



Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,
Rewa - 486 006 (M.P.) India.

Tel. : (07662) 400400 · Fax : (07662) 400591

E-Mail : headoffice@vtlrewa.com · Website : www.vtlrewa.com

PAN No. AAACV7757J · CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J2ZZ

VTL/CS/17-18/

25 JULY 2017

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street,
Fort,
MUMBAI-400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 517015

Company's Scrip Code: VINDHYATEL EQ

Dear Sir,

Sub: Annual Report and Accounts for the year 2016-17 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In pursuance to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report and Accounts of the Company for the year 2016-17 duly adopted by the Members in the Thirty Fourth Annual General Meeting of the Company held on 24th July, 2017.

This is for your records.

Thanking you,

Yours faithfully,
for Vindhya Telelinks Limited

(Raj Kumar Agarwal)
Vice President (Commercial) & Secretary

Encl: As above





ANNUAL REPORT 2016-17



Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration

VINDHYA TELELINKS LIMITED

ANNUAL REPORT 2016-17

BOARD OF DIRECTORS

SHRI HARSH V.LODHA
SHRI J.VEERARAGHAVAN
SHRI S.K.MISRA
SHRI R.C.TAPURIAH
SHRI D.R. BANSAL
SHRI PRACHETA MAJUMDAR
SHRI SHIV DAYAL KAPOOR
SMT KIRAN AGGARWAL
SHRI Y.S.LODHA

Chairman

Managing Director & CEO

AUDIT COMMITTEE

SHRI R.C.TAPURIAH
SHRI J.VEERARAGHAVAN
SHRI S.K.MISRA
SHRI PRACHETA MAJUMDAR

Chairman

MANAGEMENT TEAM

SHRI SANDEEP CHAWLA
SHRI RAMESH SINGH
SHRI R.K. SHARMA
SHRI V.P. SINGH
SHRI VINEET SHRIVASTAVA
SHRI R.K. AGARWAL
SHRI SAURABH CHHAJER

President/CEO (EPC Division)

President (Works)

President (Projects)

Vice President (Works)

Vice President (Business Development)

Vice President (Commercial) & Secretary

Chief Financial Officer

AUDITORS

V.SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS

STATE BANK OF INDIA
IDBI BANK LTD.
HDFC BANK LTD.
RBL BANK LTD.

REGISTERED OFFICE & WORKS

UDYOG VIHAR
P.O.CHORHATA
REWA - 486 006 (M.P.)
Phone : (07662) 400 400
Fax : (07662) 400 591
Email : headoffice@vtirewa.com
Website : www.vtirewa.com
CIN : L31300MP1983PLC002134
PAN : AAACV7757J

CONTENTS

PAGE NO.

Notice	I-VI
Directors' Report	1-21
Management Discussion and Analysis	22-26
Report on Corporate Governance	27-38
Auditors' Report	39-43
Balance Sheet	44
Statement of Profit and Loss	45
Cash Flow Statement	46-47
Notes to Financial Statements	48-72
Auditors' Report on Consolidated Financial Statement	73-75
Consolidated Balance Sheet	76
Consolidated Statement of Profit and Loss	77
Consolidated Cash Flow Statement	78-79
Notes to Consolidated Financial Statements	80-104
Financial Statement of Subsidiaries, Associate Company and Joint Venture Company	105

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Vindhya Telelinks Limited will be held on Monday, the July 24, 2017 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2017, and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Shri Pracheta Majumdar (DIN: 00179118), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. To ratify re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

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

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolution) to enter into agreement(s)/contract(s)/ arrangement(s)/ transaction(s) with Universal Cables Ltd., a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed ten percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2017-18, and also during each of subsequent two financial year(s) i.e. 2018-19 and 2019-20, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/ consortium bidding), leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate Rs.250 Crores (Rupees Two Hundred Fifty Crores) per financial year, on such terms and conditions as may be mutually agreed between the Company and Universal Cables Ltd.

FURTHER RESOLVED that the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/ transactions and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereto), the remuneration of Rs.55,000/- (Rupees Fifty five thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No.000369), who were appointed as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2018, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board of Directors
for Vindhya Telelinks Limited

May 15, 2017

R.K.Agarwal
Vice President (Commercial) & Secretary

NOTES FOR MEMBERS' ATTENTION

1. The explanatory statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 11.30 a.m. on July 22, 2017.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and Client I.D. No.(s) for easier identification of attendance at the Meeting.
4. During the period beginning twenty four (24) hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the July 18, 2017 to Monday, the July 24, 2017 (both days inclusive) for the purposes of Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
6. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before August 22, 2017 as under:
 - (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 17, 2017; and
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 17, 2017.
7. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
8. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - (i) the change in the residential status on return to India for permanent Settlement; and
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
9. Members who have so far not encashed the dividend warrant(s) for the year ended March 31, 2014 or any subsequent financial years, are requested to write to the Company or its Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant, if any. The detail of such unpaid and unclaimed dividends has been uploaded on Company's website. The Company was not required to transfer the unclaimed dividends during the financial year 2016-17 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
10. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report & Accounts 2016-17 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard / physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: www.vtlrewa.com under the section 'Investor Relation'. The Annual Report & Accounts 2016-17 circulated to the Members of the Company will also be made available on the Company's website, www.vtlrewa.com.

11. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
12. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the dematerialised form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE707A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
14. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
15. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 continue to act in the capacity of Registrar and Share Transfer Agents for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their votes again. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the Equity Share held by them as on July 17, 2017 (cut-off date).
17. The instructions for shareholders voting electronically through remote e-voting facility are as under:
 - (i) The remote e-voting period begins on Thursday, the July 20, 2017 at 9.00 a.m. and ends on Sunday, the July 23, 2017 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 17, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - (ii) The Members should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on SHAREHOLDERS/MEMBERS tab.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Thereafter enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

		For Members holding shares in Demat Form and Physical Form
PAN		Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding equity shares either in Demat or Physical mode) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip in the PAN field.
DOB		Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
OR		
Dividend Bank Details		Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding equity shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the Resolution contained in the Notice. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on “**Forgot Password**” and enter the details as prompted by the system.
- (x) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) Note for Non – Individual Members and Custodians
- (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
18. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. July 17, 2017.
 19. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
 20. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ‘Ballot Paper’ or ‘Polling Paper’ for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
 21. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith.
 22. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of Meeting. The results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.vtlrewa.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated May 15, 2017:

Item No.5

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by an ordinary resolution in case certain related party transactions exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in its ordinary course of business and on an arm’s length basis. However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of the shareholders through an ordinary resolution is required for all ‘material’ related party transactions, even if they are entered into in the ordinary course of business and on an arm’s length basis. For this purpose, a related party Transaction shall be considered ‘material’ if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Universal Cables Ltd., engaged primarily in the business of manufacturing and sale of Electrical Cables, Capacitors, Wires and Conductors, etc. is a related party of the Company within the meaning of Section 2 (76) of the Act and also under regulation 2(1) (zb) of the Listing Regulations.

The Company and in particular its EPC business segment, a leading end-to-end solution provider, inter alia, in power distribution, sub-transmission and allied project, in its ordinary course of business sale, purchase, supply outsource goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carry out/avail job work, avail/render marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises/ godowns / facilities, reimbursement / recovery of cost or other obligations or other business transactions as mutually agreed between the Company and Universal Cables Ltd. from time to time. These transactions are necessary, normal and incidental to business and also play a significant role in Company’s business operations and are entered into generally in the ordinary course of business and on arm’s length basis.

In terms of the Current business and market trend, the estimated material related party transactions, individually or taken together with previous transaction(s) are likely to exceed, during the financial year 2017-18 and thereafter in successive financial years upto 2019-20, ten percent or more of the annual consolidated turnover as per the last audited financial statements of the Company being the materiality threshold as prescribed under Explanation to the Regulation 23(1) of the Listing Regulations. Accordingly, these transactions require the approval of the members by way of an Ordinary Resolution. All the agreements/contracts/arrangements/ transactions entered into/to be entered into by the Company are in accordance with the Related Party Transaction Policy of the Company.

The other particulars pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are summarized below:

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Universal Cables Limited (UCL)	Shri Harsh V.Lodha, Chairman & Director	Chairman & Director, UCL*	As referred to above and as per commercial terms in line with business practices and comparable with unrelated parties.	The transactions are generally in the ordinary course of business and are at arm’s length basis.
	Shri Y.S.Lodha, Managing Director	Manager & Chief Executive Officer, UCL		

* Shri Harsh V.Lodha also holds 18297 Equity shares in UCL, out of which 2245 equity shares allotted as additional equity shares under the Rights Issue of UCL have not yet been credited in view of the status-quo order passed by the Hon’ble High Court of Delhi on 18th November, 2015.

The disclosure of shareholding of the Promoters of the Company in UCL (to the extent of such shareholding is not less than two percent of paid-up share capital of UCL) is given below:

Sl. No.	Name of Company/Body Corporate	Category (in relation to UCL)	Shareholding in UCL Percentage (%) (Refer Note below)
(1)	The Punjab Produce & Trading Co.Pvt.Ltd. (PPTCPL)	Promoters	14.77%
(2)	Gwalior Webbing Co.Pvt.Ltd. (GWCPL)	Promoters	8.32%
(3)	Birla Cable Ltd. (formerly Birla Ericsson Optical Ltd.) (BCL)	Promoters	5.46%

Note: The Shareholding of PPTCPL, GWCPL and BCL in UCL as shown above includes 1.76%, 1.02% and 0.67% respectively being additional equity shares allotted under the Rights Issue of UCL in terms of Letter of Offer dated 14th September, 2015, which have not yet been credited in view of the status-quo order passed by the Hon’ble High Court of Delhi on 18th November, 2015.

Section 188 of the Act as amended by the Companies (Amendment) Act, 2015 and Listing Regulations require members’ approval by an ordinary resolution, subject to all persons/entities falling under the definition of related parties as per regulation 2(1) (zb) of the Listing

Regulations abstain from voting on such Resolution irrespective of whether the person/entity is a party to the particular transaction or not.

The Board therefore commends the Ordinary Resolution set out at Item no.5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item no.5 of the accompanying Notice, except to the extent of his/her respective shareholding, if any, in the Company.

Item No. 6

The Board of Directors in its Meeting held on May 15, 2017, on the recommendation of the Audit Committee had appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors at a remuneration of Rs.55,000/- plus applicable taxes thereon and reimbursement of out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2017-18 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended to the extent apply and extend to the Company. As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration to be paid to the Cost Auditors is subject to ratification by the Members of the Company.

The Board therefore commends the Ordinary Resolution set out at Item no.6 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of the accompanying Notice.

Details of a Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on July 24, 2017.

Name of Director	Shri Pracheta Majumdar
Date of Birth	15.08.1944
Nationality	Indian
Age	73 years
Date of Appointment on the Board	27.10.2004
Qualification & Experience	Mechanical Engineer and Management Advisor by profession. Possesses more than 48 years of rich and varied experience in diverse fields viz. design & project management of chemicals, petrochemicals & fertilizer plants and setting up of large Greenfield projects. Held the position of Managing Director at Ceat Tyres Ltd. and was on the Supervisory Board of RPG Group. Worked for about 12 years in Project and Manufacturing Department of Hindustan Unilever Ltd. (HUL). At the time of leaving, held the position of manufacturing head of the then largest plant of HUL. He was inducted as a Director on the Board of Birla Corporation Limited with effect from 28.10.2003 and now he holds the position of Wholetime Director designated as the Chief Management Advisor.
Number of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board meeting attended during the financial year 2016-17	4
List of outside Directorships held*	Birla Corporation Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Member - Audit Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Member - Stakeholders Relationship Committee of Birla Corporation Ltd.

* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and are based on the latest declarations received from the Director.

The details of Committee Membership/Chairmanship is in accordance with Regulation 26 of Listing Regulations and reflect the Membership/Chairmanship of the Audit Committee and Stakeholders Relationship Committee alone of all other public limited companies.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board of Directors
for Vindhya Telelinks Limited

May 15, 2017

R.K.Agarwal
Vice President (Commercial) & Secretary

Directors' Report

TO THE SHAREHOLDERS

Your Directors have the pleasure of presenting their Thirty Fourth Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2017.

SUMMARY OF FINANCIAL RESULTS & STATE OF COMPANY'S AFFAIRS

	2016-17	2015-16
	Rs.in lacs	Rs.in lacs
Revenue from Operations (Gross)	106222.65	102806.84
Other Income	1713.38	1788.18
	107936.03	104595.02
The Year's working shows -		
Profit before Depreciation, Exceptional Item and Tax	10870.47	13377.17
Less : Depreciation and Amortisation expense	1266.41	1317.37
: Exceptional Item	-	477.76
Profit before Tax	9604.06	11582.04
Less : Tax Expense/(Credit) :		
- Current Tax/Minimum Alternate Tax (MAT) (Net of MAT Credit Entitlement, if any)	3147.00	3772.55
- Income Tax for Earlier Years	4.32	-
- Deferred Tax Charge/(Credit)	(271.45)	74.78
Net Profit for the Year	6724.19	7734.71

GENERAL & CORPORATE MATTERS

Your Company continues to operate in two business segments i.e. Cables and Engineering Procurement and Construction (EPC). The detailed operational working of your Company for the year is provided in the Management Discussion and Analysis forming a part of this Report.

During the year under review, your Company achieved Gross Revenue from operations of Rs.106222.65 lacs as compared to Rs.102806.84 lacs in the previous year, registering a growth of about 3.32%. The revenue from exports including project exports declined to Rs.1841.45 lacs as compared to Rs.7227.58 lacs during the previous year mainly due to prevailing unremunerative price levels, without factoring the steep rise in the prices of key raw materials including optical fibre globally. During the year under review, the EPC segment clocked a noticeable increase in Gross Revenue by 40.15 % mainly due to robust order inflow and strong project execution capabilities through improved monitoring systems and cost control initiatives. The Cables business segment however registered a decrease by 40.12% in Gross Revenue in comparison with the previous financial year due to change of product mix based on demand pattern of customers, lower volumes and competitive price levels. The Profit before Depreciation and Tax for the year stood at Rs.10870.47 lacs as compared to Rs.13377.17 lacs in the previous year.

At a global level, telecom network building is growing very rapidly across all regions driving higher than expected optical fibre cable market growth resulting in optical fibre supply constraints. However, your Company is partially insulated against these constraints having tied up with proper supply sources. Your Company continues to do product innovation and emerged as one of the leading manufacturers in niche and specialty optical fibre cable segments for a variety of newer applications like high speed 4G LTE telecom networks and defence sector related communication networks. Your Company is also in the process of implementing substantial expansion-cum-diversification of its existing Copper Cable facility, to be executed in stages, for manufacturing of Electron Beam Irradiated Cross-linked Cables including installation of Electron Beam Accelerator(s) of appropriate rated capacity, with an estimated capital outlay of approx.Rs.3275.00 lacs, to be funded by a mix of internal accruals and debt. This would enable your Company to expand its products portfolio by diversification into the high end market of specialised electrical cables and electron beam irradiated cross-linked cables. The market for such cables is rapidly expanding due to the exacting technical requirements of new applications and the gradual transition from the conventional cables to the new genre of Electron Beam Irradiated Cables particularly in the market segment of Solar Energy (DC Solar Cables), Railways, Ship Building, etc. The substantial expansion-cum-diversification project is likely to be operational in two stages by December, 2017.

With the Government of India's ambitious "Power for All" program through which all utilities are planning to offer 24x7 power across the entire country, new distribution and transmission lines are planned. This move offers tremendous growth opportunities for the Company's EPC business segment. Given the renewed thrust of the Government on creating world class infrastructure in the country including digital India and broadband, power sub-transmission and distribution, Smart Cities, creation of water supply and sewerage pipelines, etc., your Company as a leading turn-key solution provider, is well poised to grab these upcoming business opportunities in the fields of Telecom, Power sub-transmission and distribution, Sewerage, Water/Irrigation and Civil Infrastructure, as an end-to-end solutions provider with huge expertise gained over a period.

