustainability messaging of cans, a campaign called Canvirement Week has won several international accolades and awards for its design and uniqueness of going directly to the final consumer. The campaign which received the Innovation award by Messe Essen at the last MetPack, IPA Innovation Award, Empac Challenge Award is in its 6 year and has worked with the government, community and the youth.

Rag pickers are the major cog in the recycling wheel of India, they are the scavengers of the society who pick up the cans from the streets, households and further send it for recycling. These rag pickers live in under privileged conditions and under the banner of Canvirement Week we work to uplift their lives, improve their health and safety environment, give them vocational training and a better life as a humble contribution to the society.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.



ANNEXURE-II

REPORT BY DIRECTORS ON CORPORATE GOVERNANCE**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions. The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. The Company has attached significant importance to the Code of Corporate Governance. The Company's philosophy on corporate governance is to practice transparency in operations and maintain a professional approach and accountability in dealing with its shareholders. The Company has always focused on maintaining highest standards in conducting its affairs ethically and lawfully and has sustained a culture of high ethical standards, integrity and professionalism. The Company strongly believes that good Corporate Governance structure encourages companies to create value that can be sustained over the long term for customers, shareholders, employees and business partners. The success of the Company lies in faithful & sincere persuasion of its core values.

The core values of the Company are:

- Manpower Development,
- Integrity, openness, fairness and trust,
- Commitment to excellence,
- Customer satisfaction,
- Sound and ethical business practices,

Our Company is subjected to Corporate Governance Code. The Company has constituted various committees required to be formed under the code.

BOARD OF DIRECTORS**a) COMPOSITION OF THE BOARD**

The Board of Directors consists of nine directors of which four are Executive Directors and five are Non-Executive, Independent-Directors. The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions. The composition of the Board meets the requirement stipulated in Regulation 17 of Listing Regulations, 2015 with the Stock Exchanges. In the opinion of the Board, none of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, its promoters or its management. The Board of Directors of the Company formulates the strategy, regularly review the performance of the Company and ensure that the objectives are met on a consistent basis.

The composition of the Board and category of Directors are as follows:

Directors	Category
Mr. Vijay Kumar Bhatia	Executive
Mr. Sanjay Bhatia	Executive
Mr. Ashok Kumar Bhatia	Executive
Mr. N. P. Sahni	Independent/ Non- Executive Director
Mr. B. L. Khurana	Independent/ Non- Executive Director
Mr. Ramesh Kumar Jain	Independent/ Non- Executive Director
Mr. M. K. Zutshi	Independent/ Non- Executive Director
Mrs. Aarti Sawhney	Independent/ Non- Executive /Women Director
Mr. P.P. Singh	Executive Director

Mr. Sanjay Bhatia, Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia Executive Directors of the Company are brothers

**b) Board Meetings and Attendance at AGM**

During the year the Board of Directors of the Company met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016. Annual General Meeting held on 17th September 2015.

Record of attendance of Directors at the Board Meeting, Annual General Meeting, held during the year ended 31st March 2016 is as under: -

Directors	No. of Board meetings held during the Directors tenure in 2015-2016	No. of Board Meetings Attended	Attendance at AGM held on 17 th September, 2015	No. of other Directorship & Committee Membership	
				Other Directorship	Committee Membership
Mr. Vijay Kumar Bhatia	FOUR	ONE	ABSENT	-	-
Mr. Sanjay Bhatia	FOUR	FOUR	PRESENT	3	4
Mr. Ashok Kumar Bhatia	FOUR	FOUR	PRESENT	-	-
Mr. N. P. Sahni	FOUR	FOUR	ABSENT	-	-
Mr. B. L. Khurana	FOUR	FOUR	PRESENT	5	1
Mr. Ramesh Kumar Jain	FOUR	FOUR	PRESENT	-	-
Mr. M. K. Zutshi	FOUR	FOUR	ABSENT	-	-
Mrs. Aarti Sawhney	FOUR	FOUR	ABSENT	-	-
Mr. P.P. Singh	FOUR	FOUR	PRESENT	-	-

c) Independent Directors

The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions. Their appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

d) Familiarization Programme for Independent Directors

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Generally one Board Meeting is also held at Plant where all directors visit the Plant before the meeting.

The details of familiarisation programmes for Independent Directors are hosted on the website of the Company and can be accessed at the link: http://hindustantin.biz/board_director.html.

e) Evaluation of the Board's Performance

In compliance with the Companies Act, 2013, and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the performance evaluation of the Board as a whole, of the Individual Directors and various committees were carried out during the year under review. With the help of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning, Board culture, execution and performance of specific duties, obligations and governance.

The Directors expressed their satisfaction with the evaluation process.

BOARD COMMITTEES**1. Audit Committee**

The members of the Audit Committee met four times during the financial year 2015-16. The term of reference of the Committee covers the matters specified for Audit Committee, under Regulation 18



of the Listing Regulations, 2015 with the Stock Exchanges and Section 177 of the Companies Act, 2013. The Audit Committee consists of the following Directors:

Mr. Ramesh Kumar Jain	Chairman
Mr. B. L. Khurana	Member
Mr. N. P. Sahni	Member

All the members of the Committee are Non-Executive and Independent Directors.

The Company Secretary of the Company acts as the Secretary to the Committee. The Audit Committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016.

Name of the Member	Meetings attended during the year
Mr. Ramesh Kumar Jain	Four
Mr. B. L. Khurana	Four
Mr. N. P. Sahni	Four

2. Nomination and Remuneration Committee and its Policy

The Nomination and Remuneration Committee consists of Mr. B. L. Khurana (Chairman), Mr. N. P. Sahni, and Mr. Ramesh Kumar Jain. The term of reference of the committee is to review Company's policy on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters and recommend compensation payable to executive and Non-Executive Directors. The Company paid Rs. 1.41 Crores as remuneration, commission, and sitting fees to Directors as per detail contained in the notes to accounts.

The Nomination and Remuneration Committee met on 31st July, 2015 and 12th February, 2016.

Name of the Member	Meetings attended during the year
Mr. B. L. Khurana	Two
Mr. N. P. Sahni	Two
Mr. Ramesh Kumar Jain	Two

3. Share Transfer Committee

The Company has a Share Transfer Committee consisting of Mr. Sanjay Bhatia and Mr. Ashok Kumar Bhatia. The committee meets regularly to approve transfer of shares.

During the year the Share Transfer Committee met on 12th May, 2015, 9th November, 2015 and 23rd February, 2016.

4. Stakeholders' Relationship Committee

The Company has set up a Stakeholders' Relationship Committee to specifically look into the redressal of shareholder's and investor's complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Shareholders Committee consists of the following Directors:-

Mr. B.L. Khurana (Chairman, Non-executive and Independent)
Mr. Sanjay Bhatia
Mr. Ashok Kumar Bhatia

The committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016. Mr. Rajat Pathak, VP (Finance) & Company Secretary is the compliance officer.

During the year ended 31st March, 2016, 27 investors quarries/Complaints were received, all of which were redressed / replied to the satisfaction of the investors. All valid requests for share transfer received during the year have been acted upon by the Company. No such transfer is pending for a period exceeding one month. The status on reply/redressal of investors complaints is also reported to the Board of Directors from time to time.



5. **Corporate Social Responsibility (CSR) Committee**

As required under section 135 of the Companies Act, 2013 the company has a CSR Committee consisting of the following Members:

Mr. B.L. Khurana (Chairman, Non-executive and Independent)

Mr. Sanjay Bhatia

Mr. Ashok Kumar Bhatia

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating, monitoring and implementation of the framework of Corporate Social Responsibility policy;

The Committee has also formulated Company's CSR policy within the framework of Rules made under the Companies Act, 2013 and Schedule VII of the Companies Act, 2013 and posted on the website of the Company.

The core areas identified by the company and CSR Committee in order to improve the society are Promoting Education, Health Care, Women Empowerment and ensuring sustainability.

The committee met on 27th May, 2015, 31st July, 2015, 3rd November, 2015 and 12th February, 2016.

6. **Separate Meeting of Independent Directors**

During the year under review, the Independent Directors met on 12th February, 2016. In the meeting of independent director following are the directors involve:-

Mr. Ramesh Kumar Jain	Chairman
Mr. N.P. Sahni	Director
Mr. B. L. Khurana	Director
Mr. M.K. Zutshi	Director
Mrs. Aarti Sawhney	Director

The meeting was duly constituted and all the directors were present at the meeting and discuss the performance of Non- independent Directors, Board of Directors and the chairman of the Company and ensure timely and efficient flow of information to the management of the Company.

7. **Committees to handle sexual harassment cases**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. As per the requirement of Companies Act, 2013, it is duly formed. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment.

The Company has following Committees at the Corporate Office and Plant at Murthal under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(1) At Corporate Office, Jasola

- | | | | |
|----|-------------------------|---|---|
| 1. | Mrs. Suman Lata Tyagi | - | Presiding Officer |
| 2. | Mrs. Renu Sharma | - | Member |
| 3. | Mrs. Nidhi Raizada | - | Member |
| 4. | Mrs. Bharati Chaturvedi | - | Director, Chintan Environmental Research and Action Group (NGO) |



(2) At Murthal Plant

- | | | | |
|----|---------------------------|---|---|
| 1. | Mrs Suman Lata Tyagi | - | Presiding Officer |
| 2. | Mrs Nirmala Panchal (NGO) | - | Director, Nirmala Jagriti Organization, Sonapat |
| 3. | Mr P. P. Singh | - | Member |
| 4. | Mr Rajesh Chadel | - | Member |

The main purpose of these Committees is to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

During the year ended 31 March, 2016, the Committee had not received any complaints pertaining to sexual harassment.

REMUNERATION PAID TO DIRECTORS**(A) Details of remuneration paid during the year 2015-2016 :**

Sl. No.	Name of the Directors	Designation	Salary (Rs.) (Basic + HRA + Ex Gratia)	Perq./Allow	P.F.	Total
1.	Mr. Sanjay Bhatia	M.D.	53,78,400	787446	3,80,880	65,46,726
2.	Mr. Ashok Kumar Bhatia	W.T.D.	27,84,000	160000	2,98,080	32,42,080
3.	Mr. Vijay Kumar Bhatia	W.T.D.	24,84,000	-	2,98,080	27,82,080
4.	Mr. P. P. Singh	W.T.D.	11,43,600	10800	-	11,54,400
TOTAL			1,17,90,000	958246	9,77,040	1,37,25,286

(B) Details of payment of sitting fee paid to Non-executive Directors for attending Board Meeting and Audit Committee Meeting:-

	(Rs.)
1. Mr. B. L. Khurana	95,000
2. Mr. N.P. Sahni	83,000
3. Mr. Ramesh Kumar Jain	83,000
4. Mr. M. K. Zutshi	60,000
5. Mrs. Aarti Sawhney	60,000
Total	3,81,000

(C) Details of Shareholding of Directors as on 31st March, 2016.

Mr. Sanjay Bhatia holds 1380169 equity shares, Mr. Vijay Kumar Bhatia holds 321269 equity shares and Mr. Ashok Kumar Bhatia holds 595450 equity shares in the Company. The other non-executive directors do not hold any shares in the Company.

DISCLOSURES**a) Related Party Transaction**

All related party transactions entered into by the Company during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large.

During the year ended on 31st March, 2016, there were no material significant transactions with related parties that may have a potential conflict with the interest of the company at large. Attention is drawn to note no. 37 of the Financial Statements 2015-2016.

The Company's Policy on materiality of related party transactions and on dealing with related party transactions are hosted on the website of the Company and can be accessed at the link: <http://hindustantin.biz/Company-policies.html>.

**b) Compliance by the Company: -**

The Company has complied with requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

c) Risk Management

Your Company has put a risk management framework in place post a comprehensive review of its risk management process. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the business as also the relative risk mitigation measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The risk management is a continuous process.

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The audit committee and the Board of Directors periodically review the risk management framework of the Company.

d) Penalty

No material penalty or stricture was imposed on the Company by any statutory authority for non-compliance on matter related to capital markets, during the last three years.

e) Whistle Blower Policy/Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company at its Board Meeting held on 12th August 2014 has formulated a whistle blower/vigil mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their superior or such other person as notified by the management to the workgroups. Such reports will be reviewed by the Audit Committee of Directors from time to time. The mechanism provides that the confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. This policy is also being posted on the website of the Company.

f) Code of conduct for the Directors and senior managerial personnel.

The Company has laid down a code of conduct for the Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the year 2015-2016. A declaration to this effect by Managing Director has been provided as annexure III to Directors' Report.

The Code of Conduct has also been put on the Company's website www.hindustantinn.biz. The Code has been communicated to each of them and the compliance of the same is affirmed by them annually.

g) SEBI Listing Regulations, 2015

The company is complying with all mandatory requirements of the Listing Regulations, 2015 of Stock Exchange on Corporate Governance.

h) Insurance

The Properties and Assets of the Company are adequately insured.

i) CEO and CFO Certificate

The Chief Executive Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations. The Chief Executive Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. A declaration to this effect has been provided as below.