DIVIDEND AND RESERVES

After considering the Company's profitability, free cash flow and overall financial performance, the Board of Directors of the Company is pleased to recommend a Dividend of Rs.7/- (previous year Rs.6/-) per equity share of face value Rs.10/- each (i.e. 70%) for the financial year ended on March 31, 2017. The distribution of Dividend on equity shares, if approved by the Members at the ensuing Annual General Meeting, will result in payout of Rs.829.56 lacs excluding Tax on Dividend and Surcharge/Education Cess thereon.

Your Board also proposed to transfer Rs.5000.00 lacs to the General Reserve out of the amount available for appropriation leaving a surplus of Rs.7627.70 lacs in the Statement of Profit and Loss to be carried forward.

DEPOSITS/FINANCE

Your Company has not accepted any public deposits during the year within the meaning of Section(s) 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

Your Company continued to optimise bank borrowings by focusing on cash flows and working capital management. By availing alternate cheaper funding options like issuance of Commercial Papers, etc. your Company achieved substantial reduction in its finance costs during the year under review.

During the year under review, your Company issued Unsecured, Unlisted, Rated, Redeemable, Non-Convertible Debentures (NCDs) aggregating to Rs.5000.00 lacs, at a coupon rate of 8.50% p.a., on a private placement basis to a scheduled bank. The said NCDs are redeemable at par in three equal annual installments over a period of five years. Credit Rating for said NCDs is CARE AA- (indicative of "Stable Outlook").

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Report on Corporate Governance and a Certificate by the Managing Director & CEO confirming compliance by all the Board Members and Senior Management Personnel with Company's Code of Conduct and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As a part of its initiative under Corporate Social Responsibility (CSR), your Company has undertaken CSR activities in the areas of (i) Animal welfare; (ii) Education promoting employment enhancing vocation skills especially among children and livelihood enhancement projects; (iii) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining quality of soil, air and water; and (iv) Promoting health care including preventive health care in the local area where the Company operates. These activities are largely in accordance with Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Company's CSR Policy.

The Annual Report on CSR activities is given in Annexure-I, which is attached hereto and forms a part of the Directors' Report. The Corporate Social Responsibility Policy of the Company is available on the website of the Company i.e. www.vtlrewa.com.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives. Additionally, the Audit Committee and the Board of Directors assess and monitor regularly the framework for identification, evaluation and prioritization of risks, mechanism to mitigate risks, process that methodically track governance objectives, risk ownership/accountability, compliance with policies and decisions that are set through the governance process, risks to those objectives and effectiveness of risk mitigation and controls besides inherent risks associated with the products/goods dealt with by the Company as well as execution of turnkey projects of EPC business segment. Your Company's approach to address business risks and compliance functions is comprehensive across both the business segments and includes periodic review of such risks and a framework for mitigating and reporting mechanism of such risks. In the view of the Board of Directors, there are no material risks, which may threaten the existence of the Company.

The Board of Directors of your Company has laid down the policies and procedures for internal financial controls to be followed by the Company for ensuring the orderly and efficient conduct of its business, in order to achieve the strategic, operational and other objectives over a long period and that its exposure to risks are within acceptable limits decided by the Board. In addition, the policies and procedures have been designed with an intent to ensure safeguarding of Company's assets, the prevention and detection of frauds and errors, the accuracy in completeness of the accounting records and the timely preparation of reliable financial information.

The management is committed to ensure effective internal financial controls environment, which provides assurance on the efficiency of its business operations coupled with adherence to its established policies, safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. The Company has defined organisation structure, authority levels, delegated powers, internal procedures, rules and guidelines for conducting business transactions. The Company's system and process relating to internal controls and procedures for financial reporting have been 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 (GAAP) in India, the Companies Act, 2013 and rules framed thereunder and all other applicable regulatory/statutory guidelines, etc. for disclosures with reference to financial statements.

Your Company's internal control systems are supplemented by an extensive program of internal audit by independent firms of Chartered Accountants. Internal audits are conducted at regular intervals and a summary of the observations and recommendations of such audits are placed before the Audit Committee. The Internal Auditors, the Audit Committee as well as the Board of Directors conduct an evaluation of the adequacy and effectiveness of the system of internal financial controls system on an ongoing basis.

The Board has also implemented systems to ensure compliance of all applicable laws to the Company which were effective and operative. At quarterly intervals the Company Secretary & Compliance Officer places before the Board a certificate alongwith a detailed statement certifying compliance of various laws and regulations as applicable to the business and operations of the Company after obtaining confirmation from all functional heads responsible for compliance of such applicable laws and regulations. The Company Secretary is responsible for compliance of corporate laws including Companies Act, 2013, SEBI Act and rules/guidelines and listing regulations applicable to the Company.

INDUSTRIAL RELATIONS AND SAFETY

Industrial relations remained cordial throughout the year. Your Directors recognize and appreciate the sincere and hard work, loyalty, dedicated efforts and contribution of all the employees in the growth and performance of the Company during the year.

Your Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plant and facilities to maintain high awareness levels. The Company has also stressed the need to adopt the highest safety standards on projects undertaken by the Engineering, Procurement and Construction (EPC) business segment with the emphasis on ensuring that safety on all projects under execution. Your Company is conscious of the importance of environmentally clean and safe operations so as to ensure safety of all concerned and compliance of applicable environmental regulations. The Company as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety standards for its people as well as users and customers.

RECOGNITION

Yours Company's manufacturing facilities continue to remain certified by independent and reputed external agency as being compliant as well as aligned with the external standards for Quality Management System ISO 9001:2008, Environmental Management System ISO 14001:2004 and Occupational Health and Safety Management System OHSAS 18001:2007. During the year, the audits for these Certifications established continuous improvement in performance against these standards.

During the year under review, your Company successfully obtained certification under ISO 90001:2008/TL9000 R5.5/R/5.0H Standards from Bureau Veritas for design, manufacture and supply of optical fibre cable which reflects capabilities of the Company to manufacture and supply products covered by the certification by adhering to global standards.

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Pracheta Majumdar (DIN:00179118), Director, shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

The brief resume and other details of Director seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notice of the ensuing Annual General Meeting, which is being sent to the shareholders along with Annual Report.

During the year under review, there was no change in the Board of Directors of the Company.

KEY MANAGERIAL PERSONNEL

Shri Y.S. Lodha, Managing Director & CEO, Shri Saurabh Chhajer, Chief Financial Officer and Shri Raj Kumar Agarwal, Vice President (Commercial) & Secretary are the Key Managerial Personnel of the Company. During the year under review, Shri Ashok Mishra has resigned as Company Secretary with effect from close of business hours on January 10, 2017 and Shri Raj Kumar Agarwal has been appointed as Vice President (Commercial) & Secretary with effect from January 11, 2017.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company viz. Shri J.Veeraraghavan, Shri S.K.Misra, Shri R.C.Tapuriah, Shri Shiv Dayal Kapoor and Smt.Kiran Aggarwal have individually and severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013, affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of

Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified under the governing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

MEETINGS OF BOARD AND COMPOSITION OF COMMITTEES

During the year under review, the Board met six times viz. on May 19, 2016, July 12, 2016, August 11, 2016, November 11, 2016, January 3, 2017 and February 10, 2017.

As required under Section 177(8) read with Section 134(3) of the Companies Act, 2013, and the rules framed thereunder, the composition and meetings of the Audit Committee were in line with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which alongwith composition, number of meetings of all other Board Committees held during the year under review and attendance at the meetings are provided in the Report on Corporate Governance, forming a part of the Annual Report. During the year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the Provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Guidance Note on Board evaluation issued by SEBI, the Board of Directors of the Company carried out the formal annual evaluation of its own performance and that of its Committees and individual Directors, inter alia, to assess the skill set and contribution that are desired, recognising that competencies and experiences evolves over time. The evaluation process also covered various aspects of the Board functioning such as composition of the Board and its Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. The process was conducted by allowing the Board to engage in candid discussions with each Director with the underlying objective of taking best possible decisions in the interest of the Company and its stakeholders. The Directors were individually evaluated on well defined parameters which, inter alia, comprised of level of engagement and their contribution to strategic planning and other criteria based on performance and personal attributes of the Directors. During the process of evaluation, the Board of Directors also considered the criteria for evaluation of performance of Independent Directors and the Board of Directors formulated by the Nomination and Remuneration Committee. The Board of Directors also reviewed and discussed the annual performance evaluation of Directors carried out by the Nomination and Remuneration Committee and review of the performance of the Chairman (taking into account the views of non-executive directors and the Managing Director), the Non-independent Directors and the Board as a whole carried out by the Independent Directors. In conclusion, the Board of Directors and Nomination and Remuneration Committee were satisfied with the performance and functioning of the Board, its Committees and individual members. A statement indicating the manner, in which formal annual evaluation has been made by the Board of Directors, is given in the Report on Corporate Governance which forms a part of the Annual Report.

SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee (NRC) has adopted a terms of reference which, inter alia, deals with the criteria for identification of members of the Board of Directors and selection/appointment of the Key Managerial Personnel/Senior Management Personnel of the Company. The NRC recommends appointment of Director/appointment or re-appointment of Managing Director based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The NRC, in addition to ensuring diversity of race and gender, also considers the impact the appointee would have on Board's balance of professional experience, background, view points, skills and areas of expertise.

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee has also adopted the Remuneration Policy for the members of the Board and Executive Management. The guiding principles of the Remuneration Policy are stated in the Report on Corporate Governance, which forms a part of the Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a Vigil Mechanism which includes implementation of the Whistle Blower Policy to deal with instances of fraud and mis-management, if any, and conducting business with integrity, including in accordance with all applicable laws and regulations. No employee has been denied access to the Vigilance Officer as well as Chairman of the Audit Committee. The details of the Vigil Mechanism and Whistle-Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

AUDITORS

Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W), were appointed as Statutory Auditors to hold office for a term of 5 (five) years until the conclusion of thirty seventh Annual General Meeting of the Company to be held for the financial year 2019-20, subject to ratification of their appointment as such by the members at every Annual General Meeting. They have confirmed to the Company that their appointment, if ratified by the members at the ensuing thirty fourth Annual General Meeting, would be according to the terms and conditions prescribed under Section(s) 139 and 141 of the Companies Act, 2013 and rules framed thereunder and that they are not disqualified for appointment as Auditors within the meaning of the said Act, The Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The Board of Directors has re-appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors for conducting audit of the accounting records maintained by the Company in respect of specified products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014 and fixed their remuneration based on the recommendation of the Audit Committee. The remuneration payable to Cost Auditors is subject to ratification by the shareholders in the ensuing Annual General Meeting of the Company.

AUDITORS' REPORT

The Auditors' Report on the financial statements of the Company forms a part of the Annual Report. There is no qualification, reservation, adverse remark, disclaimer or modified opinion in the Auditors' Report, which calls for any further comments or explanations. Further, during the year under review, the Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013, therefore, no detail is required to be disclosed in pursuance to Section 134(3)(ca) of the Companies Act, 2013.

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, Messrs R.K.Mishra & Associates, Company Secretaries (PCS Registration no.14474) were appointed to undertake the Secretarial Audit of the Company for the year ended March 31, 2017. The Report of the Secretarial Auditor is given in Annexure-II, which is attached hereto and forms a part of the Directors' Report.

No qualification or observation or other remarks have been made by Messrs R.K.Mishra & Associates in the Secretarial Audit Report, which calls for any comments or explanations.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into by the Company during the financial year under review were generally on arms' length basis and in the ordinary course of business. The disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in prescribed Form AOC-2 is given in Annexure III, which is attached hereto and forms a part of the Directors' Report. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

All related party transactions are placed before the meeting(s) of Audit Committee for its approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis, for a financial year, for the transactions which are of a foreseen and repetitive in nature. The statement giving details of all related party transactions entered into pursuant to the omnibus approval together with relevant documents/information are placed before the Audit Committee for review and updation on quarterly basis. The Company's Policy on materiality of Related Party Transactions and dealing with Related Party Transactions, as approved by the Board of Directors, is uploaded on the Company's website and can be accessed at weblink: http://www.vtlrewa.com/pdf/RPTPolicy%20_VTL.pdf.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE(S)

Your Company has three wholly owned subsidiaries namely August Agents Limited, Insilco Agents Limited and Laneseda Agents Limited. None of the subsidiary companies is a material non-listed Indian Subsidiary company as defined under Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. During the year under review there was no change in the number of subsidiaries or in nature of business of subsidiaries. The subsidiaries have achieved satisfactory financial performance during the year under review.

Birla Cable Limited (Formerly Birla Ericsson Optical Limited) ceased to be an associate and joint venture company with effect from August 24, 2016 upon termination of Joint Venture Agreement entered into by your Company along with Universal Cables Ltd. and Ericsson Cable AB, Sweden followed by the divestment of the entire shareholding of the overseas co-promoter, Ericsson Cables AB, Sweden in favour of Indian co-promoters.

Birla Visabeira Private Limited, an existing joint venture company engaged primarily in EPC and Operation & Maintenance business in certain specific areas in the telecommunications and power infrastructure segments, is in the process of bidding for certain niche projects in India in the relevant fields. The joint venture's financial performance was in consonance with planned business strategy.

Universal Cables Ltd. (UCL), an Associate company within the meaning of Section 2(6) of the Companies Act, 2013 read with definition of the term 'Associate' as per Accounting Standard (AS)-23, achieved sustained growth in business with improved financial performance during the year under review.

A Statement containing the salient features of the financial statements of subsidiaries, an associate company and a joint venture as prescribed under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of The Companies (Accounts) Rules, 2014 is attached and forms a part of the Annual Report.

A report on the performance of financial position of each of three wholly owned subsidiaries, an associate company and a joint venture company, as per the provisions of the Companies Act, 2013 is provided as part of the consolidated financial statements and hence not repeated herein for the sake of brevity.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, read with Accounting Standard (AS)-21 "Consolidated Financial Statements", Accounting Standard (AS)-27 "Financial Reporting of Interests in Joint Venture" and Accounting Standard (AS)-23 "Accounting for Investments in Associates in Consolidated Financial Statements", the audited Consolidated Financial Statements of the Company as of and for the year ended March 31, 2017, forms a part of the Annual Report. The Financial Statements of subsidiary companies have been prepared in the same form and manner as that of the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, Guarantees and Investments in pursuance to Section 186 of the Companies Act, 2013 have been disclosed in the financial statements read together with Notes annexed to and forming an integral part of the financial statements.

DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, ETC.

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Statement of Disclosure of Remuneration and such other details as prescribed therein are given in Annexure-IV, which is attached hereto and forms a part of the Directors' Report.

EXTRACT OF ANNUAL RETURN

An Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 is given in Annexure-V, which is attached hereto and forms a part of the Directors' Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of an employee of the Company are given in Annexure-VI, which is attached hereto and forms a part of the Directors' Report.

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

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, the information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in Annexure-VII, which is attached hereto and forms a part of the Directors' Report.

GENERAL

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

- (a) The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has granted stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2017.
- (b) The Managing Director of the Company does not receive any remuneration or commission from any of the subsidiaries of the Company.
- (c) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its operations in future.
- (d) The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and Rules made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.
- (e) There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.
- (f) No frauds were reported by Auditors in terms of Section 143(2) of the Companies Act, 2013 and rules, if any, made thereunder.

ACKNOWLEDGEMENT

The Board desires to place on record its grateful appreciations for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the bankers, investors, vendors and esteemed customers and other business associates/institutions. Your Directors also wish to place on record their sincere thanks and infinite appreciations to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

Yours faithfully,

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

New Delhi, May 15, 2017

**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 to the CSR policy and projects or programmes:

As per the provisions of the Companies Act, 2013 and rules framed thereunder, the Company has formulated its CSR Policy with the vision to actively contribute to spreading education by promoting employment enhancing vocation skills especially among children and livelihood enhancement project(s), ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining quality of soil, air and water, promoting health care including preventive health care, animal welfare, etc. The CSR Policy is stated and disclosed on the website of the Company and can be accessed from weblink: www.vtlrewa.com.