**COMPLIANCE CERTIFICATE**

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

- A.** We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** we are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C.** 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 we have disclosed to the auditors and the audit committee, deficiencies, in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the Auditors and the Audit committee, wherever applicable;
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Hindustan Tin Works Limited

Sanjay Bhatia
(Managing Director)

M.K. Mittal
AVP (Accounts) & CFO

Place: New Delhi
Date: 30th May, 2016

**GENERAL BODY MEETINGS**

The details of the last three AGMs are as follows: -

AGM	Financial Year	Held At	Date and Time	Special Resolutions Passed
57 th	2014-15	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	17 th September, 2015 10.00 A.M.	<ol style="list-style-type: none"> 1. Revision in Salary of Mr. Sanjay Bhatia, Managing Director. 2. Revision in Salary of Mr. Vijay Kumar Bhatia, Whole Time Director. 3. Revision in Salary of Mr. Ashok Kumar Bhatia, Whole Time Director. 4. Revision in Salary of Mr. P.P. Singh, Whole Time Director. 5. To Appoint Mr. Atit Bhatia as Consultant. 6. Creation of Charges/ Mortgage over assets of the Company to secure loans up to a Limit of Rs. 200 Crores under Section 180(1)(a).
56 th	2013-2014	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	26 th September, 2014 10.00 A.M.	<ol style="list-style-type: none"> 1. Approve continuation of Mr. Ashok Kumar Bhatia as Whole Time Director after attaining age of 70 years. 2. Revision in Salary of Mr. Gaurav Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.3.2020. 3. Revision in Salary of Mr. Paras Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 4. Revision in Salary of Mr. Saket Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 5. Revision in Salary of Mr. Atit Bhatia, Senior Vice President, Relative of Directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020. 6. Increase in Borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013.
55 th	2012-13	Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi	27 th September, 2013 10.00 A.M	NIL
No resolution was passed during the year ending 31st March, 2016 through postal ballot.				

**MEANS OF COMMUNICATION**

- a) The Company neither considers necessary, nor beneficial to the shareholders to send half-yearly report to the shareholders. The Company regularly publishes its financial results at the end of each quarter.
- b) Quarterly Results of the Company were published in the Business Standard (English) and /Hari Bhumi (Hindi). These results are also available on the website of the Company and BSE's website.

GENERAL SHAREHOLDERS INFORMATION**AGM: Date, Time and Venue**

The 58th Annual General Meeting of the Company is scheduled to be held at 10.00 A.M. on Tuesday, 27th September, 2016 at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi.

Financial Year	1st April, 2015 to 31st March, 2016
Date of Book Closure	Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive)
Dividend Payment Date	Thursday, 29th September, 2016

Listing on Stock Exchanges

Your Company's shares are listed with the Delhi Stock Exchange Ltd., Delhi, Bombay Stock Exchange Ltd., Mumbai and Calcutta Stock Exchange Association Ltd., Kolkata. Your Company is regular in payment of listing fees except for Calcutta Stock Exchange Association Ltd. & Delhi Stock Exchange Limited in which the Company has filed application for delisting which are still pending. The Company in its Board Meeting held on 30th July, 2007 has approved delisting of its shares from Delhi and Calcutta Stock Exchanges under amended delisting Guidelines of SEBI (Delisting of Securities) Guidelines, 2003.

Stock Code **BSE Code** **530315**

The market prices high and low during each month at the Mumbai Stock Exchange during April, 2015 to March 2016 are as follows:

<u>Months</u>	<u>High (Rs.)</u>	<u>Low (Rs.)</u>
April, 2015	74.85	58.00
May, 2015	65.30	55.25
June, 2015	57.95	51.25
July, 2015	71.60	52.60
August, 2015	69.00	47.00
September, 2015	56.50	48.25
October, 2015	59.40	51.10
November, 2015	59.60	47.60
December, 2015	75.50	52.50
January, 2016	73.30	55.55
February, 2016	64.95	44.10
March, 2016	56.00	48.05

Registrar and Transfer Agent

M/s Beetal Financial & Computer Services (P) Ltd.
 Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex,
 Near Dada Harsukh Das Mandir, New Delhi- 110062.
 E-mail Id: beetalrta@gmail.com



Share Transfer System

The shareholders can send the shares for transfer to the Company or directly to the Company's Share Transfer Agent. The Share Transfer Committee holds its meeting regularly to give effect to transfer of shares.

The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with respect to issue of share certificates as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

Dematerialization of shares and liquidity

The Company has an agreement with the National Securities Depository Ltd. and Central Depository Services (India) Ltd. with a view to facilitate holding and trading of shares in electronic form. The shares of the Company are in compulsory demat form. The shares of the Company are listed with the Stock Exchanges of Mumbai, Delhi and Kolkata. However, the Company has applied for delisting with the Stock Exchanges of Delhi and Kolkata.

Electronic Clearing Services

The Securities and Exchanges Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's record. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

DISTRIBUTION OF SHAREHOLDING

Shareholding Pattern as on 31st March, 2016

Sl. No.	Particulars	No. of Shares	%
1.	Indian Promoters	4207804	40.46
2.	Resident Individuals/HUF	2564403	24.66
3.	Banks / Financial Institutions/ Insurance Companies	1023579	9.84
4.	Bodies Corporate	1399408	13.46
5.	Foreign Companies	1000500	9.62
6.	Non Resident Indians	90134	0.87
7.	Clearing Member	113855	1.09
	Total	1,03,99,683	100.00

**Distribution of Shareholding as on 31st March, 2016**

No. of Equity Shares held	No. of Share holders	% of Share holders	No. of Shares	% of Share holding
Up To 5000	9328	99.04	18,86,586	18.14
5001 - 10000	38	0.40	2,84,817	2.74
10001 -20000	21	0.22	3,01,622	2.9
20001 -30000	5	0.05	1,33,623	1.28
30001 -40000	2	0.02	74,171	0.71
40001 -50000	3	0.03	1,32,553	1.27
50001 -100000	0	0.00	0	0
100001 And Above	21	0.22	75,86,311	72.95
Total	9,418	100	1,03,99,683	100.00

Plant Location

Village & Post Office-Bhigan,
Dhatoori Road, Tehsil Ganour,
Murthal, Distt. Sonapat (Haryana).

Address for correspondence.

Mr. Rajat Pathak
VP (Finance) & Company Secretary
Hindustan Tin Works Limited,
426, DLF Tower A,
Jasola, New Delhi - 110025.
Ph. No. 011-4999 8888
E-mail: investorrelations@hindustantin.co.in; cs@hindustantin.co.in

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C TO SCHEDULE V OF THE LISTING REGULATIONS

The Company has complied with all the requirements in this regard, to the extent applicable.

COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

(a) Modified opinion(s) in audit report

The Company is in the regime of financial statements with unmodified audit opinion.

(b) Separate posts of Chairperson and Chief Executive Officer

The Chairman is not the Chief Executive Officer of the Company.

(c) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.


DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> Board Composition Meeting of Board of Directors Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / compensation Minimum information to be placed before the Board Compliance Certificate Risk Assessment & Management Performance Evaluation of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> Composition Meeting of Audit Committee Powers of Audit Committee Role of Audit Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> Composition Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> Composition Role of the Committee
5.	Risk Management Committee	21	Not Applicable	The Company is not in the list of top 100 listed entities by market capitalization
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Formulation of Vigil Mechanism for Directors and employees Direct access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Related Party Transactions of the Company are duly approved by the Audit Committee, Board of Directors and Shareholders of the Company, if applicable Review of related party transactions
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	The Company does not have any subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum Directorship and Tenure Meeting of Independent Directors Familiarisation of Independent Directors
10.	Obligations with respect to Directors and Senior management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation with compliance to Code of Business Management Conduct and Ethics from Directors and Management Personnel Disclosure of shareholding by Non- executive Directors Disclosures by Senior Management about potential conflicts of interest
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements as stated above Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of Board of Directors Code of Business Conduct and Ethics for Directors and Management Personnel Details of establishment of Vigil Mechanism/ Whistle Blower Policy Policy on dealing with Related Party Transactions Details of familiarization programmes imparted to Independent Directors

**RE APPOINTMENT OF DIRECTOR AT THE ANNUAL GENERAL MEETING**

Mr. Sanjay Bhatia, retires by rotation and being eligible, offers himself for re-appointment

DIRECTOR'S PROFILE

A brief resume of the Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of Board Committees and their shareholding in the Company are provided below:

1	Name of Director	Mr. Sanjay Bhatia
	Date of Birth	10th March, 1952
	Date of Appointment on Board	7th August, 1992
	Qualification	B. Com, LLB
	Expertise	Business and administration, Legal
	Directorship held in other Companies (excluding foreign and private companies)	Hi - Tech Surfactants Private Limited -Director Innopac Containers Pvt. Ltd. Petainer Innopac Packaging Pvt. Ltd.
	Chairmanships/Memberships in other Company's Committee	PHD Chamber of Commerce and Industry - Chairman (Business Practices & Award Committee) FICCI- Member of National Executive Committee & Steering Committee FICCI - President of FICCI Confederation of MSME Indian Institute of Packaging (IIP)-Member of Governing Body & Chairman of Audit Committee Metal Container Manufacturers Association of India (MCMA)- President Associated Chamber of Commerce (ASSOCHAM - Managing Committee Member
	Shareholding of Director	1380169
	Relationship between directors inter se	Related to Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia, Whole time Directors as brother
2	Name of Director	Mr. Vijay Kumar Bhatia
	Date of Birth	07th May, 1942
	Date of Appointment on Board	04th September, 1978
	Qualification	M Com
	Expertise	Business and administration
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	-
	Shareholding of Director	321269
	Relationship between directors inter se	Related to Mr. Sanjay Bhatia Managing Director and Mr. Ashok Kumar Bhatia, Whole time Director as brother.
3	Name of Director	Mr. Ashok Kumar Bhatia
	Date of Birth	02nd June, 1945
	Date of Appointment on Board	04th September, 1978
	Qualification	B. A.
	Expertise	Business and administration
	Directorship held in other Public Companies (excluding foreign and private companies)	
	Chairmanships/Memberships in other Company's Committee	
	Shareholding of Director	595450
	Relationship between directors inter se	Related to Mr. Sanjay Bhatia Managing Director and Mr. Vijay Kumar Bhatia, Whole time Director as brother.



4	Name of Director	Mr. Ramesh Kumar Jain
	Date of Birth	07th December, 1957
	Date of Appointment on Board	30th December, 2005
	Qualification	Chartered Accountants
	Expertise	Accounts, Auditing, Taxation, Corporate laws
	Directorship held in other Public Companies (excluding foreign and private companies)	–
	Chairmanships/Memberships in other Company's Committee	–
	Shareholding of Director	NIL
	Relationship between directors inter se	
5	Name of Director	Mr. B.L. Khurana
	Date of Birth	01st November, 1925
	Date of Appointment on Board	30th December, 2005
	Qualification	B.A., CAIIG
	Expertise	Ex Chairman of New Bank of India, Banking & Finance Sector
	Directorship held in other Public Companies (excluding foreign and private companies)	RLF Limited- Member Shareholder Committee Usha Leasing (P) Ltd. Madhouze Hospitality Pvt. Ltd. Uttam Values Steels Ltd. Uttam Galva Metallica Ltd Uttam Galva Steel Ltd.
	Chairmanships/Memberships in other Company's Committee	RLF Limited- Member Shareholder Committee
	Shareholding of Director	NIL
	Relationship between directors inter se	
6	Name of Director	Mr. P.P. Singh
	Date of Birth	10th May, 1962
	Date of Appointment on Board	12th August, 2011
	Qualification	B.SC, LLB & Post Graduate Diploma In Human Resources Management
	Expertise	Compliances and Human Resources Management
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	–
7	Name of Director	Mr. N.P. Sahni
	Date of Birth	15th April, 1941
	Date of Appointment on Board	23rd October, 2004
	Qualification	MA, LLB, MSC (University of BATH, UK)
	Expertise	Retired IRS, Direct Taxation
	Directorship held in other Public Companies (excluding foreign and private companies)	NIL
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	–



8	Name of Director	Mr. M.K. Zutshi
	Date of Birth	23rd November, 1942
	Date of Appointment on Board	28th July, 2006
	Qualification	B.A., LLB
	Expertise	Ex Chairman of CBEC, Retired from Indian Customs and Central Excise Services
	Directorship held in other Public Companies (excluding foreign and private companies)	—
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	—
9	Name of Director	Mrs. Aarti Sawhney
	Date of Birth	24th October, 1949
	Date of Appointment on Board	28th May, 2014
	Qualification	M.A.
	Expertise	Ex Chief Commissioner of Income Tax, Retired IRS, Direct Tax and Administration
	Directorship held in other Public Companies (excluding foreign and private companies)	—
	Chairmanships/Memberships in other Company's Committee	NIL
	Shareholding of Director	NIL
	Relationship between directors inter se	—

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To the Members of

HINDUSTAN TIN WORKS LIMITED

We have examined the compliance of conditions of Corporate Governance by Hindustan Tin Works Limited, for the year ended on 31st March, 2016, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : 11th August, 2016

M. L. Puri
Partner
M. No. 9198

**ANNEXURE-III****DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)**

I, Sanjay Bhatia, Managing Director of **Hindustan Tin Works Limited** hereby declare that all the Board Members and senior managerial personnel have affirmed for the year ended on 31st March, 2016 compliance with the Code of Conduct of the Company laid down for them.

Place : New Delhi
Date : 11th August, 2016

Sd/-
Sanjay Bhatia
Managing Director

ANNEXURE-IV**FORM NO. MR-3****SECRETARIAL AUDIT REPORT**

[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]

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016

To,

The Members

Hindustan Tin Work Limited

426, DLF Tower -A, Jasola,
New Delhi -110025,

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 generally 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 made available to us and maintained by **Hindustan Tin Works Limited** for the financial year ended on 31st March 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other law as are applicable to the Company as per representations made by the Company
 - a) Central Excise Act
 - b) Sales Tax Act / Vat Act
 - c) The Finance Act
 - d) Income Tax Act
 - e) Labour Laws
 - f) Environmental Laws

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

- (i) **Secretarial Standards** issued by The Institute of Company Secretaries of India with respect to Board and General Meeting.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).
- (iii) **The Companies (Corporate Social Responsibility) Rules, 2014 along with** Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;

Based on our examination and verification of the books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we do report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, the Memorandum and Articles of Association of the Company and the applicable provisions of the abovementioned laws, standards, guidelines, agreements, etc.

We report that, during the year under review:

1. The Status of the Company during the financial year has been that of a Listed Public Company listed at the Bombay Stock Exchange (BSE), Delhi Stock Exchange (DSE) & Calcutta Stock Exchange (CSE). (Company had applied for delisting of its shares from Calcutta Stock Exchange and Delhi Stock Exchange and the same are pending.)
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.



3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days well 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.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory financial Audit and other designated professionals.

We further report that (as represented by the Company and relied upon by us) 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 no events occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **Gupta Vinod & Company**
Company Secretaries

Place : Delhi
Date : 6th August, 2016

CS Vinod Kumar Gupta
FCS: 3648
CP: 2148



ANNEXURE A

Responsibility Statement

To,

The Members

Hindustan Tin Works Limited

426, DLF Tower -A, Jasola,

New Delhi -110025

Our report is to be read along with the following:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of 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 follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Gupta Vinod & Company**

Company Secretaries

Place : Delhi

Date : 6th August, 2016

CS Vinod Kumar Gupta

FCS: 3648

CP: 2148



ANNEXURE-V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link (<http://hindustantin.biz/csr-policy.html>) to the CSR policy and projects or Programmes.

(i) CSR Philosophy

The Company truly believes in sustainable development which is beneficial for the society at large. It is our co-extensive responsibility to pay back in return to society in terms of helping people and keeping the environment clean and safe for the benefit of the society.

(ii) Objectives

Our main objective is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

2. The Composition of the CSR Committee

Mr. B.L. Khurana	-	Chairman
Mr. Sanjay Bhatia	-	Director
Mr. Ashok Kumar Bhatia	-	Director

3. Average Net Profit of the Company for last three financial years

Average Net Profit - Rs.13,58,92,553/-

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

The Company is required to spend towards CSR- Rs.27,17,851/-

5. Details of CSR spend during the financial year

- (a) Total amount spent for the financial year 2015-2016 - Rs.21,08,881/-
 (b) Amount unspent, if any - Rs. 6,08,970/-
 (c) Manner in which the amount spent during the financial year is detailed below

Sl. No.	Projects/ Activities	Sector	Locations	Amount outlay (budget project or program wise) Rs.	Amount spent on the project or programs Rs.	Cumulative expenditure upto the reporting period Rs.	Amount spent: Direct or through implementing agency
1.	Promoting Preventive Health Care	Healthcare	Delhi NCR Region	1,20,000	1,20,000	1,20,000	Through St. Stephen's Hospital Patients Welfare Society
2.	Promoting Education	Literacy	Delhi NCR Region	4,17,105	4,17,105	4,17,105	Through Chintan Environmental Research and Action Group
3.	Rural Development Projects	Construction of Check Dam	Rajasthan	5,00,000	5,00,000	5,00,000	Through PHD Rural Development Foundation
4.	Employment Enhancing Vocation Skills	Skill Development	All India	2,50,000	2,50,000	2,50,000	Through PHD Family Welfare Foundation
5.	Contribution to Prime Minister's National Relief Fund	Prime Minister's National Relief Fund	Nepal & Chennai	2,92,776	2,92,776	2,92,776	Direct
6.	Promoting special education among the differently abled	Education and Skill Development	Punjab	3,00,000	3,00,000	3,00,000	Through NGO Social Action Group
7.	Promoting education among poor children	Education	Delhi NCR Region	1,01,000	1,01,000	1,01,000	Through Abhinandan Educational and Welfare Society
8.	Serving Women and Children in difficult circumstances	Education and Skill Development	Delhi NCR Region	1,28,000	1,28,000	1,28,000	Through Association for social Health in India
	Total			21,08,881	21,08,881	21,08,881	

**Give details of implementing agency:**

- i. St. Stephen's Hospital Patients Welfare Society, New Delhi
- ii. Chintan Environmental Research And Action Group, New Delhi
- iii. PHD Rural Development Foundation, New Delhi
- iv. PHD Family Welfare Foundation, New Delhi
- v. Social Action Group, Punjab
- vi. Abhinandan Educational and Welfare Society, Delhi
- vii. Association for Social Health, Delhi

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:-

Your Company has spent Rs. 21,08,881/- in the financial year 2015-16 and Rs. 16,43,504/- in the financial year 2014-15 i.e. an increase of Rs. 4,65,377/- (28.32 %) as compared to previous financial year, but still there is an amount which remains unspent during the year as per the Companies Act, 2013.

The Company's CSR initiatives have started setting the foundation of various programs to ensure maximum benefit to the society and country as a whole and the Company is being successful to achieve the same. Thus the Company in future will spend more on CSR activity in accordance with the prescribed limits as set by the Government.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
Sanjay Bhatia
(Managing Director)

Sd/-
B.L. Khurana
(Chairman CSR Committee)

**ANNEXURE-VI****A. Conservation of Energy**

- | | | |
|--|---|---|
| a) Energy conservation measures taken | : | Exhaust fans of production have been replaced with turbo ventilator. |
| b) Additional Investment and proposals if any, being implemented for reduction of consumption of energy. | : | No |
| c) Impact of the measures at (a) and (b) above for reduction of energy consumption and subsequent impact on cost of production of goods. | : | Electricity Saving |

B. Technology Absorption

- | | | |
|--|---|-----------|
| a) Specific areas in which R&D | : | No |
| b) Benefit derived as a result of the above R&D. | : | No |
| c) Future plan of action. | : | No |

Technology Absorption, Adaptation and Innovation

- 1) Efforts, in brief, made towards technology absorption, adaptation - Following steps have been taken during the year with Benefits derived as a result
- Automation on one of the production line- Productivity increase
 - Decorative can line- New Product
 - UV system for Printing machine - Productivity increase

C. Foreign Exchange Earnings and Outgo

1. Activities relating to export, initiatives taken to increase exports, Development of New Export markets for products and Services and Export Plan.
- The Company has continued to maintain focus and avail of Export opportunities based on economic considerations. During the year the company has exports worth Rs. 7273.93 Lacs (Previous year Rs. 6809.62 Lacs).
2. Total Foreign Exchange used and earned **Rs in Lacs**
- | | |
|----------------------------------|--|
| a. Total Foreign Exchange earned | 7188.25 (Previous year Rs. 6711.14 Lacs) |
| b. Total Foreign exchange outgo | 4664.37 (Previous year Rs. 8159.56 Lacs) |



ANNEXURE-VII

FORM NO. AOC -2

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

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

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

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

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

Sl. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Parmanand Vijay Kumar (Mr. Vijay Bhatia, Chairman, Mr. Ashok Bhatia, Whole Time Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia son of Mr. Vijay Bhatia are partners in the firm.)	One Godown and one Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent – Rs. 93000/-	27th May, 2015	NIL
2.	Mr. Ashok Kumar Bhatia (Whole Time Director)	Godown cum Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs. 72000/-	11th February, 2015	NIL
3.	Ms. Manju Bhatia (Wife of Mr. Sanjay Bhatia, Managing Director)	Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs.1015463/- purchase of Office Space – Rs.19608000/-	27th May, 2015	NIL
4.	Ms. Sareeta Bhatia (Wife of Mr. Ashok Kumar Bhatia, Whole Time Director)	Office Rent Agreement	6 Years	In the ordinary course of business and on an arm's length basis Rent Paid – Rs.1015463/- purchase of Office Space – Rs.19608000/-	27th May, 2015	NIL
5.	Parmanand Vijay Kumar (Mr. Vijay Kumar Bhatia, Chairman, Mr. Ashok Kumar Bhatia, Whole Time Director, Mr. Sanjay Bhatia, Managing Director, Mr. Gaurav Bhatia son of Mr. Vijay Kumar Bhatia are partners in the firm.)	For sale and purchase of tinplate sheets	1 Year	In the ordinary course of business and on an arm's length basis Purchase Value – NIL	27th May, 2015	NIL
6.	Innopac (Mrs. Manju Bhatia, Mrs. Neha Bhatia, Mr. Saket Bhatia and Mr. Atit Bhatia, Sons of Mr. Sanjay Bhatia are also partners in the Firm)	For sale and purchase of Metal Cans and Components	1 Years	In the ordinary course of business and on an arm's length basis Sale Value – Rs.2275440/- Purchase value- Rs. 36824/-	5th November, 2014 & 3rd November, 2015	NIL
7.	Innopac Containers Pvt Limited (Mr. Sanjay Bhatia, Managing Director is also a Director in this Company along with his sons Mr. Saket Bhatia and Mr. Atit Bhatia)	For sale and purchase of Metal Cans and Components	1 Years	Value- Nil	5th November, 2014 & 3rd November, 2015	NIL
8.	Artistique Designer Products (Mr. Atit Bhatia and Ms. Samakshi Bhatia, Son and daughter in law of Mr. Sanjay Bhatia are Partners of this firm)	For sale of Metal Cans and Components and for the purchase of Corporate Gifts	1 Years	Purchase Value- Rs. 654255/-	5th November, 2014 & 3rd November, 2015	NIL



ANNEXURE-VIII

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
AS ON FINANCIAL YEAR ENDED ON 31.03.2016**

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	L27109DL1958PLC003006
2. Registration Date	11th December, 1958
3. Name of the Company	Hindustan Tin Works Limited
4. Category/Sub-category of the Company	Public
5. Address of the Registered office & contact details	488, Bartan Market, Sadar Bazar, Delhi-110006 Ph. No.011-23679016/23673645 www.hindustantintin.biz
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Complex, New Delhi- 110062 Ph. No. : 011-29961281, 29961282

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	Can and Components	25992	78.47%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associates	% of Share held	Applicable Section
N.A					

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4180379	-	4180379	40.20	4207804	-	4207804	40.46	+0.26%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	4180379	-	4180379	40.20	4207804	-	4207804	40.46	+0.26%
2. Foreign									
a) NRIs - Individual	-	-	-	-	-	-	-	-	-
b) Other - individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1022000	1579	1023579	9.84	1022000	1579	1023579	9.84	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	1022000	1579	1023579	9.84	1022000	1579	1023579	9.84	-
2. Non-Institutions									
a) Bodies Corp.	1548953	3066	1552019	14.92	1396342	3066	1399408	13.46	-1.46%
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1743747	113206	1856953	17.86	1923337	110454	2033791	19.56	+1.76%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	503449	-	503449	4.84	414272	-	414272	3.98	-0.86%
c) Others (specify)									
Non Resident Indians	104536	6203	110739	1.06	83931	6203	90134	0.87	-0.19%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
HUF	148247	-	148247	1.43	116340	-	116340	1.12	-0.31%
Clearing Members	23818	-	23818	0.23	113855	-	113855	1.09	+0.86 %
Foreign Corporate	1000000	500	1000500	9.62	1000000	500	1000500	9.62	-
Sub-total (B)(2):-	5072750	122975	5195725	49.96	5048077	120223	5168300	49.70	-0.26%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6094750	124554	6219304	59.80	6070077	121802	6191879	59.54	-0.26%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	10275129	124554	10399683	100	10277881	121802	10399683	100	-



(ii) Shareholding of Promoters-

S.No.	Name	Shareholding at the beginning of the year (as on 01.04.2015)			Shareholding at the end of the year (as on 31.03.2016)			% Change in shareholding during the year
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Neha Bhatia	15000	0.14	-	15000	0.14	-	-
2.	Roopam Gorav Bhatia	29475	0.28	-	29475	0.28	-	-
3.	Payal Bhatia	104000	1.00	-	104000	1.00	-	-
4.	Ekta Bhatia	111500	1.07	-	111500	1.07	-	-
5.	Parikshit Bhatia	130180	1.25	-	130180	1.25	-	-
6.	Paras Bhatia	138630	1.33	-	138630	1.33	-	-
7.	Gaurav Bhatia	173579	1.67	-	173579	1.67	-	-
8.	Manju Bhatia	185200	1.78	-	254400	2.45	-	+0.67%
9.	Atit Bhatia	225050	2.16	-	225050	2.16	-	-
10.	Saket Bhatia	226900	2.18	-	226900	2.18	-	-
11.	Sareeta Bhatia	298500	2.87	-	298500	2.87	-	-
12.	Usha Vijay Kumar Bhatia	368802	3.55	-	203702	1.96	-	-1.59
13.	Ashok Bhatia	595450	5.73	-	595450	5.73	-	-
14.	Sanjay Bhatia	731844	7.04	-	1380169	13.27	-	+6.23
15.	Vijay Kumar K. Bhatia	846269	8.14	-	321269	3.09	-	-5.05
	Total	4180379	40.20	-	4207804	40.46	-	+0.26