(2) The Composition of the CSR Committee:

- (a) Shri D.R. Bansal, Chairman (Non – Executive Director)
- (b) Shri J. Veeraraghavan (Independent Director)
- (c) Shri S. K. Misra (Independent Director)

(3) Average net profit of the Company for last three financial years:

Average Net Profit : Rs.6575.76 lacs

(4) Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

The Company was required to spend Rs.131.52 lacs towards CSR. However, CSR Committee and the Board of Directors of the Company approved an enhanced outlay of Rs.135.00 lacs towards CSR Expenditure for the financial year 2016-17.

(5) Details of CSR spent during the financial year:

- (a) Total amount spent for the financial year :** Direct: Rs.1.20 lacs and Contribution paid to the Implementing Agency - Rs.133.80 lacs.
- (b) Amount unspent, if any :** Nil except that a part of cash outflow from Implementing Agency in respect of certain ongoing/pending CSR projects or activities will happen in the current financial year 2017-18.

(c) Manner in which the amount spent during the financial year is detailed below:

CSR Project or Activities	Sector	Location	Amount outlay (budget) project or programme wise	Amount spent on the projects or Programmes*	Cumulative Expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1. Contribution to Gaushala (Cow Ranch) administered by Gaushala Committee under the Chairmanship of District Collector.	Animal Welfare.	Laxmanbag, Rewa City, Rewa.	Rs.1.20 lacs	Rs.1.20 lacs	Rs.1.20 lacs	Direct
2. Infrastructure development and smart class room solutions at M.P. Birla Foundation Industrial Training Institute (Private), Rewa (M.P.).	Education -promoting employment enhancing vocation skills especially among children and livelihood enhancement project(s).	At local area / nearby place where manufacturing facility of the Company is situated (District- Rewa in the state of Madhya Pradesh).	Rs.30.00 lacs	Rs.30.00 lacs	Rs.92.01 lacs (from Financial Year 2014-15 to 2016-17)	Through the implementing agency, "Madhav Prasad Priyamvada Birla Apex Charitable Trust" which is duly registered under Section 12A of the Income Tax Act, 1961.
3. Tree plantation, dust pollution control measures, widening of storm water canal (Natural resource) to mitigate the risk of flood and inundation of water in the industrial area and nearby villages/ localities.	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining quality of soil, air and water.	-do-	Rs.36.80 lacs	Rs.36.80 lacs	Rs.52.34 lacs (during Financial Year 2015-16 and 2016-17)	
4. Fire/natural calamity relief and prevention-Fire Tender and Equipments required therefor.	-do-	-do-	Rs.40.00 lacs	Under Implementation.	-	
5. New Dispensary equipped with modern Test Laboratory equipment.	Promoting health care including preventive health care.	-do-	Rs.27.00 lacs	To be implemented in the current financial year 2017-18 upon identification and approval of suitable location by the District/ Industrial Area authorities/ agencies.	-	

* The entire allocated amount has been spent on the specified projects/activities directly without any element of overhead having been included therein.

(6) In case the Company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount:

The cash outflow by the implementing agency pertaining to certain ongoing/pending CSR projects/activities will happen in the current financial year 2017-18 upon completion of such CSR activities/projects, subject to receiving requisite consent from the District/Industrial Area authorities/agencies. As a socially responsible citizen, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in development of local area by embedding wider economic, social and environmental objectives.

(7) Responsibility Statement by the Corporate Social Responsibility Committee:

The Company's CSR Committee confirms that the selection, implementation and monitoring of the CSR projects/activities is in compliance with the CSR objectives and Policy of the Company and certifies that all CSR activities/projects implemented/funded by the Company during the financial year 2016-17 adhere to the objectives set in its CSR Policy.

Y.S.Lodha
Managing Director

D.R.Bansal
Chairman-CSR Committee

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To,
The Members,
Vindhya Telelinks Limited
Udyog Vihar, P.O. Chorhata
REWA - 486 006 (M.P.)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vindhya Telelinks Limited ('the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 as amended by the Securities Laws (Amendment) Act, 2014 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (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; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the audit period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (Not applicable to the Company during the audit period).
- (vi) The Factories Act, 1948;
- (vii) The Industrial Dispute Act, 1947;
- (viii) The Payment of Wages Act, 1936;
- (ix) The Minimum Wages Act, 1948;
- (x) The Employees State Insurance Act, 1948;
- (xi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (xii) The Payment of Bonus Act, 1965 and Payment of Bonus (Amendment Act, 2015);
- (xiii) The Payment of Gratuity Act, 1972;
- (xiv) The Contract Labour (Regulation and Abolition) Act, 1970;
- (xv) The Maternity Benefits Act, 1961;
- (xvi) The Child Labour Prohibition and Regulation Act, 1986;
- (xvii) The Apprentices Act, 1961;

- (xviii) The Equal Remuneration Act, 1976;
- (xix) The Employment Exchange (Vacancies) Act, 1976;
- (xx) The Environment (Protection) Act, 1986;
- (xxi) The Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2008;
- (xxii) The Water (Prevention and Control of Pollution) Act, 1974;
- (xxiii) The Air (Prevention and Control of Pollution) Act, 1981;
- (xxiv) The Indian Contract Act, 1872;
- (xxv) The Income Tax Act, 1961 and Indirect Tax Laws; and
- (xxvi) The Indian Stamp Act, 1899 and other applicable labour laws.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as are applicable to the Company;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited; and
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

During the period under review the Company has substantially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors, Independent Directors. During the year under review there was no change in the composition of the Board of Directors of the Company.

Adequate notice is given to all Directors to schedule the Board Meetings and Committee Meetings at least seven days before the date of the Meeting, agenda and detailed notes on agenda were sent within the time prescribed therefor in the Secretarial Standard issued by ICSI and/or with respect to Unpublished Price Sensitive Information at a shorter period with the unanimous general consent of all Directors including Independent Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

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

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

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares /sweat equity.
- (ii) Redemption / buy-back of equity shares.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaboration.

However the members of the Company have passed following resolution through postal ballot on February 9, 2017:

- Special Resolution pursuant to applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, provisions of Articles of Association of the Company, provisions and notification issued by Reserve Bank of India from time to time and subject to such other applicable laws, rules, regulations and guidelines, for granting authority to the Board of Directors, interalia, for making one or more offer(s) or invitation(s) to subscribe, issue and allot secured or unsecured, rated or unrated, Bonds/Redeemable Non-Convertible Debentures/Other Debts Securities, on private placement basis, in one or more tranches for an aggregate amount not exceeding Rupees One Hundred and Fifty Crores within the overall borrowing limits of the Company, during a period of one year from the date of passing of the Special Resolution by the Members of the Company.

For R.K. Mishra & Associates
Company Secretaries

Kishor Kumar Gupta
Partner

CP No. 14474
ACS No. 38776

Place : Satna
Date : May 15, 2017

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

To,
The Members,
Vindhya Telelinks Limited
Udyog Vihar, P.O. Chorhata
REWA - 486 006 (M.P.)

Our report of even date provided to Vindhya Telelinks Limited (“the Company”) for the year ended 31st March, 2017 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records and legal compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records and records of legal compliances. The verification was done on test basis to ensure that correct facts are reflected in secretarial and other relevant records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as it is a part of financial audit as per the provisions of the Companies Act, 2013 and rules framed thereunder.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R.K. Mishra & Associates
Company Secretaries

Kishor Kumar Gupta
Partner
CP No. 14474
ACS No. 38776

Place : Satna
Date : May 15, 2017

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

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 arm's length transactions under third proviso thereto.

(1) **Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract or arrangement or transaction with its related parties, which is not at arm's length during the year ended on March 31, 2017.

(2) **Details of material contracts or arrangement or transactions at arm's length basis:**

- (a) **Name of the related party and nature of relationship:** Birla Furukawa Fibre Optics Private Limited (BFFOPL), a private limited company having common Directors.
- (b) **Nature of contracts/arrangements/transactions:** Purchase of various types and grades of optical fibre, a principal raw material for manufacturing optical fibre cable, sale of raw materials besides other transactions including reimbursement of expenses or other obligations, etc.
- (c) **Duration of the contracts/arrangements/transactions:** On going contracts/agreements from time to time. The unrelated shareholders of the Company, through postal ballot, accorded their approval on January 14, 2016, by way of an ordinary resolution for entering into contracts/ arrangements/transactions with Birla Furukawa Fibre Optics Private Limited upto a maximum amount of Rs.250 Crores (Rupees Two Hundred and Fifty Crores) per financial year.
- (d) **Salient terms of the contracts or arrangement or transactions including the value, if any, (Financial Year 2016-17):**
 - (i) Purchase of various types and grade of optical fibre, a principal raw material for manufacturing optical fibre cable – Rs.2351.32 lacs.
 - (ii) Sale of raw material – Rs.1.84 lacs.
 - (iii) Lease rent received for a residential flat given on operating lease (for a part of the year) – Rs.0.99 lac.

The salient terms of contracts or arrangements or transaction were:

- (i) Purchase and sale of raw materials- As per mutually agreed commercial terms and conditions in line with the prevalent business practices and generally comparable with unrelated parties in all material aspects.
 - (ii) Operating lease for a residential flat during its validity was at fixed rent payable monthly and determined based on prevalent rent of similar accommodation in the vicinity.
- (e) **Date of approval by the Board, if any:** Shareholders approval was obtained on January 14, 2016 and in pursuance thereto an omnibus approval was accorded by the Audit Committee on March 31, 2016 pertaining to the financial year 2016-17.
- (f) **Amount paid as advances:** Nil

Yours faithfully,

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

New Delhi, May 15, 2017

ANNEXURE - IV
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17 are as under:

Sl. No.	Name of Director/KMP and Designation	Ratio of remuneration of each Director to the median remuneration of employees	% increase in Remuneration during the financial year 2016-17
1	Shri Y.S.Lodha (Managing Director)	62.66:1	17.19
2	Shri Saurabh Chhajer (Chief Financial Officer)	N.A.	18.43
3	Shri Ashok Mishra (Company Secretary)	N.A.	N.A.
4	Shri Raj Kumar Agarwal [Vice President (Commercial) & Secretary]	N.A.	N.A.

Note(s):

- (a) Shri Ashok Mishra, Company Secretary and Shri Raj Kumar Agarwal, Vice President (Commercial) & Secretary were employed for a part of the year during the financial year 2016-17 and as such the percentage increase in Remuneration as compared to previous year remuneration is not comparable.
- (b) None of the Directors of the Company except the Managing Director has received any remuneration other than sitting fee for attending Meetings of the Board or Committee thereof during the financial year 2016-17.
- (c) "Median" means the numerical value separating the higher half of employees from the lower half and the median of a finite list of number may be found by arranging all the observations from lowest value to highest value and picking the middle one.
- (ii) The percentage increase in the median remuneration of employees in the financial year 2016-17 was 7.39%.
- (iii) There were 565 permanent employees on the rolls of the Company as on March 31, 2017.
- (iv) Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2016-17 was around 13.84% whereas the average percentile increase in the remuneration of Key Managerial Personnel (excluding those who were employed for a part of the year) for the same financial year was around 17.38%. The average increase in remuneration of the employees was guided by various factors such as inflation, salary revision based on detailed performance evaluation, the overall financial performance of the Company, talent retention and reward for individual performance, etc. Remuneration of managerial personnel is adjusted periodically against the industry benchmark besides overall key indicators of financial performance of the Company.
- (v) It is hereby affirmed that the remuneration paid during the year ended March 31, 2017 is as per the Remuneration Policy of the Company.

Form No.MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

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

I. REGISTRATION AND OTHER DETAILS

- (i) CIN : L31300MP1983PLC002134
- (ii) Registration Date : January 27, 1983
- (iii) Name of the Company : Vindhya Telelinks Limited
- (iv) Category/Sub-Category of the Company : Public Company limited by Shares
- (v) Address of the Registered Office and contact details : Udyog Vihar, P.O.Chorhata, Rewa-486006 (M.P.)
Telephone No.(07662) 400400 Fax No.(07662) 400591
E-mail: headoffice@vtlrewa.com
- (vi) Whether listed Company : Yes
- (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Link Intime India Pvt. Ltd.
C-101, 247 Park
L.B.S.Marg, Vikhroli (West), Mumbai-400083
Telephone No.(022)49186000 Fax No.(022)49186060
E-mail: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Cables	2731 & 2732	24.95
2	Engineering, Procurement and Construction (EPC)	4220	75.05

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	August Agents Limited, C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51109WB1996PLC076597	Subsidiary	100.00	2(87)(ii)
2.	Insilco Agents Limited, C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51109WB1995PLC074406	Subsidiary	100.00	2(87)(ii)
3.	Laneseda Agents Limited, C/o Birla Building, 4 th Floor, 9/1, R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51909WB1995PLC075959	Subsidiary	100.00	2(87)(ii)
4.	Punjab Produce Holdings Limited, C/o Birla Building, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	U70109WB1995PLC074449	Associate	48.00	2(6)
5.	Birla Visabeira Private Limited, Commercial Plaza, 2 nd Floor, Wing-B, Radisson Blu Hotel, N.H. No.8, Mahipalpur, New Delhi-110037	U45400DL2015PTC285164	Associate	40.00	2(6)
6.	Universal Cables Limited, P.O. Birla Vikas, Satna-485005 (M.P.)	L31300MP1945PLC001114	Associate	23.85*	2(6)
7.	Birla Cable Ltd. [Formerly Birla Ericsson Optical Limited], Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)	L31300MP1992PLC007190	Associate	19.33**	2(6)
8.	Birla Corporation Limited, C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	L01132WB1919PLC003334	Associate	8.29	2(6)

* The Company received a Letter of Allotment confirming allotment of 34,35,055 equity shares on 20th October, 2015, subscribed in the Rights Issue of Universal Cables Ltd. (UCL) out of which 10,15,101 equity shares are pending to be credited to Company's designated demat account, in view of the status-quo Order passed by the Hon'ble High Court of Delhi on 18th November, 2015, as intimated by UCL.