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

S. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1.	Neha Bhatia	15000	0.14	01.04.2015	No Movement			
				31.03.2016			15000	0.14
2.	Roopam Gorav Bhatia	29475	0.28	01.04.2015	No Movement			
				31.03.2016			29475	0.28
3.	Payal Bhatia	104000	1.00	01.04.2015	No Movement			
				31.03.2016			104000	1.00
4.	Ekta Bhatia	111500	1.07	01.04.2015	No Movement			
				31.03.2016			111500	1.07
5.	Parikshit Bhatia	130180	1.25	01.04.2015	No Movement			
				31.03.2016			130180	1.25
6.	Paras Bhatia	138630	1.33	01.04.2015	No Movement			
				31.03.2016			138630	1.33
7.	Gaurav Bhatia	173579	1.67	01.04.2015	No Movement			
				31.03.2016			173579	1.67
8.	Manju Bhatia	185200	1.78	31.12.2015	30000	Transfer		
				08.01.2016	30000	Transfer		
				05.02.2016	9200	Transfer		
		254400	2.45	31.03.2016			254400	2.45
9.	Atit Bhatia	225050	2.16	01.04.2015	No Movement			
				31.03.2016			225050	2.16
10.	Saket Bhatia	226900	2.18	01.04.2015	No Movement			
				31.03.2016			226900	2.18
11.	Sareeta Bhatia	298500	2.87	01.04.2015	No Movement			
				31.03.2016			298500	2.87
12.	Usha Vijay kumar Bhatia	368802	3.55	04.12.2015	-11000	Transfer		
				18.12.2015	-30000	Transfer		
				25.12.2015	-30000	Transfer		
				08.01.2016	-30000	Transfer		
				15.01.2016	-15000	Transfer		
				22.01.2016	-30000	Transfer		
				05.02.2016	-19100	Transfer		
		203702	1.96	31.03.2016			203702	1.96
13.	Ashok Bhatia	595450	5.73	01.04.2015	No Movement			
				31.03.2016			595450	5.73
14.	Sanjay Bhatia	731844	7.04	19.06.2015	4000	Transfer	735844	7.08
				26.06.2015	4000	Transfer	739844	7.11
				27.11.2015	525000	Transfer	1264844	12.16
				11.12.2015	30000	Transfer	1294844	12.45
				18.12.2015	30100	Transfer	1324944	12.74
				22.01.2016	45025	Transfer	1369969	13.17
				05.02.2016	10200	Transfer	1380169	13.27
		1380169	13.27	31.03.2016			1380169	13.27
15.	Vijay Kumar K. Bhatia	846269	8.14	20.11.2015	-525000	Transfer		
		321269	3.09	31.03.2016			321269	3.09
	Total	4180379	40.20				4207804	40.46



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

S. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	STEMCOR A.G	1000000	9.6157	31-Mar-15		Nil Movement During the Year	1000000	9.6157
		1000000	9.6157	31-Mar-16			1000000	9.6157
		0	-	-			0	0
2	RELIGARE FINVEST LTD	767496	7.38	31-Mar-15				0
		0		24-Apr-15	-22204	Transfer	745292	7.17
		745292	7.17	31-Mar-16			745292	7.17
		0	-	-			0	0
3	UNITED INDIA INSURANCE COMPANY LIMITED	522000	5.0194	31-Mar-15		Nil Movement During the Year	522000	5.0194
		522000	5.0194	31-Mar-16			522000	5.0194
		0	-	-			0	0
4	GENERAL INSURANCE CORPORATION OF INDIA	500000	4.8078	31-Mar-15		Nil Movement During the Year	500000	4.8078
		500000	4.8078	31-Mar-16			500000	4.8078
		0	-	-			0	0
5	UNO METALS LTD	198000	1.9039	05-Jun-15	31752	Transfer	229752	2.21
		0		12-Jun-15	10248	Transfer	240000	2.31
		240000	2.31	31-Mar-16			240000	2.31
		0	-	-			0	0
6	AKG FINVEST LTD	173814	1.6713	10-Apr-15	6186	Transfer	180000	1.73
		0		12-Jun-15	3706	Transfer	183706	1.77
		0		19-Jun-15	13401	Transfer	197107	1.90
		0		26-Jun-15	2565	Transfer	199672	1.92
		0		03-Jul-15	1192	Transfer	200864	1.93
		0		10-Jul-15	12205	Transfer	213069	2.05
		0		17-Jul-15	12033	Transfer	225102	2.16
		0		21-Aug-15	54	Transfer	225156	2.17
		0		28-Aug-15	10327	Transfer	235483	2.26
		0		11-Sep-15	12713	Transfer	248196	2.39
		0		18-Sep-15	1826	Transfer	250022	2.40
		0		25-Sep-15	16651	Transfer	266673	2.56
		0		30-Sep-15	3327	Transfer	270000	2.60
		0		31-Mar-16	-112000	Transfer	158000	1.52
		158000	1.52	31-Mar-16			158000	1.52
		0	-	-			0	0



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

7	SANGEETHA S	128590	1.24	14-Aug-15	2700	Transfer	131290	1.26
			0	28-Aug-15	990	Transfer	132280	1.27
			0	27-Nov-15	1170	Transfer	133450	1.28
			0	11-Dec-15	9000	Transfer	142450	1.37
			0	18-Dec-15	990	Transfer	143440	1.38
			0	05-Feb-16	1350	Transfer	144790	1.39
			0	19-Feb-16	900	Transfer	145690	1.40
		145690	1.40	31-Mar-16			145690	1.40
			0	- -				0
8	RADHEY SHYAM VIG	40904	0.39	17-Jul-15	136	Transfer	41040	0.39
			0	07-Aug-15	820	Transfer	41860	0.40
			0	11-Sep-15	110	Transfer	41970	0.40
			0	25-Sep-15	3	Transfer	41973	0.40
			0	30-Sep-15	1794	Transfer	43767	0.42
			0	02-Oct-15	12	Transfer	43779	0.42
			0	09-Oct-15	1830	Transfer	45609	0.44
			0	06-Nov-15	649	Transfer	46258	0.44
			0	13-Nov-15	301	Transfer	46559	0.45
			0	04-Dec-15	7	Transfer	46566	0.45
			0	26-Feb-16	1	Transfer	46567	0.45
			0	04-Mar-16	1	Transfer	46568	0.45
			0	25-Mar-16	1941	Transfer	48509	0.47
		48509	0.47	31-Mar-16			48509	0.47
			0	- -				0
9	SATHYA S	4628	0.04	17-Apr-15	686	Transfer	5314	0.05
			0	21-Aug-15	1686	Transfer	7000	0.07
			0	23-Oct-15	1581	Transfer	8581	0.08
			0	30-Oct-15	390	Transfer	8971	0.09
			0	06-Nov-15	1719	Transfer	10690	0.10
			0	13-Nov-15	1800	Transfer	12490	0.12
			0	20-Nov-15	1770	Transfer	14260	0.14
			0	27-Nov-15	9321	Transfer	23581	0.23
			0	04-Dec-15	3334	Transfer	26915	0.26
			0	11-Dec-15	1984	Transfer	28899	0.28
			0	18-Dec-15	2000	Transfer	30899	0.30
			0	31-Dec-15	6251	Transfer	37150	0.36
			0	15-Jan-16	3600	Transfer	40750	0.39
			0	05-Feb-16	900	Transfer	41650	0.40
			0	11-Mar-16	3613	Transfer	45263	0.44
		45263	0.44	31-Mar-16			45263	0.44
			0	- -				0
10	GINNI FINANCE PVT LTD	62000	0.60	17-Apr-15	16000	Transfer	78000	0.75
			0	24-Apr-15	-700	Transfer	77300	0.74
			0	29-May-15	-12164	Transfer	65136	0.63
			0	05-Jun-15	-15136	Transfer	50000	0.48
			0	12-Jun-15	-2709	Transfer	47291	0.45
			0	26-Jun-15	-263	Transfer	47028	0.45
			0	30-Jun-15	-2094	Transfer	44934	0.43
			0	10-Jul-15	-4934	Transfer	40000	0.38
			0	24-Jul-15	-4610	Transfer	35390	0.34
			0	31-Jul-15	-13690	Transfer	21700	0.20
			0	07-Aug-15	-21700	Transfer	0	0
		0	0	31-Mar-16			0	0
			0	- -				

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015)/ end of the year (31.03.2016)	
		No. of shares at the beginning of (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1.	Ashok Bhatia	595450	5.73	01.04.2015	No Movement			
				31.03.2016			595450	5.73
2.	Sanjay Bhatia	731844	7.04	19.06.2015	4000	Transfer	735844	7.08
			0	26.06.2015	4000	Transfer	739844	7.11
			0	27.11.2015	525000	Transfer	1264844	12.16
			0	11.12.2015	30000	Transfer	1294844	12.45
			0	18.12.2015	30100	Transfer	1324944	12.74
			0	22.01.2016	45025	Transfer	1369969	13.17
			0	05.02.2016	10200	Transfer	1380169	13.27
		1380169	13.27	31.03.2016			1380169	13.27
3.	Vijay Kumar K. Bhatia	846269	8.14	20.11.2015	-525000	Transfer	321269	3.09
		321269	3.09	31.03.2016			321269	3.09
	Total	2173563	20.90				2296888	20.90

V. INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment. **(Rs. in Lacs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9337.01	1079.13	-	-
ii) Interest due but not paid	27.22	-	-	-
iii) Interest accrued but not due	1.03	10.42	-	-
Total (i+ii+iii)	9365.26	1089.55	-	-
Change in Indebtedness during the financial year				
* Addition	1373.80	-	-	-
* Reduction	1304.86	2.54	-	-
Net Change	68.94	2.54	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	9400.12	1076.26	-	-
ii) Interest due but not paid	18.91	10.75	-	-
iii) Interest accrued but not due	15.17	-	-	-
Total (i+ii+iii)	9434.20	1087.01	-	-

**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/WT/ Manager				Total Amount
		Vijay Kumar Bhatia (WTD)	Sanjay Bhatia (MD)	Ashok Kumar Bhatia (WTD)	Prit Pal Singh (WTD)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2782080	5759280	3082080	1143600	12767040
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	787446	160000	-	947446
	(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, (Allowance)	-	-	-	10800	10800
	Total (A)	2782080	6546726	3242080	1154400	13725286
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Ramesh Kumar Jain	B.L. Khurana	M.K. Zutshi	N.P. Sahni	Aarti Sawhney	
1	Independent Directors						
	Fee for attending board committee meetings	83000	95000	60000	83000	60000	381000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	83000	95000	60000	83000	60000	381000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1 + 2)	83000	95000	60000	83000	60000	381000
	Total Managerial Remuneration						14106286
	Overall Ceiling as per the Act						NA

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		Rajat Pathak V.P. (Finance) & Company Secretary	M.K. Mittal CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2200080	1443240	3643320
	(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	2200080	1443240	3643320

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	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

**INDEPENDENT AUDITORS' REPORT**

To the Members of
HINDUSTAN TIN WORKS LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on 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 reasonableness of the accounting estimates made by Companies 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 financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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 paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to 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"
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28.1 to the financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : 30th May, 2016

M. L. Puri
Partner
M. No. 009198

**"ANNEXURE A" TO THE INDEPENDENTS AUDITORS' REPORT****(Referred to in paragraph 1 of our report of even date)**

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of the available information.
- b) As explained to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. Accordingly, the physical verification of fixed assets has been carried out by the management during the year. We are informed that discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- c) According to the information and explanations given to us, the title deeds of immovable property are held in the name of Company.
- (ii) The physical verification of the inventory has been carried out by the management in accordance with the perpetual inventory programme, at regular intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us, the Company has complied with Section 185 & 186 of the companies act, 2013 in respect of loans, investment, guarantees and securities.
- (v) The Company has not accepted any deposit from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under.
- (vi) We have broadly reviewed the Cost Records maintained by the Company specified by Central Government under Sub Section (1) of Section 148 of the Companies Act and are of the opinion that prima facie the prescribed records have been maintained. We have, however, not made a detailed examination of the Cost Records with a view to determine whether they are accurate or complete.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, the particulars of the disputed dues as at 31.03.2016 which have not been deposited on account of matters pending in appeal before appropriate authorities are as under:

Name of the Stature	Nature of the Dues	Amount Involved (Rs. in Lac)	Period to which amount relates	Forum where the dispute is pending
Haryana Local Area Development Tax Act, 2000	Entry Tax	21.34	FY 2008-09 to FY 2015-16	Hon' ble Supreme Court
Total		21.34		



- (viii) According to information and explanations given to us, the Company has not defaulted in repayment of dues to any bank / financial institutions.
- The Company does not have any debenture holders / bond holders as at the balance sheet date.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- According to informations and explanations given to us the term loan raised by the Company have been applied for the purpose it has been obtained.
- (x) According to the information and explanations given to us no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) 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 of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a 'NIDHI company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and 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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to Registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M.L. Puri & Co.**
Chartered Accountants
FRN No. 002312N

Place : New Delhi
Date : 30th May, 2016

M. L. Puri
Partner
M. No. 9198



"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 of our report of even date)

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

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. 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 168 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 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M.L. Puri & Co.**
Chartered Accountants
FRN No. 002312N