** An associate of the Company upto August 23, 2016.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2016				No. of Shares held at the end of the year as on 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	-	-	-	NIL
(b) Central Government	-	-	-	-	-	-	-	-	NIL
(c) State Government(s) – through a Corporation	28000	-	28000	0.24	28000	-	28000	0.24	NIL
(d) Bodies Corporate	5129305	-	5129305	43.28	5129305	-	5129305	43.28	NIL
(e) Bank/FI	-	-	-	-	-	-	-	-	NIL
(f) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (1)	5157305	-	5157305	43.52	5157305	-	5157305	43.52	NIL
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	NIL
(b) Other-Individuals	-	-	-	-	-	-	-	-	NIL
(c) Bodies Corporate	-	-	-	-	-	-	-	-	NIL
(d) Bank/FI	-	-	-	-	-	-	-	-	NIL
(e) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	NIL
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	5157305	-	5157305	43.52	5157305	-	5157305	43.52	NIL
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	1072901	400	1073301	9.06	1206708	400	1207108	10.19	(+) 1.13
(b) Banks/FI	6773	4754	11527	0.10	12212	4754	16966	0.14	(+) 0.04
(c) Central Government	-	-	-	-	-	-	-	-	NIL
(d) State Government(s)	-	-	-	-	-	-	-	-	NIL
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
(g) FIs	471310	700	472010	3.98	322768	700	323468	2.73	(-) 1.25
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Other (Specify)	-	-	-	-	-	-	-	-	NIL
Sub-Total (B) (1)	1550984	5854	1556838	13.14	1541688	5854	1547542	13.06	(-) 0.08
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	599155	10080	609235	5.14	928855	10080	938935	7.93	(+) 2.79
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
(b) Individuals									
(i) Individual Shareholders holding nominal Share Capital upto Rs.1 lac	1082892	270218	1353110	11.42	1283407	259499	1542906	13.02	(+) 1.60
(ii) Individual Shareholders holding nominal Share Capital in excess of Rs.1 lac	1745767	-	1745767	14.73	1179658	-	1179658	9.95	(-) 4.78
(c) Others (Specify) -									
(i) Trusts, Societies, etc.	1254886	-	1254886	10.59	1253886	-	1253886	10.58	(-) 0.01
(ii) NRIs/OCBs	93661	35023	128684	1.08	100367	34020	134387	1.13	(+) 0.05
(iii) Clearing Members/Clearing House	45038	-	45038	0.38	96244	-	96244	0.81	(+) 0.43
Sub-Total (B) (2)	4821399	315321	5136720	43.34	4842417	303599	5146016	43.42	(+) 0.08
Total Public Shareholding (B)=(B)(1)+(B)(2)	6372383	321175	6693558	56.48	6384105	309453	6693558	56.48	NIL
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	11529688	321175	11850863	100.00	11541410	309453	11850863	100.00	NIL

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2016			Shareholding at the end of the year as on 31.03.2017			% change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1	Universal Cables Ltd.	3454530	29.15	-	3454530	29.15	-	NIL
2	The Punjab Produce & Trading Co. Pvt. Ltd.	1291374	10.90	-	1291374	10.90	-	NIL
3	Trilochan Vyapaar Private Ltd.	237211	2.00	-	237211	2.00	-	NIL
4	Punjab Produce Holdings Ltd.	121842	1.03	-	121842	1.03	-	NIL
5.	Madhya Pradesh State Industrial Development Corporation Ltd.	28000	0.24	-	28000	0.24	-	NIL
6.	Baroda Agents & Trading Co.Pvt.Ltd.	15100	0.13	-	15100	0.13	-	NIL
7.	Gwalior Webbing Co.Pvt.Ltd.	8848	0.07	-	8848	0.07	-	NIL
8.	Birla Financial Corporation Ltd.	100	-	-	100	-	-	NIL
9.	East India Investment Co.Pvt.Ltd.	100	-	-	100	-	-	NIL
10.	Hindustan Gum & Chemicals Ltd.	100	-	-	100	-	-	NIL
11.	Birla Cable Ltd.(Formerly Birla Ericsson Optical Ltd.)	100	-	-	100	-	-	NIL
		5157305	43.52	-	5157305	43.52	-	NIL

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	No change			
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change			
At the end of the year	No change			

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

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Belle Vue Clinic	1164286	9.82	1164286	9.82
2.	Reliance Capital Trustee Co. Ltd.-A/c Reliancesmall Cap Fund	843216	7.12	851516	7.19
3.	Shyamadevi Agrawal	297120	2.51	297120	2.51
4.	Acacia Partners, LP	255000	2.15	-	-
5.	Seetha Kumari	223582	1.89	105917	0.89
6.	Geeta Harsh Agrawal	201179	1.70	1179	0.01
7.	Acacia Institutional Partners, LP	181800	1.53	-	-
8.	Rachnadevi Raju Agarwal	153240	1.29	153240	1.29
9.	Bang Securities Pvt. Ltd.	153000	1.29	-	-
10.	Reliance Capital Trustee Co. Ltd.-A/c Reliance Capital Builder Fund-SR A	127500	1.08	127500	1.08
11.	Rajasthan Global Securities Pvt. Ltd.	-	-	250575	2.11
12.	Cohesion India Best Ideas (Master) Fund Ltd.	-	-	247000	2.08
13.	IIFL Best of Class Fund 1- Class 2	-	-	150000	1.27
14.	Anand Omprakash Agarwal	120581	1.02	120581	1.02

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	None of the Directors and KMP holds Shares in the Company			
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	None of the Directors and KMP holds Shares in the Company			
At the end of the year	None of the Directors and KMP holds Shares in the Company			

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	13453.59	18250.00	-	31703.59
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	41.60	-	-	41.60
Total (i+ii+iii)	13495.19	18250.00	-	31745.19
Change in Indebtedness during the financial year				
• Addition				
- Principal Amount	6061.43	-	-	6061.43
- Interest due but not paid	-	52.40	-	52.40
- Interest accrued but not due	-	-	-	-
• Reduction(-)				
- Principal Amount	-	(-)10250.00	-	(-)10250.00
- Interest due but not paid	(-)19.36	-	-	(-)19.36
- Interest accrued but not due	-	-	-	-
Net Change [(+)/(-)]	(-)6042.07	(-)10197.76	-	(-)4155.53
Indebtedness at the end of the financial year				
(i) Principal Amount	19515.02	8000.00	-	27515.02
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	22.24	52.40	-	74.64
Total (i+ii+iii)	19537.26	8052.40	-	27589.66

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to the Managing Director

Sl. No.	Particulars of Remuneration	Name of Managing Director–Shri Y.S.Lodha Amount (Rs.in lacs)
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	86.64
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	22.87
	(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 (Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable)	8.93
	Total (A)	118.44
	Ceiling as per the Act – Being 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and rules made thereunder.	503.28

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount (Rs.in lacs)	
		Shri J.Veeraraghavan	Shri S.K.Misra	Shri R.C.Tapuriah	Shri Shiv Dayal Kapoor	Smt. Kiran Aggarwal		
1.	Independent Directors							
	Fees for attending Board/ Committee Meetings	4.35	4.10	4.20	2.65	2.15	17.45	
	Commission	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	
	Total (1)	4.35	4.10	4.20	2.65	2.15	17.45	
2.	Other Non-Executive Directors	Shri Harsh V.Lodha		Shri D.R.Bansal	Shri Pracheta Majumdar			
	Fee for attending Board/ Committee meetings	2.00		2.70		2.80	7.50	
	Commission	-		-		-	-	
	Others, please specify	-		-		-	-	
	Total (2)	2.00		2.70		2.80	7.50	
	Total (B)=(1+2)						24.95	
	Total Managerial Remuneration						143.39	
	Overall Ceiling as per the Act	Being 6% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and rules made thereunder. The ceiling, however, does not apply on fee paid to other Directors for attending Meetings of the Board or Committee thereof in pursuance to Section 197(2) and (5) of the Act.						603.93

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total (Rs.in lacs)
		Shri Ashok Mishra* Company Secretary (Upto 10 th January, 2017)	Shri R.K.Agarwal* Vice President (Commercial) & Secretary (w.e.f. 11 th January, 2017)	Shri Saurabh Chhajjer CFO		
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	9.56	5.30	20.28		35.14
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.78	0.50	1.53		2.81
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-		-
2.	Stock Options	-	-	-		-
3.	Sweat Equity	-	-	-		-
4.	Commission - as % of profit - others, specify	-	-	-		-
5.	Others, please specify – Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable Left over benefits	0.48 1.19	0.30 -	1.00 -		1.78 1.19
	Total (C)	12.01	6.10	22.81		40.92

* Employed for the part of the year.

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/B. Directors/C. Other Officers in Default					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

ANNEXURE - VI
STATEMENT OF PARTICULARS OF EMPLOYEE AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED MARCH 31, 2017.

Name	Designation	Nature of Employment whether contractual or otherwise	Qualification(s)	Age (in years)	Date of commencement of Employment	Total Experience (in years)	Gross Remuneration Per Annum (Rs.in lacs)	Previous employment/ designation before joining the Company
Shri Y.S. Lodha	Managing Director	Contractual	B.Com, F.C.A., A.C.S.	53	04.11.2006	30	118.44	Birla Cable Ltd., Rewa [Formerly Birla Ericsson Optical Ltd.] President & Secretary

Notes: (1) Gross remuneration comprises of Salary and Allowances, Company's contribution to provident fund, superannuation fund, perquisites/benefits but specifically does not include provision/payment towards incremental liability on account of gratuity and compensated absences since actuarial variation for such provision/payment is done for the Company as a whole.

(2) Shri Y.S.Lodha himself or alongwith his spouse and dependent children, neither holds 2% or more of the equity share capital of the Company nor he is a relative of any Director of the Company.

(3) No employee of the Company received gross remuneration higher than that of the Managing Director.

Yours faithfully,

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

New Delhi, May 15, 2017

DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of Energy:

As in the past, the Company continued to stress upon measures for the energy conservation in all the areas of its operations by adhering to a well structured energy management system. Regular efforts are made to optimize process parameters and energy conservation, improving the operational efficiencies and reducing water and energy consumption. Additionally, while undertaking modernization and technological upgradation of production facilities, due consideration is also given in selection of plant and equipments which conforms to the best in class energy conservation parameters. The other identified key initiatives for conservation of energy during the year were -

(i) The steps taken or impact on conservation of energy:

- Switching over to Heat Pump System in lieu of conventional electric geyser system.
- Optimisation/rationalisation of Contract Demand of power supply arrangement with Government Discom based on due diligence of likely power consumption pattern.
- Sustained maintenance of Power Factor at the level higher than 0.99 in order to save overall energy consumption and costs.
- Installation of LED lighting in Plant areas and Company's township.
- Initiation of action for reduction in water consumption and also re-use of recycled water in a more efficient manner.
- Re-alignment of plant layout for smooth process flow, better efficiency and minimum material movement.

(ii) The steps taken by the company for utilizing alternate sources of energy:

- In addition to contribution from ongoing energy reduction measures, the Company is also evaluating offers for purchase of solar power from independent solar power producers.

(iii) The capital investment on energy conservation equipments:

- Capital expenditure has not been accounted for separately.

(B) Technology absorption:

(i) The efforts made towards technology absorption:

- Proactively embraced compelling adjacencies to the core business, products and services by imperceptible innovations;
- Transforming the products development as per evolving industry's standards to adapt to the changing landscape in the wire & cable industry;
- Improving and maintaining the quality of certain key raw materials and consumables.
- Redefining the market place with disruptive innovation and development of newer products; and
- Investment in people and processes to consciously seed and steer work place innovation in manufacturing, packaging, promotion and customer services.

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

- Flexible and agile manufacturing, keeping pace with rapidly changing market needs. Launch of new products, input substitution, improvements in productivity and overall operating efficiency;
- Enhanced products range to address emerging market opportunities;
- Development of products meeting wider applications by modifying manufacturing processes; and
- Differentiated products, improved service delivery and customer satisfaction.

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

- Not applicable as no technology was imported during the last three years.

(iv) The expenditure incurred on Research and Development:

- R & D expenditure has not been accounted for separately.

(C) Foreign exchange earnings and Outgo:

During the year the foreign exchange outgo in terms of actual outflows was Rs.9301.87 lacs while foreign exchange earned in terms of actual inflows was Rs.2576.00 lacs. The Company continues to make efforts to improve its export turnover by exporting to neighbouring countries/MENA and other parts of the world.

Yours faithfully,

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

New Delhi, May 15, 2017

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is primarily engaged in the business of manufacturing and sale of Telecommunication Cables, other types of Wires & Cables, FRP Rods/ Glass Rovings, Connectorized Cable Products, etc. and Engineering, Procurement and Construction (EPC) business.

Long at the margins of the telecom and internet revolution, India is today moving towards pole position on data consumption. The country is witnessing expansion of 4G networks at breakneck speed in order to lord over the most precious commodity of the future “DATA”. With unlimited voice plans and rising data consumption, higher network capacity is crucial for Telecom Operators (telcos) to have meaningful market share. In the face of heightened competition, telcos have to, therefore, constantly invest in network expansion and value added services which may see significant spurt in demand for optical fibre cables and other equipments. Government of India’s flagship Digital India programme, is perhaps, one of the biggest public sector efforts in the world to create an ecosystem of unprecedented data connectivity with each user signifying multiple opportunities to generate value for economy. The NOFN now rechristened as “Bharat Net”, the most important pillar of the Digital India programme, envisages to build one of the largest optical fibre cable networks in the country.

Amid the monumental jump in data consumption demand in a very short span, the telcos in India are on an overdrive to acquire additional 4G capacity spectrum followed by sizable capex/opex to spruce up the networks including laying of optical fibre cables in a big way, in their telecom networks starting from backbone, intra-city, metro access and up to final customer premise network portions to make their network high bandwidth deliverance capabilities, riding on latest communication technologies based on 4G LTE (Long Term Evolution). Metropolitan and urban areas have additional factors, such as intense competition in OFC in localities with high commercial potential, optical fibre in such areas is preferred provided the installation is feasible at reasonable cost, and is commercially sustainable. Further, FTTH is stated to be launched in a big way enabling the operators to go smaller micro type optical fibre cables at the final access and premise levels. At present, India has approx. 1.25 million fibre-to-the-home connections, accounting for less than 1% of total broadband connections in the country and is far behind many countries in FTTH penetration. To deliver, high speed mobile broadband capability in mobile phone, even cell sites are getting connected with optical fibre by telcos. And finally, to cater to the need of 4G and upcoming 5G standards, optical fibre is finding its enviable space in connecting the antenna as well in the cell towers.

On the other hand, the use of copper telecom cables in the network is losing its sheen, due to high cost and on the other hand, technology advantages presented by optical fibre cables for network operation/expansion.

The year 2016-17 under review has been a milestone in 4G service growth in India. Telcos rapidly rolled out high speed services, to capitalize on the ongoing data boom and survive competition. This can be largely attributed to telcos’ robust backhaul networks with the laying huge volume of optical fibre cables, which have undergone significant up-gradation and modification over the past few years. Further, operators have shown an increasing interest in backhaul network transformation towards an IP-based infrastructure. Besides, supporting the existing 3G and 4G LTE network expansion using optical fibre cables in the backhaul network, the shift towards an IP-based backhaul network will definitely help operators to tap new business opportunities arising from the growth of Internet of Things (IoT), smart cities, video services, etc. The futuristic expected 5G services are on the anvil, which is already with field trials by telcos and the equipment makers, optical fibre cables are considered as the ultimate medium of any telecommunication network and the consumption is expected to grow considerably, thereby helping the cable industry in general.

The Company’s EPC business segment, has successfully adapted to the changed environment as required by the end users in terms of providing complete end-to-end solutions in the various projects generally at par with global standards. The EPC business segment undertakes Design, Engineering, Procurement and Construction activities in Telecom, Power, Sewerage Infrastructure Projects, etc. The EPC business segment owing to its long standing presence, customer-focused approach and the continuous quest for quality in providing turnkey solutions has enabled itself to sustain a growth momentum in all business verticals in which it operates. The Company being an Infrastructure Provider registered with Department of Telecommunication, Government of India is also in the business of setting up its own telecom network in certain states having limited coverage of OFC networks within India which generates revenue by allowing Indefeasible Right of Use to various Telecom Operators by ensuring quality and reliability of OFC networks.

There is no material change in the industry structure as was reported last year.

BUSINESS REVIEW AND OUTLOOK

The ongoing Bharat Net Phase-I project which is the backbone for Government of India’s ambitious “ Digital India ” programme and has given great impetus to optical fibre cable industry is slated further grow in the coming years with its Phase – II and III roll-outs already planned. Phase II which is to provide connectivity to the balance 150000 Gram Panchayats (after Phase I connects to 100000 GPs) would be rolled out using a mix of optical fibre, unlicensed radios and Satellite and is expected to be completed by December, 2018. If the Government continues to show its serious intent as has been the case for past two years with the execution of Phase I in the remaining GPs and with the involvement of private sector during Phase II, it is expected that Phase II of Bharat Net Project would get completed by 2018 as scheduled and Phase III would be completed thereafter by 2020. The Bharat Net is supposed to provide open non-discriminatory and fair access to all players both for private and public sector.

With the renewed focus by Government of India to give a fillip to the Defence sector, lot of telecommunications related projects are already under execution eg. NFS (Network For Spectrum), coupled with various new projects which require specialty optical fibre cables conforming

to highest military standards. Your Company has very well adapted to these new requirements, with its strong R & D focus to deliver the world class cable products range along with specialty accessories for this sector.

Apart from the government initiated projects, private sector telecom operators also unleashed their potential to create world class and latest generation telecom infrastructure for offering 4G LTE services for IP-enabled voice, data and video streaming capabilities, which are being continuously catered with by the Company again as part of its high niche segment offerings. This is possible only by few Companies in the global industry who have access to high level of technology enabled manufacturing systems and processes, which your Company has and thereby reaping rich dividends and ultimately adding value to the entire ecosystem. The Telecom sector embraced 4G and consumer experienced seamless connectivity and faster networks. The expansion of 4G services in Tier 2 cities is the bridge for digital divide in rural areas. With the stage set for 4G revolution, the next logical step is to plan for a move towards adoption of 5G, a technology adopted by many countries.

The Smart Cities Mission and the Digital India initiative, and the emergence of Internet of Things (IoT), will significantly increase backhaul network requirements at the user level, at the integration points and at usage points where data would be processed for applications and transactions, etc. Public Wi-Fi will also create demand for a robust backhaul and access network which obviously use huge volumes of optical fibre cables in the entire network. Further, as users realize the benefits of high speed network, they are likely to demand ubiquitous 4G coverage, enabling bulk usage of optical fibre cables.

India is on the cusp of formidable growth in mobile broadband technologies. Network expansion of 4G and 3G and a corresponding drop in prices of devices is fueling the growth of mobile broadband in the country. The telcos in India will need to explore technologies such as carrier aggregation, small cells, sectorisation and fiberisation, to enhance overall efficiency and increase capacity to meet the growing demand. India currently has less than 20% of its telecom towers connected on optical fibre as compared to 65-80% in USA, China, Japan and South Korea. Upgrading this connectivity to 100% will require significant investment from telcos to build future proof 4G/5G networks. While, the ongoing next generation 5G trials which are underway is promising to delivery ultra-high speed bandwidth at a very affordable price levels requires huge quantity of optical fibre cables in all the network segments like backbone, intra-city, metro access and final customer delivery portions. The core basis behind building a futuristic 5G mobile communication network which is predominantly driven by the usage of optical fibre cables is largely centered on “services”. There are three main services classifications under 5G, viz. Enhanced Mobile Broadband (eMBB) like High speed browsing and downloads, 4k/8k video streaming, Ultra-reliable & Low Latency Communications (UR-LLC) like Self-Driving Cars, Manufacturing Process Automation and finally Machine to Machine Communications (mMTC) which involves Smart Cities applications and Automated Homes. All these applications, require exponential volume of data to be handled and that is possible only with optical fibre cables to enable the next level of transformation towards the digital age.

Going forward, as telecom operators continue to expand their 4G service reach in a bid to increase their share in the ever-growing 4G service market, it will be crucial to develop a strong and robust backhaul network to support these services. As per the recent industry estimates, more than 100,000 greenfield base transceiver stations (BTSs) are likely to be deployed in addition to the up-gradation and modernization of the existing BTS base. All these need fiberisation of all tower sites to enable seamless mobile broadband experience in both 3G and 4G network configurations. Further, with the introduction of 5G will be in 3 years’ time, there is a major requirement for ramping up the country’s telecom infrastructure in terms of optical fibre based network building.

Project processes in the Engineering Procurement and Construction Industry typically are a sequence of largely separated operations undertaken by diverse entities. This necessitates superior integration with all the players working back from value creation and customer’s needs. Projects like the Network For Spectrum was taken-up by the EPC Division on similar lines and due to the Quality product and the Execution capabilities displayed by the Division, it emerged as a “Preferred contractor” in its area of operations. The Brand it has built and the long relationships with Reputed Telecom Operators which the Division enjoys helped it win large orders especially under IP1. This asset creation model is on an upswing and is expected to provide large business opportunities in the near and long term. The Division would augment necessary capabilities in these areas, explore technology tie-ups for faster roll outs and maintenance of the created network.

The Government of India’s initiative to provide Broadband to all Rural areas and the Digital India drive is resulting in a big requirement of optical fibre cables and network rollout. It is being envisaged to rollout the next phase of Bharat-Net on a turnkey model and 50000 Gram Panchayats are likely to be connected through a network of 1.5 Lac Kms of optical fibre cables during the next 12-18 months which augurs well for the Company. The EPC business segment is also exploring similar big and challenging business opportunities in Power and Sewerage sectors.

The EPC business segment is also focusing on taking up O&M of the Telecom Networks as a Major business activity and is exploring new areas of Infra development like Water Irrigation projects which could open up a new exciting business verticals in the foreseeable future.

SEGMENT-WISE PERFORMANCE

Sale of Products (Cables, etc.)

The Company’s Gross Revenue from Operations on account of sale of products comprising of Telecommunication cables, other wires and cables, FRP Rod/Glass Rovings and traded goods, etc. witnessed a decrease from Rs.46981.88 lacs in the previous year to Rs.28330.05 lacs, during the year under review, due to less than expected orders inflow, competitive pricing and change in product mix based on demand pattern of the customers.

Despite pricing pressures due to ultra-hyper competitive scenario in the cable industry, the Company has achieved satisfactory financial performance under the given circumstances by way of product(s) innovation, offering its expertise in terms of manufacturing specialty niche market segment cables for telecom and defence related infrastructure projects. The launch of customized newer products was made

possible by adapting and relentlessly pursuing the challenges of newer products designs, updated processes and new manufacturing techniques, cost optimization and continuous innovation, etc. The Company has been quick in updating its product portfolio and offering cost competitive products to meet the demand in market for cost effective optical fibre cable network and system. The Company is not wasting any time to embrace new technologies that may require to make its products future proof. These steps in the right direction helped the Company to win the trust of the customers on a long term sustainable basis with state-of-the-art, cost effective and globally competitive manufacturing facilities.

Sale of Services (EPC Contracting/Turnkey Services)

The Company's Gross Revenue from EPC Contracting/Turnkey Services witnessed an increase from Rs.55176.53 lacs in the previous year to Rs.77401.48 lacs during the year under review. Company's efforts to reap the benefits from some of the big ticket infrastructure projects have yielded excellent results, by relying upon its credentials in delivering turnkey projects timely with contemporary execution capabilities in power and telecommunications business verticals. Also the Sewerage Pipeline building vertical is performing satisfactorily with healthy order book.

Company's performance in executing the projects in a competitive manner has helped in bagging some big and prestigious orders during the last twelve months which include power distribution related projects in Bihar (Rs.682 Crores), in Madhya Pradesh (Rs.286 Crores), in Odisha (Rs.271 Crores), in Uttar Pradesh (Rs.310 Crores) and has an order book position of over Rs.2000 Crores at the end of the fiscal year 2016-17.

The EPC business segment has planned expansion as IP-1 Service Provider and is laying Telecom Cable Network in the states of Jammu & Kashmir, Himachal Pradesh, Arunachal Pradesh, etc. It has tied up with various big telecom operators for the Indefeasible right to use the same alongwith Operation and Maintenance services (O & M) and the segment has further plans to foray into the construction of telecom towers on similar lines. In view of the huge investments expected on the optical fiber rollout by PSUs and private operators significant business prospects exist for the EPC business segment in the near term.

OVERALL REVIEW

During the year under review, the Company has reported sustained financial performance. The Company has increased its market share in domestic cables business and also achieved excellent growth in EPC business vertical during the year under review.

FINANCIAL REVIEW

- The revenue from operations (gross) increased by 3.32% to Rs.106222.65 lacs during the year 2016-17 as compared to Rs.102806.84 lacs in the previous year.
- The aggregate other income during the year 2016-17 decreased to Rs.1713.38 lacs as against Rs.1788.18 lacs in the previous year, mainly due to decrease in interest income.
- The Company achieved profit before interest, depreciation/amortisation and tax of Rs.14540.06 lacs during the year 2016-17 as compared to Rs.18665.50 lacs in previous year. Profit before depreciation and tax during the year 2016-17 stood at Rs.10870.47 lacs as against Rs.13377.17 lacs in the previous year, mainly due to lower contribution from cable business segment.
- The finance costs were lower at Rs.3669.59 lacs (previous year Rs.5288.33 lacs) due to optimal utilization of working capital limits, decrease in interest rates and repayment/prepayment of high cost debts.
- There was no change in the capital structure during the year. However, the increase in Reserves & Surplus by Rs.6876.79 lacs is majorly because of the net profit in the current year.
- The additions to the fixed assets of Rs.558.08 lacs during the year mainly consist of normal capital expenditure pertaining to EPC business segment and additional capex on expansion of OFC Unit of the Company.
- The inventories increased to Rs.19051.45 lacs as on March 31, 2017 from Rs.7725.48 lacs as at the end of the previous year, mainly due to increase in inventories at various projects of EPC business segment.
- The increase in trade receivables level at Rs.46501.85 lacs as on March 31, 2017 as compared to Rs.38447.64 lacs as on March 31, 2016 was mainly due to progressive payment schedule and retention money withheld by customers in certain projects of EPC business segment as per the governing terms of the contracts awarded to the Company.

Key Financial Information (Standalone & Consolidated):

(Rs.in lacs)

Particulars	Standalone		Consolidated	
	FY 2016-17	FY 2015-16	FY 2016-17	FY 2015-16
Revenue from Operations (Gross)	1,06,222.65	1,02,806.84	1,06,232.57	1,06,333.09
Profit before Finance Costs, Depreciation/Amortisation and Tax	14,540.06	18,665.50	15,762.29	20,344.03
Net Profit after Tax	6,724.19	7,734.71	8,679.63	9,490.41
Fixed Assets	8,625.12	7,795.79	8,625.30	8,610.20
Investments	14,487.21	13,983.68	23,060.64	20,100.26

- For detailed information on the financial performance with respect to operational performance, a reference may please be made to the financial statements.

OPPORTUNITIES, THREATS & BUSINESS OUTLOOK

- The Government's flagship scheme of giving a boost to Indian Manufacturing Sector through the implementation of "Make in India" to provide larger market access to domestic manufacturing companies and also to provide greater employment opportunities will definitely give opportunities to the domestic cable industry and the mandate of the Government to follow Preferential Market Access Policy (PMA) may provide sustained demand for telecom cables to domestic manufacturers.
- Historically Indian Telecom Cable Segment market reeled continuously under low price realization levels due to less than utilized capacity of this industry. Despite this competitive scenario in the industry, it is buoyant considering the roll-out of big ticket infrastructure creation initiatives from both Government driven and private sector funded projects will give continuous traction for the telecom cable industry.
- By 2018, India is slated to become the top user of smartphones by the masses as per the recent market research and survey reports, as this propelling a very high growth in data traffic. This data traffic growth with quality service is possible only with the large scale deployment of optical fibre cables in the telecom network which would lead to sustained growth in telecom cable industry in long term.
- As part of the de-risking drive by the Company, the customer base is being widened to insulate itself from over-dependence on some leading customers by way of wide range of product offerings and innovation by way of competitive price listings in a customized manner.
- Withdrawal of concessional basic customs duty on one of the key raw material for optical fibre cables affects the price levels of finished cable products to an upward trajectory. This complicates the decent price realization efforts put in by the Company with the end users. This will further put pressure on the Company in already prevailing highly competitive market.
- The telecom sector might see increased financial stress from ongoing tariff war in the industry after entry of aggressive new operator RJIL. Being a highly capital intensive sector, there is a continuous need to invest in networks upgradation and roll out to provide adequate quality of services both in rural and urban areas. The inability to service debt or meet repayment obligations can affect the investment and growth of the associated equipment industry as well.
- Telecom Sector is impacted substantially by fluctuating political narratives, risk to international trade, geopolitical instability and government policies and investment. While no reversal in the planned investment is envisaged, prices and demand are definitely subject to changes in policies on tendering and indenting. However, as explained above the Government's ambitious targets for telecommunication expansion and broadband penetration seamlessly upto village levels should see favourable regulatory environment in India.
- Entry of some new domestic cable players and also established overseas players' entry into the raw material field in the country will definitely affect the competitive price dynamics of the industry in the short term, but the increased demand in the long term is expected to off-set these developments.
- Right-of-the-Way (RoW) is the major concern for any infrastructure building Company. As the EPC division of the Company executes various projects, there are always threats of time delays in obtaining permission from relevant authorities and this will cause the project with cost over-run as well. This affects the working capital cycle as cash flow gets disturbed due to this unforeseen circumstances beyond the reasonable control of the Company. However, the company has put in place various contingency mechanisms in the system to ward off this kind of risks. There is always a need for simplifying the procedures and formalities to be done in this kind of risks from the Government side which were seen in some of the projects like NFS in terms of facilitating RoW permissions well before the project start-up.
- Rising Human Resource challenges like workforce planning, retention, succession planning and skill gaps will play crucial role for the sustained viability and continuing success of the Company's businesses and can be categorised as Human Capital Risk to be dealt with as an important matter for future growth of both Cables and EPC business segments.

RISKS AND CONCERNS

The risks that may affect the functioning of the Company include, but are not limited to:

- Economic conditions;
- Dependence on limited number of major clients;
- Increasing cost of raw materials and logistics;
- Volatile forex fluctuations;
- Technology challenges/information technology risks;
- Competitive market conditions;
- Inverted duty structure;
- Compliance and regulatory pressures including changes in tax laws.
- Delay in execution of turn-key projects leading to financial penalties and cost overrun.

- Retention of skilled manpower in the relevant vehicles of EPC business segment.
- Environment and safety risks.

Your Company has a defined risk management strategy with senior management identifying potential risk, evolving mitigation responses and monitoring the occurrence of risk. The risks are identified on a regular basis, across functions and business segments and the Company strives to link each risk with mitigation step to ensure business continuity. Risk mapping updates are made available to Audit Committee and senior management team.

INTERNAL CONTROL FRAMEWORK

The Company's system of financial, operational and compliance control and risk management is embedded in the business process by which the Company pursues its objectives. The Company is also required to comply with the provisions of the Companies Act, 2013 as regards to maintaining adequate internal financial controls over financial reporting. The management is committed to ensuring an effective internal control environment, commensurate with the size and complexity of the business, which provides assurance on the efficiency of the Company's operations and safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. The Company has a defined organization structure; authority levels, delegated powers, internal procedures/SOPs, rules and guidelines, code of conduct, etc. for conducting business transactions, ensuring reliability of financial controls and compliance with applicable laws and regulations. To manage the risks profile of the Company, proper organization structures, EHS/other compliances, whistle blower mechanism, compliance management, performance reviews conducted at regular intervals.

Further, to augment the internal controls, the Company has engaged firm(s) of Chartered Accountants for internal auditing, who besides conducting periodic audits, independently reviews and strengthens the control measures. The Internal Audit programmes cover the entire operations and both the business segments of the Company. The Internal Auditors regularly brief the Management and the Audit Committee on their significant audit observations/findings, steps to be taken with regard to deviations, if any, and the remedial measures as required are implemented by changing processes and/or setting up additional internal controls. The Audit Committee also reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, if any.

ENVIRONMENT & SAFETY

The Company successfully continued with the implementation of occupational health and safety, quality and environmental protection measures and these are ongoing processes at the Company's plant and facilities. Various proactive measures have also been adopted and implemented which, inter alia, include adoption of cleaner technologies wherever feasible, conservation of resources through waste reduction and training of employees with a focus on sustainable development by improving standards on safety and environment protection. As a recognition of these objectives, the entire range of products of the Company continue to remain certified to the requirement of international standard ISO 14001:2004 by the Det Norske Veritas (DNV).

INDUSTRIAL RELATIONS AND HUMAN RESOURCE DEVELOPMENT

The Company sees its relationship with its employees as critical to the future and its employee relations agenda focuses on ensuring that employees feel valued, on managing change constructively, and on creating an environment and culture within which every employee can maximize his contribution. The Company follows the core values of "be thorough on safety first and compliance" and takes great pride in being compliant to all laws and regulations governing labour and employees and continues to exercise strong governance over all established procedures and practices.