M. L. Puri

Partner

M. No. 9198

Place : New Delhi

Date : 30th May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31 March 2016 ₹	As at 31 March 2015 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	103,996,830	103,996,830
(b) Reserves and Surplus	2	1,116,065,227	988,355,806
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	281,604,638	253,232,383
(b) Deferred tax liabilities (Net)	4	76,923,489	71,296,387
(3) Current Liabilities			
(a) Short-term borrowings	5	662,869,772	718,065,013
(b) Trade payables	6	264,049,218	418,354,643
(c) Other current liabilities	7	159,694,001	122,145,439
(d) Short-term provisions	8	14,616,814	15,586,914
Total		2,679,819,989	2,691,033,415
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9(A)	850,266,485	712,239,819
(ii) Intangible assets	9(B)	332,683	248,492
(iii) Capital work-in-progress	9(C)	13,141,049	66,630,351
(b) Non-current investments	10	-	593,210
(c) Long term loans and advances	11	25,708,648	26,376,151
(2) Current assets			
(a) Investment in equity instrument	12	-	32,852,500
(b) Inventories	13	412,513,669	521,052,055
(c) Trade receivables	14	1,010,029,316	1,022,791,809
(d) Cash and cash equivalents	15	133,858,724	119,050,138
(e) Short-term loans and advances	16	209,812,021	160,350,239
(f) Other current assets	17	24,157,393	28,848,651
Total		2,679,819,989	2,691,033,415

The accompanying Notes 1 to 44 form an integral part of these financial statements

For and on behalf of the Board of Directors

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our separate Report of even date
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

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

Particulars	Note No.	Year Ended 31 March 2016 ₹	Year Ended 31 March 2015 ₹
I. Revenue from operations (Gross)	18	3,216,002,123	3,427,582,612
Less: Excise Duty		236,501,639	250,774,264
Revenue from operations (Net)		2,979,500,484	3,176,808,348
II. Other Income	19	27,496,205	47,901,528
III. Total Revenue (I + II)		3,006,996,689	3,224,709,876
IV. Expenses:			
Cost of materials consumed	20	1,633,224,072	1,743,416,268
Purchase of Stock-in-Trade	21	615,647,119	824,752,088
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	50,777,438	(72,436,858)
Employee benefit expense	23	204,926,915	190,265,951
Financial costs	24	94,825,819	104,476,169
Depreciation and amortization expense		78,556,440	72,860,314
Other expenses	25	232,165,511	229,351,796
IV. Total Expenses		2,910,123,314	3,092,685,728
V. Profit before exceptional and extraordinary items and tax:	(III-IV)	96,873,375	132,024,148
VI. Exceptional items			
Profit from sale of shares		91,729,962	-
VII. Profit/(Loss) before extraordinary items and tax:	(V + VI)	188,603,337	132,024,148
VIII. Extraordinary items		-	-
IX. Profit before Tax	(VII-VIII)	188,603,337	132,024,148
X. Tax expense:			
(1) Current tax		42,750,000	45,220,100
(2) Deferred tax		5,627,102	1,205,244
(3) Earlier years tax		-	-
X. Total		48,377,102	46,425,344
XI. Profit (Loss) for the period from continuing operations after tax:	(IX-X)	140,226,235	85,598,804
XII. Profit / (Loss) from discontinuing operations:		-	-
XIII. Tax expenses of discontinuing operations:		-	-
XIV. Profit/(Loss) from discontinuing operations (after tax):	(XII-XIII)	-	-
XV. Profit (Loss) for the period:	(XI + XIV)	140,226,235	85,598,804
XVI. Earning per equity share (Face Value ₹ 10 each)			
(1) Basic		13.48	8.23
(2) Diluted		13.48	8.23

1. There is no discounting operation during the year as per AS-24

2. The accompanying Notes 1 to 44 form an integral part of these financial statements

For and on behalf of the Board of DirectorsSANJAY BHATIA
Managing DirectorASHOK KUMAR BHATIA
Whole Time DirectorRAJAT PATHAK
VP (Finance) &
Company SecretaryAs per our separate Report of even date
For M.L. Puri & Co.
Chartered Accountants
FRN 002312NPlace : New Delhi
Date : May 30, 2016M.K. MITTAL
AVP (Accounts) & CFOM. L. PURI
(Partner)
M. No. 9198

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

Particulars	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
A. Cash Flow from Operating activities		
Net Profit before tax	188,603,337	132,024,148
Adjustment for :		
Add - Depreciation	78,556,440	72,860,314
Interest	94,825,819	104,476,169
Excise & Sales Tax Written Off	1,229,608	470,161
	174,611,867	177,806,644
	363,215,204	309,830,792
Less - Interest Received from Security Deposit & others	350,156	225,803
Interest on Inter Corporate Deposit	13,610,778	15,917,821
Dividend received	3,943	-
Profit / (Loss) on sale of Fixed Asset	577,154	(93,101)
Income From Joint Venture	2,648,158	8,341,503
Profit on sale of investment (shares)	91,729,962	-
Unrealized Foreign Exchange Gain	551,912	2,564,500
Other Income	9,015,345	4,786,542
	(118,487,408)	(31,743,068)
Operating profit before working capital changes	244,727,796	278,087,724
Add - Decrease in Trade Receivables	11,410,118	-
Decrease in Advance	-	7,444,605
Decrease in Inventory	108,538,386	-
Increase in Other Liabilities & Provisions	-	17,775,350
Less - Decrease in other Liabilities & provisions	147,699,738	-
Increase in Trade Receivables	-	112,250,848
Increase in Advance	44,103,021	-
Increase in Inventory	-	(71,854,255)
Cash Generated From Operations	172,873,541	93,503,258
Less- Excise & Sales Tax written off	(1,229,608)	(470,161)
Less- Direct Tax paid	(43,720,100)	(42,542,000)
	127,923,833	50,491,097
B. Cash Flow from investing Activities		
Purchase of Fixed Assets	150,341,281	142,228,376
Sale of Fixed Assets	3,290,000	3,174,306
Dividend Received	3,943	-
Sale of Investment (shares)	125,175,672	-
Interest Income	13,960,934	16,143,624
Other Income	9,015,345	4,786,542
Income From Joint Ventures	2,648,158	8,341,503
	3,752,771	(109,782,401)
	131,676,604	(59,291,304)
C. Cash Flow from Financing Activities		
Net proceeds from Secured Loan	-	-
Repayment of Secured Loan	9,238,930	(186,640,210)
Repayment of Unsecured Loan	286,455	(9,400,850)
Interest Paid	94,825,819	104,476,169
Dividend Paid (including dividend tax)	12,516,814	9,733,688
Net increase / (decrease) in Cash & Cash equivalents	14,808,586	22,539,899
Cash & Cash equivalents as at the beginning of the year	119,050,138	96,510,239
Cash & Cash equivalents as at the end of the year	133,858,724	119,050,138

Notes: Cash and Cash Equivalents represent Cash and Bank balance and include Rs. 6.70 Lacs (Previous year: 6.86 Lacs) of unpaid dividend not available for use by the Company;
Cash and Cash Equivalents includes Fixed Deposits lying with Banks under Lien of Rs. 207.64 Lacs (Previous year: 256.88 lacs)

For and on behalf of the Board of Directors

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our separate Report of even date
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

**NOTE NO. 1**

Share Capital	As at 31 March 2016		As at 31 March 2015	
	Number	₹	Number	₹
Authorised				
12% Redeemable Cumulative preference shares of ₹10/- each	250,000	2,500,000	250,000	2,500,000
Equity Shares of ₹ 10/- each	12,250,000	122,500,000	12,250,000	122,500,000
Issued, Subscribed & Paid up				
12% Redeemable Cumulative preference shares of ₹ 10/- each	—	—	—	—
Equity Shares of ₹ 10/- each fully paid	10,399,683	103,996,830	10,399,683	103,996,830
TOTAL	10,399,683	103,996,830	10,399,683	103,996,830

1.a) Details of Shareholders holding more than 5% shares in the company

Name of Shareholders	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Religare Finvest Limited	745292	7.17	767496	7.38
2. Stemcor A. G.	1000000	9.62	1000000	9.62
3. Mr. Sanjay Bhatia	1380169	13.27	731844	7.04
4. Mr Vijay Kumar Bhatia	321269	3.09	846269	8.14
5. Mr. Ashok Kumar Bhatia	595450	5.73	595450	5.73
6. United India Insurance Co. Ltd.	522000	5.02	522000	5.02

1. a) The company has issued only one class of shares referred to as Equity Shares having a per value of Rs. 10/-. All equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared. All shares rank equally with regard to the company's residual assets.
1. b) The amount of per share dividend recognised as distributions to equity shareholders for the year ended March 31, 2016 is Rs. 1.00 (Previous year: Rs. 1.00), subject to approval by shareholders in the ensuing annual general meeting.



NOTE NO. 2

<u>Reserves & Surplus</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Capital Reserves		
At the beginning and at the end of the year	32,495,220	32,495,220
b. Capital Redemption Reserve		
At the beginning and at the end of the year	812,200	812,200
c. Securities Premium Account		
At the beginning and at the end of the year	260,310,000	260,310,000
d. General Reserve		
Opening Balance	89,914,225	100,684,982
(+) Current Year Transfer	10,000,000	10,000,000
(-) Effect of change in depreciation as per Schedule II of Companies Act 2013	-	(31,466,077)
(+) Effect of change in deferred Tax due to change in depreciation.	-	10,695,320
Closing Balance	99,914,225	89,914,225
e. Zero Coupon Warrant Forfeited Account		
At the beginning and at the end of the year	1,100,000	1,100,000
f. Surplus		
Opening balance	603,724,161	540,642,171
(+) Net Profit/(Net Loss) For the current year	140,226,235	85,598,804
(-) Proposed Dividends	10,399,683	10,399,683
(-) Tax on proposed Dividends	2,117,131	2,117,131
(-) Transfer to Reserves	10,000,000	10,000,000
Closing Balance	721,433,582	603,724,161
Grand Total	1,116,065,227	988,355,806

NOTE NO. 3

<u>Long Term Borrowings</u>	As at 31 March 2016 ₹		As at 31 March 2015 ₹	
	Non-current portion	Current Maturities	Non-current portion	Current Maturities
Secured				
Term loans				
(a) From Banks				
A) STANDARD CHARTERED BANK (ECB LOAN IN FC)	144,212,914	42,874,118	113,979,706	11,030,294
B) KOTAK MAHINDRA BANK LTD (FCTL I)	91,176,063	30,392,011	117,632,317	29,408,076
C) PUNJAB NATIONAL BANK (335 LACS)	-	-	-	6,499,830
D) STATE BANK OF INDIA (335 LACS)	-	2,000,000	-	6,500,000
E) PUNJAB NATIONAL BANK (400 LACS)	-	7,055,691	7,055,691	7,280,000
F) KOTAK MAHINDRA BANK LTD (FCTL II)	28,844,718	8,049,688		
G) AUTO LOANS FROM (PNB and ICICI BANK, Kotak Mahindra Mahindra Prime Ltd. and Volkswagen Finance P. Ltd.)	10,537,444	12,791,901	7,731,169	9,598,048
(b) From other parties				
LIFE INS. CORPN. OF INDIA	6,833,500	-	6,833,500	-
Total	281,604,638	103,163,410	253,232,383	70,316,248

Note: Amounts stated in "current Maturities" above include amounts disclosed under the head "other current liabilities" (Note No-7) There has been no defaults in repayment of any of the loans or interest thereon at the end of the year.



Terms & Conditions

1. The Term Loans A to E above are secured by pari-passu first charge on movable Fixed Assets of the company both present and future and Equitable Mortgage of immoveable Murthal property in addition by second charge on current assets of the company and guaranteed by Directors namely S/Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia and Sanjay Bhatia.
2. The Term Loan F above is secured by first and exclusive Equitable Mortgage charge on immovable Fixed Assets of the company being JA-0818 and JA-0819 Jasola Office premises New Delhi and guaranteed by Directors namely S/Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia and Sanjay Bhatia.
3. Auto Loan of F above are secured against hypothecation of Vehicles.
 - A) The loan carrying interest link to the LIBOR + 3.00% rate repayable in 17 quarterly instalment each of USD 58823.53 from November 2015 to November 2019 of ECB of USD 1.00 million , 17 quarterly installment each of USD 58823.53 from February 2016 to February 2020 of ECB of USD 1.00 million and 17 quarterly installment each of USD 58823.53 from July 2016 to July 2020 of ECB of USD 1.00 million.
 - B) The loan converted into FCTL carrying interest link to the LIBOR + 4.00% repayable monthly instalment of USD 38226.06 upto March 2020.
 - C) The loan adjusted in March 2016 as per repayment schedule.
 - D) The loan adjusted in April 2016 as per repayment schedule
 - E) The loan carrying interest link to the bank base rate repayable in quarterly instalment of Rs.18.20 lacs upto March 2017.
 - F) The loan taken in FCTL carrying interest link to the LIBOR + 4.00% repayable monthly instalment of USD 10124.06 upto October 2021.
 - G) There are 21 Auto Loans which are repayable in varying amounts on monthly basis and the last instalment will be payable in September 2018.
3. Loan from LIC is Secured against Keyman policy of the company.
 The above LIC loan will be repaid at the time of maturity (i.e in Financial Year 2017-18)

**NOTE NO. 4**

<u>Deferred tax liabilities (Net)</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Diffrence between book and tax depreciation	76,923,489	71,296,387
TOTAL	76,923,489	71,296,387

NOTE NO. 5

<u>Short Term Borrowings</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
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Secured**(a) Loans repayable on demand****From banks****Working Capital Limits**

A) PUNJAB NATIONAL BANK	228,775,046	282,695,917
B) STATE BANK OF INDIA	162,497,667	174,514,609
C) STANDARD CHARTERED BANK	73,970,873	45,878,454
D) HDFC BANK	40,000,000	40,000,000

Loan Against FDR'S

A) PUNJAB NATIONAL BANK	-	17,063,392
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Working Capital limits are secured by pari-passu first charge on Current Assets of the company both present and future and in addition by second charge on moveable fixed assets and Equitable Mortgage of immoveable Murthal property of the company.