Your Company believes that the competence and commitment of the people are the principle drivers of competitive advantage which enhances competitive strength by differentiating it from competitors. The focus is therefore increasingly going to be retaining talent and try to develop human resources capable of opening up the next generation by identification of key people, knowing their aspirations, designing their growth paths and realigning responsibilities, etc. The industrial relation climate of your Company continues to remain harmonious with focus on improving productivity, quality and safety. Efforts are being made to strengthen organisational culture in order to attract and retain the best talent in the industry by redefining HR policies and processes in line with contemporary market practices. Training needs are identified in systematic manner and regular training programmes are organised both in house and external. The Board records its appreciation of the commitment and support of the employees. The Company employed 565 numbers of permanent employees on its Roll as on March 31, 2017.

The Industrial Training Institute established by the Company and functional under the aegis of M.P.Birla Foundation Educational Society for providing vocational training to students from surrounding villages continues to get encouraging response and students passing out from this Institute are either self-employed or have been successfully absorbed in various industries nationwide.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain certain statements that might be considered "forward looking statements". These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed or implied in the Statement as important factors could influence the Company's operations such as demand supply conditions, Government policies, local, political and economic development, industrial relations, risks inherent to the Company's growth and such other factors. The Company does not undertake any obligation to publicly update, inform or revise such statements, whether as a result of developments, events or actual materialization. Market data and product analysis contained in this report has been taken from internal company reports, industry & research publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Report on Corporate Governance

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Report on Corporate Governance for the year ended March 31, 2017 is set out below:

1. CORPORATE GOVERNANCE PHILOSOPHY

Good Corporate Governance is an integral part of the Company's Management and Business Philosophy.

The importance of Corporate Governance lies in its contribution both to business prosperity and to accountability. Corporate Governance envisages commitment of the Company towards the attainment of high levels of transparency, accountability and business prosperity with the ultimate objective of realising long term shareholder value, whilst taking into account the interest of all other stakeholders for wealth creation.

The Company will continue its efforts towards raising its standard in Corporate Governance and will also review its systems and procedures constantly in order to keep pace with the changing economic environment. The Company has complied with the applicable requirements of Corporate Governance and the Disclosures as contained in this Report are in accordance with Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS

The present strength of the Board of Directors is Nine (9) including one Woman Director. The Company has a regular Non-Executive Chairman. The number of Independent Directors on the Board is Five (5), which is more than half of the total number of Directors and the number of Non-Executive Directors is Eight (8), which is more than fifty percent of the total number of Directors, as laid down under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors on the Board is a member in more than Ten (10) committees or acts as chairman of more than Five (5) committees across all the companies in which he/she is a Director. The necessary disclosures regarding Committee memberships/chairmanships have been made by the Directors. Further, none of the independent directors serves as such on the Board of more than Seven (7) listed companies. Also they do not serve as whole-time directors on the Board of any listed company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company other than the sitting fees payable and reimbursement of incidental expenses incurred by them for attending the Meeting(s) of Board of Directors and Committee thereof. The terms and conditions of appointment of Independent Directors can be accessed on the Company's website viz: [www.vtlrewa.com\(http://www.vtlrewa.com/pdf/T&C_Appt_Independent_Directors_VTL.pdf\)](http://www.vtlrewa.com/pdf/T&C_Appt_Independent_Directors_VTL.pdf).

During the financial year ended on March 31, 2017, six Board Meetings were held on May 19, 2016, July 12, 2016, August 11, 2016, November 11, 2016, January 3, 2017 and February 10, 2017. The maximum time gap between any two meetings was not more than one hundred and twenty days.

The following table gives the composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships/Chairmanships held by them in other companies:

Name of the Director	Category	Attendance Particulars		No. of other Directorships and Committee Memberships/Chairmanships		
		Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Shri Harsh V. Lodha (Chairman)	Non-Executive	5	Yes	7	1	1
Shri J. Veeraraghavan	Independent Non-Executive	6	No	None	None	None
Shri S.K. Misra	Independent Non-Executive	6	No	None	None	None
Shri R.C. Tapuriah	Independent Non-Executive	6	Yes	6	4	2
Shri D.R. Bansal	Non-Executive	6	No	2	1	None
Shri Pracheta Majumdar	Non-Executive	4	No	1	1	None
Shri Shiv Dayal Kapoor	Independent Non-Executive	6	No	3	3	None
Smt. Kiran Aggarwal	Independent Non-Executive	5	No	None	None	None
Shri Y.S. Lodha (Managing Director)	Executive	6	Yes	None	None	None

Notes:

- (i) Number of other Directorships held by the Directors, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustee/membership of managing committees of various trusts and other bodies / chambers and are based on the latest declarations received from the Directors. The details of Committee Membership/Chairmanship is in accordance with Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect the Membership/Chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone of all other public limited companies.
- (ii) None of the Non-Executive Directors/Managing Director holds any Equity Shares of the Company as per the declarations received from them.
- (iii) None of the Directors on the Board has inter se relationship with other Directors of the Company.

All material information are circulated to the Directors before the meeting or placed at the meeting including minimum information as required under Regulation 17(7) read with Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Directors have complete and unrestricted access to any information required by them to understand the transactions and take decisions. This enables the Board to discharge its responsibilities effectively and make an informed decision. The compliance report of all laws applicable to the Company as prepared and compiled by the Company Secretary is circulated to all the Directors along with the Agenda and is placed/reviewed on quarterly basis in the Board Meeting.

The Board has laid down a Code of Conduct for its Board Members and senior management personnel of the Company and the same has been posted on the website of the Company and can be accessed on the Company's website at : http://www.vtlrewa.com/pdf/VTL_REVISED_CODE_OF_CONDUCT.pdf. For the year under review, all Board Members and senior management personnel of the Company have affirmed their adherence to the provisions of the said Code.

In accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information including brief resume and profile of a Director retiring by rotation and eligible for re-appointment at the ensuing 34th Annual General Meeting (AGM) are given in the Notice of AGM of the Company, annexed to the Annual Report 2016-17 of the Company.

3. AUDIT COMMITTEE

The Audit Committee has been re-constituted from time to time over the years as per applicable legal and regulatory requirements. The Audit Committee as at March 31, 2017 consists of three Independent Non-Executive Directors and one Non-Executive Director as specified below:

Name of the Member	Designation	Category
Shri R.C.Tapuriah	Chairman	Independent Non-Executive Director
Shri J.Veeraraghavan	Member	Independent Non-Executive Director
Shri S.K.Misra	Member	Independent Non-Executive Director
Shri Pracheta Majumdar	Member	Non-Executive Director

All the members of the Audit Committee are financially literate and possess expertise in accounting and financial management.

The Secretary of the Company acts as the Secretary to the Audit Committee.

The role of Audit Committee and information being reviewed by the Audit Committee is in accordance with Regulation 18(3) read with Part-C of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013 and Terms of Reference of Audit Committee, inter alia, include the following:

- (i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
- (v) Reviewing with the management, the quarterly financial statements before submission to the board for approval;

- (vi) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Whistle Blower mechanism;
- (xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- (xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Details of Meetings of the Audit Committee held during the year and attendance thereof are given below:

Name of Members	Meetings held and attendance particulars			
	May 19, 2016	August 11, 2016	November 11, 2016	February 10, 2017
Shri R.C. Tapuriah	Yes	Yes	Yes	Yes
Shri J. Veeraraghavan	Yes	Yes	Yes	Yes
Shri S.K. Misra	Yes	Yes	Yes	Yes
Shri Pracheta Majumdar	No	Yes	Yes	Yes

The Meeting of the Audit Committee is also attended by the Secretary of the Committee and the necessary quorum was present at all the meetings. The Statutory Auditors are permanent invitees to the Audit Committee Meetings. The Internal Auditors and Cost Auditors, as needed, are also invitees to the Meetings. The Managing Director, Chief Financial Officer and other invited executives also attended the Meetings to answer and clarify the issues raised at the Meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee constituted by the Board of Directors of the Company, acts in consonance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part-D of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of the Nomination and Remuneration Committee as approved by the Board of Directors are briefly set out below:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal;
- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- to formulate criteria for evaluation of Independent Directors and the Board and to carry out evaluation of every director's performance; and
- to devise a policy on Board diversity.

During the year two meetings of the Nomination and Remuneration Committee was held on May 19, 2016 and January 3, 2017. The Composition and the attendance of Directors at this meeting are as under:

Name of the Member	Designation	Category	Number of Meeting attended
Shri R.C.Tapuriah	Chairman	Independent Non-Executive Director	2
Shri J.Veeraraghavan	Member	Independent Non-Executive Director	2
Shri D.R.Bansal	Member	Non-Executive Director	2

The Company Secretary of the Company who acts as Secretary of the Committee was present in the Meetings of Nomination and Remuneration Committee. The Minutes of the Meeting of the Nomination and Remuneration Committee Meeting were noted at the Board Meeting.

The criteria for performance evaluation as specified by the Nomination and Remuneration Committee cover the areas relevant to the functioning as Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Director(s) who is subject to evaluation did not participate.

4.1 Remuneration Policy

The Company's Remuneration Policy, inter alia, provides a framework for remuneration to the members of the Board of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs). The said Policy earmarks the principles of remuneration to enable the Company to provide a well-balanced and performance related compensation package to KMPs/SMPs, taking into account shareholders' interests, industry practices and relevant corporate regulations in India. The remuneration for the Senior Management including Managing Director and other KMPs mainly consists of salary, allowances, benefits, perquisites and retirement/post-retirement benefits which are fixed components. The overall performance of the individual is a key consideration when determining salary increases. The competitive remuneration package for the Managing Director is recommended by the Nomination and Remuneration Committee to the Board for its consideration, based on criteria laid down in the Remuneration Policy. Independent Directors/Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of expenses for participation in the Meeting(s) of the Board of Directors of the Company or any duly constituted Committee thereof and/or such other payments/benefits (excluding stock options, if any), subject to the governing provisions of the Companies Act, 2013 and rules made thereunder. Further, the maximum remuneration payable to any one Managing Director or Whole-time Director or maximum overall remuneration payable to all Directors including Managing Director/Executive Director shall be within overall limits as defined in the Companies Act, 2013 and rules framed thereunder read with Circulars/Guidelines issued by the Central Government and other authorities from time to time, subject to such approvals of shareholders and Central Government, as and when required. The premium paid by the Company for the Directors and Officers Liability Insurance Policy taken by the Company on behalf of its Directors for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust is not treated as part of the remuneration.

4.2 Remuneration of Directors/Managing Director

The details of remuneration of Non-Executive Directors/Managing Director for the financial year ended March 31, 2017, are set out below:

- (a) Apart from payment of Sitting Fees for attending the Meetings of the Board of Directors and /or Committee thereof, no other remuneration is paid to Independent/Non-executive Directors of the Company.

The details of Remuneration paid to the Independent/ Non-Executive Directors during the year are as under:

Name of the Director	Sitting Fees (Rs.in lacs)
Shri Harsh V. Lodha	2.00
Shri J. Veeraraghavan	4.35
Shri S.K. Misra	4.10
Shri R.C. Tapuriah	4.20
Shri D.R. Bansal	2.70
Shri Pracheta Majumdar	2.80
Shri Shiv Dayal Kapoor	2.65
Smt. Kiran Aggarwal	2.15

- (b) Remuneration to the Managing Director is paid in accordance with the applicable provisions of the Companies Act, 2013. Annual increment to the existing remuneration/compensation structure is recommended by the Nomination and Remuneration Committee to the Board in accordance with the terms of appointment as approved by the shareholders for the Managing Director of the Company.

The details of Remuneration to the Managing Director for the year are as under:

Name	Salary	Perquisites, etc.	Total
Shri Y.S. Lodha	86.64	31.80	118.44

(Rs.in lacs)

Notes: (1) Sitting fees include fees paid for attending Committee Meetings.

- (2) All appointments are non-contractual except that of the Managing Director which is for 5 (Five) years with effect from November 4, 2015. The appointment of the Managing Director is conditional upon and subject to termination by either party (the Company or the Managing Director) by giving to other party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration (including allowances and perquisites/benefits) in lieu of the notice.

- (3) The above remuneration of Managing Director does not include provision/payment towards incremental liability on account of gratuity and compensated absences since actuarial variation is done for the Company as a whole.
- (4) As per the terms of agreement, for the purpose of gratuity, contribution to superannuation fund and leave encashment benefits, the services of the Managing Director will be considered continuous service with the Company from the date he joined the services of sister concern(s) or this Company in any capacity from time to time.
- (5) The Company does not have any scheme for grant of Stock Options to its Directors, Managing Director or other employees.
- (6) None of the employees is related to any of the Directors/Managing Director of the Company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee constituted by the Board of Directors of the Company is in compliance to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of Stakeholders Relationship Committee as approved by the Board of Directors are briefly set out below:

- to consider and resolve the grievances of security holders of the Company;
- to approve or authorise transfer/transmission/refusal of transfer/consolidation / sub-division / dematerialisation or rematerialisation of equity shares of the Company;
- to approve issuance of duplicate share certificate(s), issue of fresh certificate(s) on consolidation/sub-division of share Certificate(s) and also for issuance of share Certificate(s) on rematerialisation of equity shares of the Company; and
- to redress stakeholders grievances pertaining to non-receipt of balance sheet, non receipt of declared dividends/interest/deposits, etc.

During the year two meetings of the Stakeholders Relationship Committee were held on May 19, 2016 and November 11, 2016. The composition of the Stakeholders Relationship Committee and the details of meeting attended by the members thereof are as follows:

Name of the Member	Designation	Category	Number of Meetings attended
Shri R.C. Tapuriah	Chairman	Independent Non-Executive Director	2
Shri D.R. Bansal	Member	Non-Executive Director	2
Shri Shiv Dayal Kapoor	Member	Independent Non-Executive Director	2

The Company Secretary also functions as the Compliance Officer.

During the year under review, 9 (Nine) complaints (excluding those correspondences which are not in the nature of complaints) were received from shareholders and investors directly or through regulatory authorities. All the complaints have been attended/resolved to the satisfaction of the complainants during the year except disputed cases and sub-judice matters, which would be resolved on final disposal of the cases by the judicial and other authorities. No request for share transfer was pending for approval as on March 31, 2017.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by the Board of Directors of the Company in pursuance to the provisions of Section 135 of the Companies Act, 2013 read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The terms of reference of the Corporate Social Responsibility Committee of the Company are as under:

- To formulate and recommend to the Board, a Corporate Social Responsibility(CSR) Policy which shall indicate the CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- To recommend the amount of expenditure to be incurred on the CSR activities in a financial year;
- To monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- Any other matter/things as may be considered expedient by the members in furtherance of and to comply with the Corporate Social Responsibility Policy of the Company.

During the year two meetings of the Corporate Social Responsibility Committee was held on November 11, 2016 and February 10, 2017. The Composition and the attendance of Directors at this meeting are as under:

Name of the Member	Designation	Category	Number of Meeting attended
Shri D.R.Bansal	Chairman	Non-Executive Director	2
Shri J.Veeraraghavan	Member	Independent Non-Executive Director	2
Shri S.K.Misra	Member	Independent Non-Executive Director	2

7. INDEPENDENT DIRECTORS' MEETING

During the year under review, a separate meeting of Independent Directors was held on March 23, 2017, interalia, to discuss:

- Bringing in an objective view in the formal annual evaluation of the performance of the Board of Directors and Management of the Company;
- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Managing Director and Non-Executive Directors; and
- Evaluation of the quality, content and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform its duties.

All the Independent Directors of the Company except Shri R.C.Tapuriah and Smt. Kiran Aggarwal were present at the meeting.

8. PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the governing provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Note on Board Evaluation issued by SEBI, a formal annual evaluation was carried out by the Board of its own performance and that of its committees and Independent directors. During the year under review, one meeting of the Independent Directors was held, without the presence of non-independent directors and members of the management, wherein the performance of non-independent directors, Chairman (Non-executive) and the Board of Directors as a whole were reviewed. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The performance evaluation of Committees and Independent Directors was carried out by the entire Board, excluding the director being evaluated, interalia, taking into account the criteria for evaluation formulated by the Nomination and Remuneration Committee. The Board of Directors also reviewed and discussed the annual performance evaluation of Directors carried out by the Nomination and Remuneration Committee. The Board, its Committees and Directors evaluation provided a formal process of communication in raising issues that might not otherwise be vetted by the Board, with the underlying objectives to develop an action plan to enhance the Board performance, interalia, by ensuring compliance with the requirements of the Companies Act, 2013 and code of corporate governance as enshrined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The structured evaluation process was focused on identifying areas of improvement, if any, such as creating balance of power between the Board and management, long term strategy, more effectively fulfilling the Board's oversight responsibilities, the adequacy of committee(s) structures, the assessment of Board culture to ascertain whether the same is conducive to attract right individuals to join the Board and updating the evaluation process itself.

A review of fiduciary duties of the Board, governance policy adopted by the Company and acquaintance and familiarisation of Independent Directors with the Company and its business model, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. and contribution by each director, committees of the Board was also carried out during the process of evaluation. The appraisal of the Managing Director & Chief Executive Officer and his level of engagement in the affairs of the Company was an important component of the Board evaluation.

The final evaluation was thereafter deliberated and assessed taking into account inputs from the Board about evaluation of independent directors and various Committees of the Board and suggesting action plan for further enhancing Board performance and plan for next Board, its Committee(s) and individual directors evaluation.

9. GENERAL BODY MEETINGS

Location and time where General Body Meetings were held in the last three years are given below:

Financial Year	Venue of the Meeting	Type of Meeting	Date of Meeting	Time of Meeting
2015-16	Registered Office of the Company - Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.)	33 rd AGM	August 19, 2016	11.30 a.m.
2014-15	Same as above	32 nd AGM	July 23, 2015	10.30 a.m.
2013-14	Same as above	31 st AGM	August 12, 2014	3.00 p.m.

All the resolutions set out in the respective notices of the above meetings were passed by the members as ordinary resolutions except the following:

- (i) Special Resolutions concerning: (a) Increase in the borrowing powers/limit of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 upto an amount not exceeding in aggregate Rs.1800 Crores outstanding at any time.; (b) Authority to the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgages / hypothecations / pledges/other security etc. in any form on the Company's assets, both present and future, for securing the borrowings for an amount not exceeding the limit of Rs.2500 Crores.; and (c) Place of keeping Register of Members, Index of Members and any other Register required to be maintained under Section 88 of the Companies Act, 2013 at Mumbai (Maharashtra) instead of Registered office of the Company pursuant to Section 94 of the Companies Act, 2013, which were passed by requisite majority at the 33rd AGM of the Company held on August 19, 2016; and

- (ii) Special Resolution concerning re-appointment of Shri Y.S.Lodha as the Managing Director for a further period of five years with effect from November 4, 2015, which was passed by requisite majority at the 32nd AGM of the Company held on July 23, 2015.
- (iii) None of the other businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a Special Resolution through Postal Ballot mandatorily.
- (iv) Special Resolutions passed through postal ballot:

During the financial year 2016-17, the Company had taken consent/approval of the Members by way of a Special Resolution through postal ballot pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2015, to transact special business under Section(s) 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read together with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for granting authority to the Board of Directors, inter alia, for making one or more offer(s) or invitation(s) to subscribe, issue and allot secured or unsecured, rated or unrated, Bonds/Redeemable Non-Convertible Debentures/Other Debts Securities, on private placement basis, in one or more tranches for an aggregate amount not exceeding Rupees One Hundred and Fifty Crores within the overall borrowing limits of the Company, during a period of one year from the date of passing of the Special Resolution by the Members of the Company.

The result was announced at the registered office of the Company on February 9, 2017. Summary of the voting pattern was as under:

Description	No. of valid vote cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	8595347	99.99
Total number of votes cast against the resolution	634	0.01

The above Special Resolution was passed with the requisite majority. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 were duly followed for the Postal Ballot while seeking approval/consent of Members on the above item of special business. Shri Rajesh Kumar Mishra, Practicing Company Secretary was appointed as Scrutinizer for business transacted under the Postal Ballot Notice dated January 3, 2017.

10. DISCLOSURES

- (a) There were no materially significant related party transactions during the financial year 2016-17 which are considered to have potential conflict with the interests of the Company at large. Particulars and nature of transactions with the related parties in summary form, entered into during the year ended March 31, 2017, in the ordinary course of business of the Company and at arm's length basis are disclosed in compliance with the Accounting Standard on "Related Party Disclosures" in Note No. 37 of Notes to financial statements in the Annual Report.
- (b) The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities /regulatory on matters relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by any of these authorities.
- (c) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all directors/employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received, if any, under the policy and their outcome is placed before the Audit Committee.
- (d) The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company.
- (e) None of the wholly owned subsidiary companies of the Company is a material non-listed Indian subsidiary as defined in Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, requirement to nominate an independent director of the Company on the Board of any subsidiary is not applicable for the time being. The Audit Committee of the Company periodically reviews the financial statements, in particular, the investments made by the unlisted subsidiary companies. The Minutes of the Board Meetings and financial statements of all wholly owned unlisted subsidiary Companies are circulated alongwith agenda and are also placed before the Meeting(s) of the Board of Directors of the Company. The Policy for determining the 'material' subsidiaries is in accordance with the definition of 'material subsidiary' as contained in Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is available on the website of the Company through weblink: http://www.vtlrewa.com/pdf/policy_for_determining_material_subsidaries_VTL.pdf.
- (f) The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The said Policy is available on the website of the Company and can be accessed through weblink: http://www.vtlrewa.com/pdf/RPTPolicy%20_VTL.pdf.
- (g) In the preparation of the financial statements for the year under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed. The significant accounting policies applied in preparation and presentation of financial statements have been set out in Note No.2 of Notes to financial statements in the Annual Report.

- (h) The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures covering the entire gamut of business operations of the Company including but not limited to commodity price risk. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.
- (i) The designated senior management personnel of the Company have disclosed to the Board that no material, financial and/or commercial transactions have been entered into during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large. Further, none of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company other than sitting fees payable to them. Disclosure of transactions in the ordinary course of business and at arm's length with an enterprise over which a non-executive director is able to exercise significant influence has been made under "Related Party Transactions" in the Notes to the Financial Statements.
- (j) In accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director & CEO and the Chief Financial Officer have furnished a duly signed Compliance Certificate to the Board of Directors for the year ended March 31, 2017.
- (k) In accordance with the Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, Shri Raj Kumar Agarwal, Company Secretary has been designated as the Compliance Officer of the Company under the Company's Code of Conduct for Prevention of Insider Trading. He is responsible for adherence to and ensuring compliance with the Code by the Company and its designated employees.
- (l) The Company also has a familiarization programmes/arrangements for its Independent Directors about the nature of operation/business of the Company and also the roles and responsibilities of Independent Directors, which can be accessed at: http://www.vtlrewa.com/pdf/familiarisation_programme_VTL.pdf.
- (m) The Company has presently not adopted certain discretionary requirements in regard to maintenance of Non-Executive Chairman's office, sending half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders and reporting of internal auditors directly to the Audit Committee. However, other discretionary requirements viz. separate persons to the post of the Chairman and Managing Director/Chief Executive Officer and regime of financial statements with unmodified audit opinion, have generally been complied with.
- (n) The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars of Regulations	Compliance status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Not Applicable
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes (The Company, however, does not have any material or listed subsidiary)
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

11. MEANS OF COMMUNICATION

(a) Quarterly Financial Results:

Quarterly financial results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Newspapers wherein results are normally published:

English Newspaper – Financial Express (All editions)
Vernacular Newspaper – Dainik Jagran (Rewa edition)

(c) Any website, where displayed:

www.vtlrewa.com

(d) Whether it also displays official news releases: No

(e) The presentations made to institutional investors or to the analysts: Nil

12. GENERAL SHAREHOLDER INFORMATION

- 12.1 **Company Registration Details** : L31300MP1983PLC002134
- 12.2 **Annual General Meeting:**
- Date and Time : July 24, 2017 at 11.30 A.M.
 - Venue : Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa – 486 006 (M.P.)
- 12.3 **Financial Year** : Begins on 1st April and ends on 31st March of the following year.
- 12.4 **Financial Calendar (2017-18):**
(tentative)
Quarterly Financial Results :
- ending June 30, 2017 : Second week of August, 2017
 - ending September 30, 2017 : Second week of November, 2017
 - ending December 31, 2017 : Second week of February, 2018
 - ending March 31, 2018 : Third week of May, 2018
- 12.5 **Book Closure date(s)** : Tuesday, the July 18, 2017 to Monday, the July 24, 2017 (both days inclusive)
- 12.6 **Dividend Payment date** : On or after July 28, 2017
- 12.7 **Listing on Stock Exchanges** : (a) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400 001

(b) National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, C-1, G.Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051

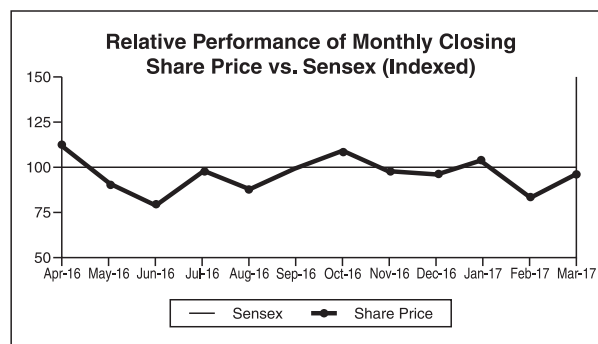
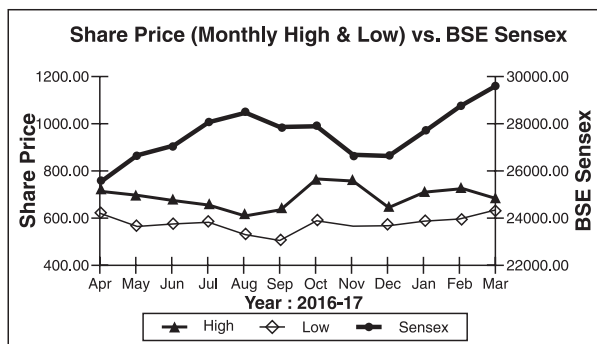
The Company has timely paid the annual listing fees for the financial year 2016-17 as well as 2017-18 to BSE & NSE.

- 12.8 **Stock Code - Physical** : BSE, Mumbai - 517015
NSE, Mumbai - VINDHYATEL EQ
- Demat ISIN Number for NSDL & CDSL** : INE707A01012

12.9 Stock Market Data:

Monthly high and low quotations of Shares and volume of Equity Shares traded on BSE Limited (BSE), Mumbai and National Stock Exchange of India Ltd. (NSE), Mumbai are as follows:

Month	BSE			NSE		
	High (in Rs.)	Low (in Rs.)	Monthly Volume (in Nos.)	High (in Rs.)	Low (in Rs.)	Monthly Volume (in Nos.)
April, 2016	722.00	623.00	38071	727.00	620.95	82592
May, 2016	700.00	573.50	49232	700.00	571.00	158251
June, 2016	683.75	580.00	32307	684.70	561.15	129042
July, 2016	661.85	590.00	35531	673.85	589.05	146141
August, 2016	616.00	540.00	40395	610.30	541.10	287865
September, 2016	640.00	510.65	220863	638.80	569.25	425201
October, 2016	766.85	600.25	166548	799.50	602.00	1260878
November, 2016	765.40	565.00	46885	767.90	569.00	305410
December, 2016	641.80	575.00	27979	642.00	573.00	179364
January, 2017	709.70	592.75	106623	705.20	590.30	469121
February, 2017	735.00	597.00	107375	739.00	595.10	903070
March, 2017	682.55	636.00	61606	684.00	636.00	343262

12.10 Share price performance in comparison to broad based indices – BSE Sensex:

12.11 Registrar and Share Transfer Agents:

Messrs Link Intime India Pvt.Ltd.
C-101, 247, Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400 083
Phone:+91-22-49186000, Fax :+91-22-49186060
Email : mumbai@linkintime.co.in

12.12 Share Transfer System :

As per notification issued by the Securities and Exchange Board of India (SEBI), the trading in Company's equity shares on the stock exchanges is permitted only in dematerialised form for all classes of investors.

All transactions in connection with transfer, transmission, etc. are processed by the Registrar and Share Transfer Agents of the Company on weekly basis and the same are placed before the Committee of Directors/Committee of Officers, as the case may be, for approval at regular interval. With a view to expedite the process of share transfer in physical segment, the Board of Directors has delegated the authority to a Committee of Officers for approving transfer upto 1000 equity shares in each request. Further, to expedite the process of share transfer, the powers for processing of share transfer have been delegated to the Registrar and Share Transfer Agent of the Company in compliance with SEBI Circular No. CIR/MIRSD/8/2012 dated 05.07.2012. A summary of transfer/transmission of equity shares so approved by the Committee of officers is placed at every Board Meeting on quarterly basis. The process of share transfer requests in physical form including despatch of share certificates is completed within 15 days on receipt of duly completed documents in all respects. The request for dematerialisation of equity shares is generally confirmed/rejected within an average period of 15 days. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

The Company's representatives visit the office of the Registrar and Share Transfer Agents from time to time to monitor, supervise and ensure that there are no delays or lapses in the system.

12.13 (a) Distribution of Shareholding as on March 31, 2017:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	9418	92.54	927656	7.83
501 - 1000	393	3.86	306541	2.59
1001 - 2000	161	1.58	238122	2.00
2001 - 3000	58	0.57	148381	1.25
3001 - 4000	20	0.20	71860	0.61
4001 - 5000	24	0.24	109916	0.93
5001 - 10000	49	0.48	376858	3.18
10001 and above	54	0.53	9671529	81.61
GRAND TOTAL	10177	100.00	11850863	100.00
Physical Mode	2050	20.14	309453	2.61
Electronic Mode	8127	79.86	11541410	97.39

(b) Category of Shareholders as on March 31, 2017:

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoter and Promoter Group	11	0.11	5157305	43.52
Mutual Funds/Unit Trust of India	11	0.11	1209208	10.20
Foreign Portfolio Investor	6	0.06	323468	2.73
Financial Institutions/Banks	15	0.15	14866	0.13
Individuals	9019	88.62	2610590	22.03
Trusts/Hindu Undivided Family	277	2.72	109773	0.93
Non Resident Indian	396	3.89	134387	1.13
Persons Acting in Concert	13	0.13	1257586	10.61
Unclaimed Shares	1	0.01	1701	0.01
Clearing Members	97	0.95	96244	0.81
Bodies Corporate	331	3.25	935735	7.90
GRAND TOTAL	10177	100.00	11850863	100.00

- 12.14 **Dematerialisation of Shares and liquidity:** 11541410 Equity Shares representing 97.39% of total equity capital of the Company are held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2017.

Company's shares are reasonably liquid and are traded on the BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) during the financial year 2016-17. Relevant data for the approximate average daily turnover in terms of volume for the financial year 2016-17 is given below :

BSE	NSE	BSE + NSE
3764	18912	22676

[Source: This information is compiled from the data available from the websites of BSE and NSE]

- 12.15 **Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely Impact on equity:** The Company has not issued any of these instruments so far.
- 12.16 **Commodity price risk or foreign exchange risk and hedging activities :** During the year 2016-17, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against imports. The details of foreign currency exposure are enclosed in Note No.34 to the Annual Financial Statements.
- 12.17 **Disclosure with respect to demat suspense account/unclaimed suspense account:** Pursuant to Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred to the 'Unclaimed Suspense Account' the unclaimed equity shares which were issued in physical form from time to time. The details of such unclaimed shares are as under:

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on April 1, 2016	10	1701
2	Number of shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the financial year 2016-17	Nil	Nil
3	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the financial year 2016-17	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on March 31, 2017	10	1701

The voting rights on the shares outstanding in the Unclaimed Suspense Account shall continue to remain frozen till the rightful owner of such shares claims the shares.