(The above working capital limits are guaranteed by Directors namely S/ Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia, and Sanjay Bhatia.)

B) YES BANK LTD.	50,000,000	50,000,000
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The above loan is against subservient charge on all the current assets and movable fixed assets of the company both present and future and gauranteed by Director Sh. Sanjay Bhatia.)

Total (A)	555,243,586	610,152,372
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Unsecured

A) TATA CAPITAL FINANCIAL SERVICES LTD.	107,626,186	107,912,641
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The above loan is against bill discounting of suppliers gauranteed by Directors namely S/ Sh. Vijay Kumar Bhatia, Ashok Kumar Bhatia, and Sanjay Bhatia.)

Total (B)	107,626,186	107,912,641
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Grand Total (A+B)	662,869,772	718,065,013
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a) There has been no defaults in repayment of any of the loans or interest thereon at the end of the year.

**NOTE NO. 6**

<u>Trade Payables</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Trade Payables	95,044,146	73,574,868
b. Acceptances	169,005,072	344,779,775
Total	264,049,218	418,354,643

NOTE NO. 7

<u>Other Current Liabilities</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Current maturities of long-term debt (Refer Note No. 3)	103,163,410	70,316,248
(b) Interest accrued but not due on borrowings	1,517,429	1,144,528
(c) Interest accrued and due on borrowings	1,890,888	2,722,234
(d) Unpaid dividends	670,179	685,537
(e) Other payables		
1. Advance from Customers	10,508,650	11,492,979
2. Statutory Liabilities	3,906,334	3,700,721
3. Creditors for Capital Goods	713,610	3,510,104
4. Other Liabilities	37,323,501	28,573,088
Total	159,694,001	122,145,439

NOTE NO. 8

<u>Short Term Provisions</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Others		
Income tax	2,100,000	2,650,000
Dividend	10,399,683	10,399,683
Dividend Tax	2,117,131	2,117,131
Wealth Tax	-	420,100
Total	14,616,814	15,586,914



NOTE NO. 9

FIXED ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION BLOCK						NET BLOCK	
	As on 01.04.2015	Revaluation Reserve	Addition During the Year	Sales/ Adjustment	Total	Upto 01.04.2015	During the Year	Transfer to General Reserve	Sales/ Adjustment	Upto 31.03.2016	Total As on 31.03.2016	As on 31.03.2015
A). Tangible Assets												
LAND	24,972,166	-	-	-	24,972,166	-	-	-	-	-	24,972,166	24,972,166
BUILDING	204,625,280	-	85,929,169	-	290,554,449	48,305,582	8,556,064	-	-	56,861,646	233,692,803	156,319,698
BUILDING (ADM BLOCK)	18,279,923	-	392,627	-	18,672,550	900,040	299,996	-	-	1,200,036	17,472,514	17,379,883
BUILDING (ADM BLOCK) (JASOLA)	52,775,120	-	45,045,448	-	97,820,568	6,645,697	1,146,472	-	-	7,792,169	90,028,399	46,129,423
PLANT & MACHINERY	791,351,467	14,079,685	38,096,013	-	843,527,165	420,445,017	43,902,465	-	-	464,347,483	379,179,681	384,986,136
ELECTRIC EQUIPMENT	32,452,167	-	15,246,406	1,022,060	46,676,513	6,290,951	4,743,153	-	112,123	10,921,981	35,754,532	26,161,216
ELECTRIC TRANSFORMER	1,880,530	-	-	-	1,880,530	368,903	156,375	-	-	525,278	1,355,252	1,511,627
OFFICE EQUIPMENT	13,034,098	-	2,496,505	75,800	15,454,803	10,711,595	1,257,476	-	68,863	11,900,207	3,554,597	2,322,503
VEHICLES	64,185,025	-	25,437,122	16,683,474	72,938,673	32,755,726	13,840,235	-	14,887,503	31,708,462	41,230,211	31,429,298
PATTERN & DIES	8,481,578	381,789	1,534,526	-	10,397,893	8,278,855	86,403	-	-	8,365,258	2,032,635	584,512
FORKLIFT	8,802,326	625,685	1,231,747	-	10,659,758	4,977,382	475,658	-	-	5,453,040	5,206,718	4,450,629
COMPUTERS	5,013,052	-	622,332	7,000	5,628,384	4,352,702	455,205	-	7,000	4,800,906	827,478	660,349
FURNITURE & FIXTURE	12,281,102	-	1,044,829	-	13,325,931	7,183,528	1,470,966	-	-	8,654,495	4,671,436	5,097,574
FURNITURE & FIXTURE (JASOLA)	15,007,167	-	2,068,162	-	17,075,329	4,772,358	2,014,900	-	-	6,787,258	10,288,071	10,234,809
Total	1,253,141,001	15,087,159	219,144,886	17,788,334	1,469,584,712	555,988,336	78,405,367	-	15,075,489	619,318,218	850,266,485	712,239,819
Previous Year	1,135,361,175	15,087,159	135,092,996	17,313,171	1,268,228,159	466,876,359	72,677,859	30,479,886	14,045,764	555,988,338	712,239,819	683,571,975
B). Intangible Assets												
COMPUTERS SOFTWARE	1,991,875	-	235,265	-	2,227,140	1,743,383	151,074	-	-	1,894,457	332,683	248,492
Previous Year	1,900,726	-	91,149	-	1,991,875	574,737	182,455	986,191	-	1,743,383	248,492	1,325,989
TOTAL	1,255,132,876	15,087,159	219,380,151	17,788,334	1,471,811,852	557,731,719	78,556,440	-	15,075,489	621,212,674	850,599,169	712,488,311
C). Capital work in Progress												
Previous Year	-	-	-	-	1,31,41,049	-	-	-	-	-	-	-
Previous Year	-	-	-	-	66,630,351	-	-	-	-	-	-	-

Particulars

Fixed Asset & Capital WIP (Capitalization of exchange difference as per AS-11)

Capital work in Progress (Capitalisation of Interest as per AS-16)

Interest Capitalised in Fixed Assets till put to use

As at 31st March 2016

17,377,523

81,995

1,011,579

As at 31st March 2015

1,245,000

1,485,332

2,426,827



NOTE NO. 10

<u>Non-Current Investments</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Other Investments (Refer A below)		
(a) Investment in Equity instruments	-	93,210
(b) Investments in Mutual Funds	-	500,000
Total	-	593,210
a. Aggregate amount of quoted investments		
Book Value	-	593,210
Market Value	-	768,203

(A) Details of Other Investments

Name of the Body Corporate	Subsidiary/ Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)		Whether stated at Cost Yes / No
(1)	(2)	2016 (3)	2015 (4)	(5)	(6)	2016 (6)	2015 (7)	(8)
(a) Investment in Equity Instruments								
1. PNB	Others	0	1195	Quoted	Fully paid	0	93210	Yes
(b) Investments in Mutual Funds								
1. SBI Infrastructure Fund	Others	-	50000	Quoted	Fully Paid	0	500000	Yes
Total						-	593,210	

NOTE NO. 11

<u>Long Term Loans and Advances</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Capital Advances		
Unsecured, considered good	16,042,483	19,833,819
b. Security Deposits		
Unsecured, considered good	9,666,165	6,542,332
Total (A+B)	25,708,648	26,376,151



NOTE NO. 12

<u>Current Investments</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(Other Investments (Refer A below))		
(a) Investment in Equity instruments	-	32,852,500
Total	-	32,852,500
Aggregate amount of unquoted investments	-	32,852,500

(A) Details of Other Investments

Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (Rs.)		Whether stated at Cost Yes / No
		2016	2015			2016	2015	
(1)	(2)	(3)	(4)	(5)	(6)	(6)	(7)	(8)
(a) Investment in Equity Instruments								
Rexam HTW Beverage Can (India) Ltd.	JV	0	3285250	Unquoted	Fully paid	0	32852500	Yes
Total						-	32,852,500	

NOTE NO. 13

<u>Inventories</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Raw Materials	222,414,318	291,445,651
Goods-in transit	42,413,551	30,912,267
	264,827,869	322,357,918
b. Work-in-progress*	92,838,983	102,677,800
c. Finished goods#	42,639,411	68,538,946
d. Stock-in-trade	6,335,279	21,374,365
Goods-in transit	-	-
e. Stores and spares	5,872,127	6,103,026
Total	412,513,669	521,052,055

Note:

Of the above Inventories a,d and e are valued at cost or market price whichever is lower

* Work-in-progress is valued at raw material + Process cost

Finished goods is valued at market price or cost whichever is lower.

**NOTE NO. 14**

<u>Trade Receivables</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(a) Trade receivables outstanding for a period <u>less than six months</u> from the date due for payment Unsecured, considered good	811,378,280	898,400,507
(b) Trade receivables outstanding for a period <u>exceeding six months</u> from the date due for payment Unsecured, considered good	198,651,036	124,391,302
Total	1,010,029,316	1,022,791,809

NOTE NO. 15

<u>CASH AND CASH EQUIVALENTS</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(i) Cash and cash equivalents		
(a) Balances with banks; In Current A/c	92,840,514	41,185,521
(b) Cash on hand	864,301	953,095
(c) Others	-	-
(ii) Earmarked balances with banks:		
A. FDRS	23,398,756	60,141,011
B. Bank deposits(FDRs) with more than 12 months maturity	16,084,974	16,084,974
(iii) Unpaid Dividend with bank	670,179	685,537
Total	133,858,724	119,050,138

NOTE NO. 16

<u>Short-term loans and advances</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
a. Others		
Unsecured, considered good		
1. Intercompany deposit	101,000,000	73,000,000
2. Balance with Custom, Excise & Income Tax etc.	94,161,188	76,556,046
3. Advances recoverable in cash or kind or value to be received	14,650,833	10,794,193
Total	209,812,021	160,350,239

NOTE NO. 17

<u>Other Current Assets</u>	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Unsecured, considered good		
1. Export Incentive Receivables	2,302,007	3,469,244
2. Interest Receivable	21,855,386	25,379,407
Total	24,157,393	28,848,651

**NOTE NO. 18**

<u>Revenue From operation (Gross)</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
(a) Sale of products		
MANUFACTURING		
Metal Containers & Components	2,419,540,781	2,408,686,361
Printed / Lacquered Sheets	-	3,388,608
STOCK IN TRADE		
Tinplate	641,332,691	855,893,295
Others	-	-
(b) Other operating revenue		
Scrap from process	155,128,651	159,614,348
TOTAL	3,216,002,123	3,427,582,612
Less: Excise duty	236,501,639	250,774,264
TOTAL (Net of Excise duty)	2,979,500,484	3,176,808,348

NOTE NO. 19

<u>Other Income</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Dividend Income	3,943	-
Other Non-operating Income		
A. Profit on Sale of Fixed Assets	577,154	-
B. Other Income	25,624,437	29,272,665
C. Difference in foreign exchange rate variation (net)	1,290,671	18,628,863
Total	27,496,205	47,901,528

NOTE NO. 20

<u>Cost of Material Consumed</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Inventory at the beginning of the year (A)	322,357,918	296,533,288
Add: Purchases		
Tinplate	1,084,650,574	1,303,941,941
Printing Material	88,280,407	92,694,026
Packing Material	61,561,505	63,210,084
Other Raw Material	341,201,537	309,394,847
Total Purchase (B)	1,575,694,023	1,769,240,898
(A+B)	1,898,051,941	2,065,774,186
Less: Inventory at the end of the year	264,827,869	322,357,918
Cost of raw material consumed	1,633,224,072	1,743,416,268
<u>Details of Raw Material Consumed</u>		
Tin Plate	1,134,347,830	1,277,143,892
Printing Material	90,302,604	88,224,291
Packing Material	60,508,474	62,645,988
Other materials	348,065,164	315,402,097
Total	1,633,224,072	1,743,416,268

**NOTE NO. 21**

<u>Purchase of Stock-in-trade</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Tinplate	615,647,119	824,752,088
Others	-	-
Total	615,647,119	824,752,088

NOTE NO. 22

<u>Changes in Inventories</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Stock in Trade		
Opening Stock	21,374,365	38,369,189
Closing Stock	6,335,279	21,374,365
Changes in inventories of Stock-in-trade (A)	15,039,086	16,994,824
Work in Progress		
Opening Stock	102,677,800	58,507,665
Closing Stock	92,838,983	102,677,800
Changes in inventories of Work in progress (B)	9,838,817	(44,170,135)
Finished Goods		
Opening Stock	68,538,946	23,277,399
Closing Stock	42,639,411	68,538,946
Changes in inventories of Finished Goods (C)	25,899,535	(45,261,547)
Total (A + B + C)	50,777,438	(72,436,858)

NOTE NO. 23

<u>Employee benefit expense</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
salaries, Wages, Bonus etc.	191,051,491	177,881,829
Contribution to Provident and other Funds	9,047,521	7,954,041
Employees Welfare	4,827,903	4,430,081
Total	204,926,915	190,265,951

NOTE NO. 24

<u>Finance Costs</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Interest expense	86,305,483	95,055,746
Bank Charges	8,520,336	9,420,423
Total	94,825,819	104,476,169

**NOTE NO. 25**

<u>Other Expenses</u>	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
Consumption of Stores and Spares	24,913,294	24,391,094
Power & Fuel	70,629,895	78,570,040
Repair to :		
-Buildings	1,839,661	2,900,270
-Plant & Machinery	1,469,383	1,152,445
-Others	1,434,260	618,736
Director's sitting Fees	381,000	257,000
Insurance	6,447,858	6,370,316
Payment to Auditors	1,113,474	764,340
Professional & Legal	16,282,328	14,713,656
Rates & Taxes	1,670,731	782,799
Rent	3,404,891	5,212,475
Conveyance	3,726,972	3,595,303
Motor Car & Scooter Expenses	3,084,733	2,878,329
Subscription	1,105,059	1,220,442
CSR Expenses	2,108,881	1,643,504
Donation	125,101	140,661
Postage Telegraph & Telephone	3,784,438	3,191,410
Books & Periodicals	87,881	70,362
Printing & Stationery	1,556,155	1,567,541
Software development Charges	148,126	14,633
Miscellaneous	11,358,807	10,366,246
Travelling Expenses	10,207,749	13,180,225
Advertisement	2,020,745	5,964,278
Cash Discount & Rebate & Damages	5,480,855	2,461,011
Excise Written Off	1,229,608	470,161
Fine & Penalty	36,161	-
Sales Commission	-	147,565
Sales Promotion	2,252,492	1,964,637
Balance Written off	258,615	333,668
Loss on sale of fixed assets	-	93,101
Job Charges	-	142,226
Freight, Forwarding & Shipment Charges (Net)	54,006,358	44,173,322
Total	232,165,511	229,351,796
<u>Payment to Auditors</u>		
	Year ended 31 March 2016 ₹	Year ended 31 March 2015 ₹
a. As Auditor	275,000	275,000
b. For taxation matters	125,000	125,000
c. For other services (Certifications)	675,878	337,500
d. For reimbursement of expenses	37,596	26,840
Total	1,113,474	764,340

**26. COMPANY OVERVIEW**

Hindustan Tin Works Limited ("the company") is a public company incorporated on 11th December, 1958 under the Companies Act, 1956; equity shares of the company are listed on Bombay Stock Exchange, Calcutta Stock Exchange and Delhi Stock Exchange. The company is engaged mainly in the business of Manufacturing of Tin Cans, Printed / Lacquered Sheets, Components and trading in Tin Plates.

27. SIGNIFICANT ACCOUNTING POLICIES:**27.1 Basis of Preparation of Financial Statements**

The financial statement has been prepared to comply in all material respect with the mandatory Accounting Standard notified by the Central Government as per Companies (Accounting Standard) Rules 2006 (as amended) read with Circular No. 15/2013 dated September 13, 2013 and General Circular No. 8/2014 dated 04th April 2014 issued by the Ministry of Corporate Affairs and the relevant provision of Companies Act 2013. These financial statements have been prepared on an accrual basis and under historical cost convention on the basis of going concern. The accounting policies adopted in the preparation of financial statement are consistent with those of previous year.

27.2 Recognition of Income and Expenditure:

Revenues /Income and Costs/Expenditure are generally accounted on accrual, as they are earned or incurred. Sales of Goods are recognized on transfer of significant risks and rewards of Ownership which is generally on the dispatch of goods. Company makes export sales by using custom / cenvat paid material against which Company is entitled to import duty free raw material or duty draw back. The accounting for export benefits are on accrual basis and same is reduced from the cost of raw material consumed in the financial statement. In case of advance authorization the estimated amount of export benefits have been recognized in the financial statement and suitable adjustment for the difference arising on actual receipt of material would be made in the year of receipt of material.

27.3 Uses of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

27.4 Fixed Assets

Fixed assets are stated at cost except Plant & Machinery shifted from erstwhile Sahibabad unit which were revalued on 30.6.92 and the assets of erstwhile Conwel Cans India Ltd. which has been taken on fair market value as per the approved valuer's report. If any fixed assets have a Component the value of which is more than 10% of the value of machine and the life of the component is different from the life of machine will be capitalized separately.

27.5 Method of Depreciation:

Depreciation is provided on straight line method with NIL residual value (except in respect of assets belonging to Registered Office Depreciation on which has been provided at Written Down Value with 5.00% residual value) and at the rates and in the manner specified in the Schedule II of the Companies Act, 2013, (net of cenvat/vat as applicable.) Depreciation on additions to assets or on sale/discardment of assets is calculated pro rata from the Date of such addition or up to the Date of such sale/discardment, as the case may be.

27.6 Investment

The company has sold the shares in Joint Venture Company for Rs.12,44,40,000/- and earn Long Term Capital gain Rs. 9,15,87,500/-. Investment in Punjab National Bank and State Bank of India has also been disposed off during the financial year. Total Long Term Capital Gain during the Year is Rs. 9,17,29,962/-.

**27.7 Value of Inventory**

Inventories are valued at cost or net realizable value whichever is lower. The bases of valuation are as follows:-

Raw material, stores & spares	:	At cost or Net realizable value which ever is lower.
Work-in-process	:	At raw material cost plus Process cost.
Finished goods	:	At Market Price or Cost which ever is lower

Accounting of Raw Material purchase & closing stock is net of CENVAT & VAT credit. Claims & refunds, if any, shall be accounted for in the year of determination. The excise duty in respect of closing inventory of finished goods is not included in the valuation of finished goods inventory.

27.8 Foreign Currency Transaction

- (i) Transactions in foreign currency are recorded at the exchange rate published by Custom department for the particular period on which the transaction recorded.
- (ii) Current monetary Assets and Liabilities denominated in foreign currency are translated at the exchange rate prevailing at the date of balance sheet and gains or losses (net) on translation are recognized in profit and Loss Account.
- (iii) In respect of forward exchange contract assigned to foreign currency Assets / Liabilities, the difference due to change in exchange rate between the inception of forward contract and date of the balance sheet, the proportionate premium / discount for the period up to the date of balance sheet is recognized in the profit loss Account. Any profit or loss arising on settlement / cancellation of forward contract is recognized as income or expense for the year in which they arise.
- (iv) Any gain or loss arising on account of exchange difference either on settlement or on translation is accounted for in the Profit & Loss account except in case of long term foreign currency monetary items relating to acquisition of depreciable capital asset (other than regarded as borrowing cost) in which case they are adjusted to the carrying cost of such assets.

27.9 Research & Development

Revenue expenditure charged to Profit and Loss Account under respective heads of account and capital expenditure added to the cost of Fixed Assets in the year in which it is incurred.

27.10 Employees Benefits

- (i) Defined Contribution Plans such as Provident Fund etc. are charged to the Profit & Loss Account as incurred.
- (ii) Defined Benefit Plans - The present value of the obligation under such plan is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised in the Profit & Loss Account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.
- (iii) Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

27.11 Accounting for Past Events

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the financial statements, are not discounted to their present value and are determined based on best estimate required to settle the obligation at each Balance Sheet date and are adjusted to reflect the current best estimates.

**27.12 Borrowing Cost**

Borrowing costs includes interest cost and all ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost is considered as expenditure in the period and charge of to Profit and Loss Account. Fund borrowed for acquisition of qualifying fixed assets are capitalized till the date of commissioning and thereafter charged to Profit and Loss Account.

27.13 Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities, if any, are not recognized in the accounts but are disclosed by way of notes. Contingent assets are neither recognized nor disclosed in the financial statements.

27.14 Taxes on Income

Provision for tax is made as per Income Tax Act, 1961. Deferred tax assets/liabilities resulting from timing difference between book and taxable profit is accounted for considering the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets if any, are recognized and carry forward only to the extent that there is virtual certainty that the asset will be realized in future.

27.15 Impairment of Assets

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

28. Contingent Liabilities and Commitments**28.1 Contingent Liabilities**

- (a) In respect of Bank Guarantee outstanding as on 31st March, 2016 amounting to Rs. Nil (previous year Rs. 23.56Lacs).
- (b) Compensation suit filed under section 12B of MRTP Act by M/s Himalaya International Ltd. has been decided in favour of the complainant by the MRTP Commission (now competition appellate tribunal) vide order dated 07.07.2008. The total amount involved is Rs. 349.75 lacs. The company has filed an appeal before the Hon'ble Delhi High Court for the relief and Hon'ble High Court has remanded back the matter to Competition appellate tribunal and the tribunal has passed judgment in favour of the company. M/s Himalayan International Limited has filed an appeal before Appellate Tribunal for reviewing the decision now appellate tribunal has dismissed the case in the hearing held on 2nd September 2015 by taking cognizance of the pendency of civil suit in the Hon'ble Delhi High Court which was instituted by M/s Himalaya International Ltd. Suit filed in the Hon'ble Delhi High Court has now been transferred to Hon'ble Tis Hazari District Court Delhi by order dated 28.11.2015 in view of Notification No 27187/DHC/Orgl dated 24.11.2015 and the case is now being heard by Hon'ble Tis Hazari District Court Delhi.
- (c) Rs 21,34,410/- for the year 2008-09 to 2015-16 may be payable to Haryana Sales Tax Department towards L.A.D.T. The company has filed an appeal before the Hon'ble High Court Chandigarh for the relief and the Hon'ble High Court has granted stay against L.A.D.T. and declared L.A.D.T. unconstitutional. The department has filed Appeal before the Hon'ble Supreme Court for granting stay and the same is pending, however no demand has been raised by the Haryana Sales Tax Department.
- (d) The Company purchased 7.55 bigha land in Katha Baddi in 2006-07 for setting up a new project but due to change in Tax Policy of the Central Government, company could not set up the unit within specified/extended time allowed u/s 118 of Himachal Pradesh Tenancy and Land Reform Act 1972. The purchase price of the same is Rs 189.84 lac. District Collector (DC), Solan had issued show cause notice to acquire the land as per the provision of the Act. The reply of the notice was filed and the company through its legal representative has argued the case. Final Hearing was held on 30.04.2016 and order is awaited.

**28.2 Commitments**

- (a) The estimated amount of contract remaining to be executed on capital account and not provided for, net of advances Rs. 158.51 Lacs. (Previous year Rs. 263.08 Lacs)

29. Other liabilities:

- (a) There is no goods lying in the custom warehouse so custom duty payable amounting to Rs. Nil (previous year Nil).
- (b) Excise duty payable on finished goods lying in the Godown amounting to Rs. 59.22 lacs (previous year Rs 95.19 lacs).
- (c) Unclaimed dividend of Rs. 6.70 Lacs as on 31st Mar 2016 is lying with Bank.

S.No.	Dividend Year	Bank Name	Balance as on 31 st March, 2015
1.	2008-09	IDBI Bank	1,28,671.30
2.	2009-10 Interim	IDBI Bank	52,690.00
3.	2009-10 Final	IDBI Bank	80,100.90
4.	2010-11	IDBI Bank	1,13,500.80
5.	2011-12	IDBI Bank	58,680.30
6.	2012-13	IDBI Bank	42,657.00
7.	2013-14	IDBI Bank	77,467.20
8.	2014-15	IDBI Bank	1,16,411.00
TOTAL			6,70,178.50

30. Details of Dividend remitted during the year to Non Resident Shareholders.

1. Year to which dividend relates	2014-15	2013-14
2. No. of NRI Shareholders	95	79
3. No. of Share held by them	1119217	1069217
4. Amount Paid (Rs.)	1119217	855374

31. Directors Remuneration

	2015-16 Upto Sep.15	2015-16	2014-15
Salaries & Allowances Including Perks	6876366	13725286	10536180
Commission	0	0	1200000
Sitting Fees	180000	381000	257000
	7056366	14106286	11993180

31.1 Profit computed under section 198 of the Companies Act 2013 for calculating the Managerial Remuneration for the period ending 30th September, 2015:-

(Amount in Rs.)

	6 Months Ending 30.9.2015 Un-Audited	Prev. Year Ending 2014-15 Audited
Profit as Per P & L A/c	118469244	132024148
Add: Salary & Allowance to Directors	6876366	11736180
Less: Profit on Sale of Shares	(91729962)	—
(Less/Add: Profit/Loss on Sale of Fixed Assets	(939998)	93101
	32675650	143853429

Note:

1. The Company has recovered Rs.38.00 lacs for the excess payment made to the Managing Director and Whole Time Director for the period ending 30th September, 2015.



2. In the Annual General Meeting held on 17th September, 2015 special resolution have been passed and salaries have been revised up to Rs.120.00 lacs each per annum for Managing Director Mr. Sanjay Bhatia, Whole Time Directors Mr. Vijay Kumar Bhatia and Mr. Ashok Kumar Bhatia and up to Rs 20 lac per annum to Whole Time Director Mr. P P Singh w.e.f. 1st October, 2015 under schedule V and all other applicable provisions of Companies Act 2013.

32. Information in respect of remuneration paid to Key Managerial Persons:

Name	Designation	Total Remuneration Rs.
Mr. Sanjay Bhatia	Managing Director	6546726
Mr. Vijay Kumar Bhatia	Whole Time Director	2782080
Mr. Ashok Kumar Bhatia	Whole Time Director	3242080
Mr. P P Singh	Whole Time Director	1154400
Mr. Rajat Pathak	VP (Finance) & Company Secretary	2200080
Mr. M K Mittal	AVP (Accounts) & CFO	1443240

33. Based on information so far available with the company in respect of MSME (as defined in the Micro Small Medium Enterprises Development Act 2006) there are no delays in payment & dues to such enterprises during the year. There are no outstanding amounts of such Creditors as on 31.03.16. (Previous year outstanding Rs. NIL).

34. **Disclosure pursuant to Accounting Standard (11)**

- (i) "Effects of change in Foreign Exchange Rates"

- (a) The amount of difference in foreign exchange rate, debited /credited to profit & loss account for the financial year 2015-16 are as follows.

(Figures in lacs)

Under Head	2015-16	2014-15
Export Sales	126.96 Credit.	187.23 Credit.
Import Purchases	114.05 Debit	0.95 Debit
Total	12.91 Credit	186.28 Debit

- (b) The amount of exchange difference (other than regarded as borrowing cost) debited to the carrying amount of fixed assets is Rs 173.77 Lac (Previous year: Rs.12.45 lacs)

- (c) (i) The derivative instruments against export that are hedged in general without any specific transaction and outstanding as on 31.03.16 US\$ 24.00 lacs (INR 1701.74 lacs) for the year 2016-17 to be adjusted against Export realization in the year 2016-17 {previous year US\$ 19.00 lacs (INR 1245.00 lacs)}

- (ii) The foreign currency exposures that are not hedged by derivative instruments or otherwise are as under :

(Figures in lacs)

		31-03-2016		31-03-2015	
		In foreign Currency	In Indian Currency	In foreign Currency	In Indian Currency
(a)	Assets /Receivable				
	US\$	18.83	1247.14	14.97	935.67
	Euro £	0	0	0	0
(b)	Liabilities / Payable				
	US\$	25.51	1690.51	44.72	2795.02
	Euro	0	0	1.86	125.14
	GBP	0.17	16.70	0	0
	CHF	0.40	27.93	0	0
	ECB in US\$	28.24	1870.87	20.00	1250.10
	FCTL-I & II	23.92	1584.62	0	0

**35. Disclosure pursuant to Accounting Standard - 15 "Employee Benefits"**

(a) The company has recognized Rs.60.50 lacs in the Profit & Loss Account for the year ended 31.03.2016 under defined plan.

(b) Detail of Defined Benefit Plan

	Gratuity	Leave Encashment
	In Rupee	In Rupee
A Reconciliation of opening and closing balances of Defined Benefit obligation		
Defined Benefit obligation at beginning of the year	29942759	16021492
Current Service Cost	2831342	1758871
Interest Cost	2395421	1281720
Actuarial (gain)/loss	538301	783091
Benefits paid	2653985	2358673
Defined Benefit obligation at year end	33053838	17486501
B. Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	26024699	12503782
Expected return on plan assets	2188454	1128203
Actuarial (gain)/loss	122708	99764
Employer contribution	3004792	4328224
Benefits paid	2653985	2358673
Fair value of plan assets at year end	28686668	15701300
Actual return on plan assets	2311162	1227967
C. Reconciliation of fair value of assets and obligation		
Fair value of plan assets as at 31st March, 2016	28686668	15701300
Present value of obligation as at 31st March, 2016	33053838	17486501
Amount recognized in Balance sheet	4367170	1785201
D. Expenses recognized during the year		
Current service Cost	2831342	1758871
Interest Cost	2395421	1281720
Expected Return on plan assets	2188454	1128203
Actuarial (gain)/loss	415593	683327
Net Cost	3453902	2595715
E. Investment Detail	Invested in LIC of India	Invested in LIC of India
F. Actuarial assumptions		
Mortality Table (L.I.C.)	IALM2006-08	IALM2006-08
Discount rate (per annum)	8.00%	8.00%
Expected rate of return on plan asset (per annum)	8.00%	8.00%
Expected return on plan assets (per annum)	2188454	1128203
Rate of escalation in salary (per annum)	7%	7%
Employees turnover rate (per annum)	2%	2%



36. SEGMENT INFORMATION (Accounting Standard - 17)

(Rupees in Lacs)

	For the year ended 31.03.2016			For the year ended 31.03.2015		
	Mfg.	Trading	Total	Mfg.	Trading	Total
A. PRIMARY SEGMENT BUSINESS SEGMENTS						
I. SEGMENT REVENUE						
a) Segment Revenue	23381.67	6413.33	29795.00	23209.15	8558.93	31768.08
b) Inter Segment Revenue	0	0	0	0	0	0
c) Operating Revenue external (a)-(b)	23381.67	6413.33	29795.00	23209.15	8558.93	31768.08
II. SEGMENT RESULTS						
a. Segment Results	1585.40	56.63	1642.03	1807.42	78.57	1885.99
b) Unallocated Income			274.96			479.01
c) Profit before interest & Income Tax (a)+(b)			1916.99			2365.00
d) Interest			948.26			1044.76
e) Net Profit before Income Tax (c)-(d)			968.73			1320.24
f) Exceptional Income			917.30			0
g) Net Profit after exceptional income but before Income Tax (e)+(f)			1886.03			1320.24
h) Tax Expenses			483.77			464.25
i) Net Profit after Income Tax			1402.26			855.99
III. ASSETS & LIABILITIES						
a) Segment Assets	18158.00	6088.61	24246.61	17946.24	6760.88	24707.12
b) Unallocated Assets			2551.59			2203.21
c) Total Assets			26798.20			26910.33
d) Segment Liabilities	10907.48	2399.05	13306.53	11520.93	3590.18	15111.11
e) Unallocated Liabilities			1291.05			875.69
f) Total Liabilities			14597.58			15986.80
IV. OTHER INFORMATION						
a) Cost incurred during the period to acquire fixed assets (Incl.CWIP) (Unallocated)	1658.91	0	1658.91	1433.90	0.83	1434.73
b) Depreciation	777.69	7.87	785.56	716.04	12.56	728.60
c) Non Cash Expenses (other than depreciation)	0	0	0	0	0	0
B. SECONDARY SEGMENT						
	Domestic	Export	Total	Domestic	Export	Total
1. Net sales/income from operations	22521.07	7273.93	29795.00	24958.46	6809.62	31768.08
2. Total Assets (Unallocated)			26798.20			26910.33
3. Cost incurred during the period to acquire fixed assets		1658.91			1434.73	

- 36.1 The Company has identified Business segment as its primary segment and geographical segment as its secondary segment. The products of the company have been grouped under 'Manufacturing' and 'Trading' segments (primary segment) depending upon the sector to which they are predominantly identified in the market.
- 36.2 Manufacturing products include metal containers, Components & printed / lacquered sheets.
- 36.3 Trading includes purchase & sales of Tinsplates, Easy Open Ends

**37. Related Party Disclosures(AS-18)**

Name of Key Managerial Personal	Relative of Key Managerial Personnel	Other Related Party where control exists
Sh. Vijay Kumar Bhatia	Mr. Paras Bhatia	Hi-tech Surfactants Pvt. Ltd.
Sh. Ashok Kumar Bhatia	Mr. Saket Bhatia	Parmanand Vijay Kumar
Sh. Sanjay Bhatia	Mr. Gaurav Bhatia	Vijay Brothers
Sh. P.P. Singh	Mr. Atit Bhatia	Innopac
	Mrs. Manju Bhatia	Innopac Containers Pvt. Ltd.
	Mrs. Sareeta Bhatia	Artistique Designer Products
		Petainer Innopac Packaging Pvt. Ltd.

List of related parties with whom the company entered into transaction during the year in the Ordinary Course of Business is as follows:-

Particulars	Nature of Relationship	Description & Nature of Transaction	Value of Transaction Amount (Rs.)	Amount Outstanding at the B/S Date (Rs.)	Amount Provided Written Off/ Written Back During the year (Rs.)
1. Parmanand Vijay Kumar	Mr.Vijay Kumar Bhatia, Chairman and Mr. Ashok Kumar Bhatia, Director, Mr.Sanjay Bhatia, Managing Director Mr.Gaurav Bhatia relative of Mr. Vijay Kumar Bhatia are partners in the firm.	RENT OTHER EXPENSES TINPLATE	93000 77723 NIL	NIL NIL NIL	NIL NIL NIL
2. Mr. Ashok Kumar Bhatia	Director	RENT	720000	NIL	NIL
3. REXAM HTW BEVERAGE CAN (INDIA) LTD	JOINT VENTURE COMPANY	RECEIPTS ROYALTY MANAGEMENT SERVICES (GROSS) REIMBURSEMENT OF EXPENSES	32846 399344 Nil	 Debit Rs. 171331	 Nil
4. INNOPAC	Mrs. Manju Bhatia, Mrs. Neha Bhatia Mr. Saket Bhatia Mr. Atit Bhatia (partner of the firm and relatives of Mr. Sanjay Bhatia)	SALE OF TIN CONTAINERS PURCHASE OF TIN CONTAINER	Rs. 2275440 Rs. 36824	 Debit Rs. 302932	 NIL
5. Artistique Designer Products	Mr. Atit Bhatia Mrs. Samakshi Bhatia (partner of the firm and relatives of Mr. Sanjay Bhatia)	PURCHASE	Rs.654255	NIL	NIL
6. Mrs.Manju Bhatia	Wife Mr. Sanjay Bhatia	Rent paid Purchase of Office Space	1015463 19608000	Nil Nil	Nil Nil
7. Mrs. Sareeta Bhatia	Wife Mr. Ashok Kumar Bhatia	Rent paid Purchase of Office Space	1015463 19608000	Nil Nil	Nil Nil
8. Directors & Relatives Remuneration	Mr Vijay Kumar Bhatia, Mr Ashok Kumar Bhatia, Mr Sanjay Bhatia, Mr P P Singh, Mr Paras Bhatia, Mr Saket Bhatia, Mr Gaurav Bhatia, Mr Atit Bhatia	Salary	2,64,62,028 Inclusive of PF Contribution	15,75,295 CREDIT	Nil
9. Payment to Relatives	Mr. Atit Bhatia	Professional Service	Rs. 883257	Nil	Nil



The shares in Joint Venture Company have been sold on 17-04-2015 and thereafter it ceases to be Joint Venture Company. Therefore the payment of royalty and management services has been taken proportionately up to 16-04-2015. The total payment during the year for Management Service Agreement and Royalty was Rs.2271369/- and Rs.749292/- respectively.

38. Disclosure pursuant to Accounting Standard – 20 “Earning Per Share”

	(In Rs.) 2015-16	(In Rs.) 2014-15
(a) Face value of equity share	10	10
(b) No. of Equity Shares	1,03,99,683	1,03,99,683
(c) Net profit after Tax	14,02,26,235	8,55,98,804
(d) Basic and Diluted Earnings per share (c/b)	13.48	8.23

- 39.** The company has an obligation to pay Rs.5.62 lacs on account of Uttar Pradesh Trade Tax as on 31st March, 2012 on account of past events, therefore, a provision Rs.11.52 lacs (Rs.5.90 lacs already paid) has been made by the company in the books of account as on 31st March, 2012 as required under the Accounting Standard-29 issued by the Institute of Chartered Accountants of India on 'Provisions, Contingent Liabilities and Contingent Assets'. Further, details of Contingent Liabilities have been given above as per the Accounting Standard-29:

40. Value of Import on CIF Basis

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Raw Material	4138.49	7775.63
Spares	94.68	75.10
Capital goods	267.37	196.66
Total	4500.54	8047.39

41. Expenditure In Foreign Currency

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Travelling	33.60	41.35
Subscription	3.64	4.87
Interest	96.67	10.02
Professional & Consultation Fees	26.60	25.19
Advertisement	3.32	11.69
Others	0	19.05
Total	163.83	112.17

**42. Break-up of imported and indigenous materials & stores & spares consumed**

Particulars	Current Year		Previous Year	
	Amount (Rs. in Lacs)	%	Amount (Rs. in Lacs)	%
i) RAW MATERIAL				
Imported	4761.61	29.15	4981.02	28.57
Indigenous	11570.63	70.85	12453.14	71.43
	16332.24	100	17434.16	100.00
ii) STORES AND SPARES				
Imported	105.29	42.26	83.28	34.14
Indigenous	143.84	57.74	160.63	65.86
	249.13	100	243.91	100

43. Earnings In Foreign Currency

Export Goods on FOB Basis Rs. 7188.25 Lacs (Previous Year Rs. 6711.14 Lacs).

44. Previous year's figures have been regrouped/ reclassified wherever practicable to confirm to current year's presentation.

Signature to the notes 1 to 44
For and on behalf of the Board of Directors.

SANJAY BHATIA
Managing Director

ASHOK KUMAR BHATIA
Whole Time Director

RAJAT PATHAK
VP (Finance) &
Company Secretary

As per our Report of even date attached
For **M.L. Puri & Co.**
Chartered Accountants
FRN 002312N

Place : New Delhi
Date : May 30, 2016

M.K. MITTAL
AVP (Accounts) & CFO

M. L. PURI
(Partner)
M. No. 9198

HTW'S RECOGNITION - AWARDS

During the period of report, your Company has received the following prestigious awards:



**OCTOBER 2015,
ASIA CANTECH 2015 AWARD
- FOR INNOVATION-INNOPAC CAN**



**MARCH, 2016
EEPC INDIA (N.R.) AWARD 2012-13**

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