- 12.18 **Unclaimed Dividends:** The amount of dividends remaining unpaid/unclaimed for seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company is required to be transferred to the Investor Education and Production Fund (IEPF) administered by the Central Government. As of now, no amount is yet due for transfer to IEPF. The unpaid/unclaimed dividend details are available on the website of the Company on www.vtlrewa.com.

12.19 **Plant Location:**

Udyog Vihar Industrial Area, P.O. Chorhata, Rewa - 486 006 (M.P.), India

12.20 **Address for Correspondence:**

Messrs Link Intime India Pvt. Ltd.
C-101, 247, Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Phone : +91-22-49186000
Fax : +91-22-49186060
Email : mumbai@linkintime.co.in

OR

Share Department
Vindhya Telelinks Limited,
Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)
Phone : +91-7662-400400
Fax : +91-7662-400591
Email : headoffice@vtlrewa.com;
investorgrievance@vindhyaatelelinks.com

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

As provided under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management, for the financial year ended 31st March, 2017.

For Vindhya Telelinks Limited

Place : Rewa
Date : April 27, 2017

Y.S.Lodha
Managing Director & CEO

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE TO THE MEMBERS OF VINDHYA TELELINKS LIMITED

1. We have examined the compliance of regulations of Corporate Governance by Vindhya Telelinks Limited ('the Company') for the year ended March 31, 2017 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the listing agreement of the said Company with the stock exchanges.
2. The Compliance of regulations of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above mentioned Listing regulations.
4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

Place : New Delhi
Dated : May 15, 2017

R. Raghuraman
Partner
Membership No. 081350

Independent Auditor's Report

TO THE MEMBERS OF VINDHYA TELELINKS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Vindhya Telelinks Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (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 32 to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosure in the financial statement as to holdings as well as dealings in specified bank note notes during the period 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer note no. 43.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the “Annexure B” a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Place : New Delhi
Dated : May 15, 2017

Annexure “A” to the Independent Auditors’ Report

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

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained 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 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

R Raghuraman
Partner
Membership No. 81350

Place : New Delhi
Dated : May 15, 2017

Annexure “B” to the Independent Auditors’ Report
(Referred to in Paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our Report on even date)

- i (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Major items of fixed assets were physically verified during the year by the management in accordance with regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and representation obtained from the management the title deeds of immovable properties are held in the name of the Company.
- ii The inventories, except goods-in-transit, have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on physical verification.
- iii The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable.
- iv The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to parties covered under Section 186.
- v The Company has not accepted deposits from the public in accordance within the provisions of sections 73 to 76 of the Act and the rules framed there under.
- vi We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records for the year with a view to determine whether they are accurate and complete.
- vii (a) According to the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2017, which were outstanding for a period of more than six months from the date they became payable.
- (b) There are no disputed dues which have remained unpaid as on 31st March, 2017 in respect of income tax or sale tax or service tax or duty of customs or duty of excise or value added tax except as follows.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which amount relates	Amount Involved (Rs. in lacs)
WB VAT Act, 2003	Value Added Tax	West Bengal taxation Tribunal, Kolkata	FY 2009-10 (01.07.2009 to 31.03.2010)	8.39
WB VAT Act, 2003	Value Added Tax	The West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	FY 2009-10 (01.04.2009 to 30.06.2009)	4.42
WB VAT Act, 2003	Value Added Tax	The West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	FY 2008-09 (01.01.2009 to 31.03.2009)	31.61

- viii On the basis of the verification of records and information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks or dues to debenture holders. The Company does not have any loans or borrowings from financial institution or government in the books of accounts at any time during the year.
- ix The Company did not raise any money by way of initial / further public offer (including debt instruments) and term loans taken during the year have been applied for the purpose for which they were obtained.
- x Based on the audit procedure performed and the representation obtained from the management, no material fraud by the Company or on the Company by its officers and employees has been noticed or reported during the year.
- xi According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are 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 section 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 During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.

- xv According to the information and explanations given to us and the representation obtained from the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of the Order are not applicable.
- xvi In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Place : New Delhi
Dated : May 15, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No.	As at 31st March, 2017 Rs. in lacs	As at 31st March, 2016 Rs. in lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	1184.18	1184.15
Reserves and Surplus	4	42442.77	35565.98
		<u>43626.95</u>	<u>36750.13</u>
NON-CURRENT LIABILITIES			
Long-term Borrowings	5	9948.97	8786.18
Deferred Tax Liabilities (Net)	6	486.00	486.80
Other Long-term Liabilities	7	95.50	110.65
Long-term Provisions	8	2264.74	1608.81
		<u>12795.21</u>	<u>10992.44</u>
CURRENT LIABILITIES			
Short-term Borrowings	9	16591.57	20519.53
Trade Payables	10		
Payable to Micro Enterprises and Small Enterprises		1258.13	1849.10
Other Payables		29197.38	16074.00
Other Current Liabilities	11	12548.12	6816.19
Short-term Provisions	12	529.83	1243.98
		<u>60125.03</u>	<u>46502.80</u>
	Total	<u>116547.19</u>	<u>94245.37</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	13		
Property, Plant & Equipment		7065.75	7783.33
Capital Work-in-Progress		1515.85	12.46
Intangible Assets under Development		43.52	-
		<u>8625.12</u>	<u>7795.79</u>
Non-current Investments	14	14487.21	13983.68
Long-term Loans and Advances	15	727.14	458.02
Other Non-current Assets	16	1923.65	3220.14
		<u>25763.12</u>	<u>25457.63</u>
CURRENT ASSETS			
Inventories	17	19051.45	7725.48
Trade Receivables	18	46501.85	38447.64
Cash and Cash Equivalents	19	3802.85	2493.63
Short-term Loans and Advances	20	13271.18	13411.94
Other Current Assets	21	8156.74	6709.05
		<u>90784.07</u>	<u>68787.74</u>
	Total	<u>116547.19</u>	<u>94245.37</u>

The accompanying Notes number 1 to 46 form an integral part of the Financial Statements.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K. Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajjer

R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

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

	Note No.	For the year ended 31st March, 2017 Rs. in lacs	For the year ended 31st March, 2016 Rs. in lacs
REVENUE			
Revenue from Operations (Gross)	22	106222.65	102806.84
Less: Excise Duty		2887.60	4421.08
Revenue from Operations (Net)		103335.05	98385.76
Other Income	23	1713.38	1788.18
Total Revenue		105048.43	100173.94
EXPENSES			
Cost of Raw Materials Consumed	24	15658.92	27208.79
Purchase of Traded Goods		651.86	126.36
(Increase)/ Decrease in Inventories of Finished Goods, Work-in-Progress, Traded Goods and Scrap Materials	25	(8712.02)	(539.93)
Materials Purchased/Sub Contract Expenses	26	66969.48	42073.28
Employee Benefits Expense	27	4701.69	3986.05
Finance Costs	28	3669.59	5288.33
Depreciation and Amortisation Expense	29	1266.41	1317.37
Other Expenses	30	11238.44	8653.89
Total Expenses		95444.37	88114.14
PROFIT BEFORE EXCEPTIONAL ITEM AND TAX		9604.06	12059.80
Exceptional Item		-	477.76
PROFIT BEFORE TAX		9604.06	11582.04
Tax Expense/(Credit)			
Current Tax		3147.00	3780.00
Less: MAT Credit Entitlement relating to Earlier Years		-	(7.45)
Net Current Tax		3147.00	3772.55
Income Tax relating to Earlier Years		4.32	-
Deferred Tax Charge/(Credit)		(271.45)	74.78
Total Tax Expense		2879.87	3847.33
PROFIT FOR THE YEAR		6724.19	7734.71
Earning per Equity Share (EPS) in Rupees			
Basic and Diluted EPS (Nominal Value of Shares Rs.10/- each)	31	56.74	65.27

The accompanying Notes number 1 to 46 form an integral part of the Financial Statements.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

Harsh V.Lodha
(DIN: 00394094)

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(DIN: 00052861)

Saurabh Chhajjer

R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

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

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs. in lacs	Rs. in lacs	Rs. in lacs	Rs. in lacs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax		9604.06		11582.04
Adjustments for :				
Depreciation and Amortisation	1266.41		1317.37	
(Profit)/Loss on Disposal of Fixed Assets (Net)	2.02		24.14	
(Gain)/Loss on Unrealised Foreign Exchange Rate Fluctuations	(166.75)		85.57	
Provision for Doubtful Debts (Net)	1.27		(108.03)	
Interest Income	(388.00)		(711.74)	
Dividend Income	(983.82)		(875.32)	
Rent from Investment Property	(53.40)		(45.40)	
Interest Expense	2355.06	2032.79	4208.58	3895.17
Operating Profit before Working Capital Changes		11636.85		15477.21
Movement in Working Capital:				
Increase/(Decrease) in Trade Payables and Provisions	20369.80		4768.79	
Decrease/(Increase) in Trade Receivables	(6957.37)		(4744.24)	
Decrease/(Increase) in Inventories	(11325.97)		281.16	
Decrease/(Increase) in Loans and Advances	13.65		(8713.11)	
Decrease/(Increase) in Other Current Assets	(1363.40)	736.71	2835.25	(5572.15)
Cash Generated from/(used in) Operations		12373.56		9905.06
Direct Taxes Paid (Net of Refunds)		(3292.50)		(3067.32)
Net Cash Flow from/(used in) Operating Activities (A)		9081.06		6837.74
B. CASH FLOW FROM INVESTING ACTIVITIES				
(Purchase) of Fixed Assets	(2104.99)		(2388.06)	
Proceeds from Sale of Fixed Assets	5.63		35.49	
(Investment)/Maturity of Bank Deposits	(1158.32)		(556.84)	
Investment in Shares	(505.85)		(2111.87)	
Interest Received	305.78		610.05	
Rent from Investment Property	53.40		45.40	
Dividend Received	983.82		875.32	
Net Cash Flow from/(used in) Investing Activities (B)		(2420.53)		(3490.51)

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs. in lacs	Rs. in lacs	Rs. in lacs	Rs. in lacs

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017 (Contd.)
C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Share Capital	0.03		0.04	
Proceeds from Securities Premium	0.24		0.20	
Proceeds from Government Grant	424.86		357.19	
Proceeds from Long-term Borrowings	8000.00		4000.00	
Repayment of Long-term Borrowings	(8199.91)		(5000.00)	
Proceeds/(Repayment) from Short-term Borrowings (net)	(3854.47)		2301.38	
Interest Paid	(2322.02)		(4208.38)	
Dividend Paid	(753.93)		(704.60)	
Net Cash Flow from/(used in) Financing Activities (C)		(6705.20)		(3254.17)
Net increase/(Decrease) in Cash and Cash Equivalents		(44.67)		93.06
Cash and Cash Equivalents at the beginning of the year		307.54		214.48
Cash and Cash Equivalents at the end of the year (Refer Note No.19)		262.87		307.54
Components of Cash and Cash Equivalents				
Cash on Hand		4.47		2.13
Cheques, Drafts on Hand		29.84		150.87
In Current Accounts		206.55		142.28
In Unpaid Dividend Account*		22.01		12.26
		262.87		307.54

*The balances are not available for use by the Company as they represent unclaimed dividend liabilities.

- Difference of Rs.5003.29 lacs (Rs.3844.97 lacs) compared with Note. No. 19 represents Term Deposit Accounts held for short term with an original maturity of three months or more.
- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard (AS)-3 on Cash Flow Statement.
- Negative figures have been shown in brackets.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

Harsh V.Lodha
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R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2017
1. NATURE OF OPERATIONS

VINDHYA TELELINKS LIMITED is engaged in the business of manufacturing and sale of Cables (comprising of telecommunications cables, other types of wires & cables, FRP rods/glass rovings, etc.) and Engineering, Procurement and Construction (EPC) business segments.

2. SIGNIFICANT ACCOUNTING POLICIES
(a) Basis of Accounting:

The financial statements of the Company have been prepared and presented as a going concern basis under the historical cost convention and comply in all material respects with generally accepted accounting principles (GAAP) in India, the applicable Accounting Standards as notified under the relevant provisions of the Companies Act, 2013, as amended/ changed from time to time. All revenue and expenses are accounted for on accrual basis except certain insurance claims and government subsidy/ incentives, which are recognised on acceptance basis, as and when the amount whereof can be ascertained with reasonable certainty. The accounting policies adopted in the preparation of financial statements have been consistently applied by the Company, unless otherwise stated.

(b) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgment, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, uncertainty about these assumptions could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/materialise.

(c) Fixed Assets including Intangible Assets:

Property, Plant & Equipment are stated at cost (net of recoverable taxes (cenvat), trade discounts and rebates, claims, etc.) less accumulated depreciation and accumulated impairment losses, if any. The cost of fixed assets comprises its purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Insurance spares (determined on the basis of irregular use) are capitalised and all other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Fixed assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately. When assets are sold, disposed or discarded, their cost and accumulated depreciation are removed from the accounts. Losses arising from the retirement of, and gains or losses arising from sale, disposal and discard of fixed assets are included in the Statement of Profit and Loss. Fixed assets which are not ready for their intended use on the date of Balance Sheet are shown as Capital Work-in-Progress.

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any.

(d) Depreciation and amortization:

Depreciation on fixed assets is provided on Straight Line Method based on the life of the asset specified in Schedule II of the Companies Act, 2013, and/or useful life reviewed and assessed by the Company based on technical evaluation of relevant class of assets, on pro-rata basis from the month the assets are ready to use, as detailed below:

Sl. No.	Nature of Fixed Assets	Useful life considered
(i)	Leasehold Land (Over the Period of Lease)	30 to 99 Years
(ii)	Buildings (as per Schedule II)	30/60 Years
(iii)	Plant & Equipments (as per Technical Evaluation)	3 to 10 Years
(iv)	Office Equipments (as per Technical Evaluation)	3 Years
(v)	Furniture & Fixtures (as per Schedule II)	10 Years
(vi)	Vehicles (as per Schedule II)	8 to 10 Years

Depreciation on sale/disposal/discard of assets is provided pro-rata up to the month of sale/disposal/discard.

An intangible asset is measured at cost and amortised so as to reflect the pattern in which the assets economic benefits are consumed. The useful life has been estimated as five years.

(e) Impairment:

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

(f) Government Grants and Subsidies:

Grants and subsidies (including industrial investment promotion incentives linked to fixed capital investment in Plant & Equipments) from the Government are recognised when there is reasonable assurance that the conditions attached to them will be complied and grants/subsidy will be received. Government subsidy/incentives inextricably based upon and linked to fixed capital investments in Plant & Equipments for setting up a new industrial undertaking or for substantial expansion/technological upgradation/diversification of an existing industrial undertaking where no repayment is stipulated, are credited to Capital Reserve.

(g) Leases:
Where the Company is the Lessor:
(i) Operating Lease:

Lease under which the Company does not transfer substantially all the risks and benefits of ownership of the asset is classified as operating lease. Assets subject to operating lease/sub-lease are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease/sub-lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

(ii) Finance Lease:

Finance lease transactions where significant risks and rewards of ownership are effectively transferred, are recognised as outright sales. Profit or Loss resulting from outright sale of the asset being leased, is recognised in statement of profit and loss immediately. Finance income, if any, is recognised over the lease term. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

Where the Company is the Lessee:
Operating Lease:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the assets during the lease/sub-lease term are classified as operating leases. Operating lease payments, are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease/sub-lease term.

(h) Investments:

Investments which are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Non-Current investments. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current Investments are carried in the financial statements at lower of cost and quoted/fair value determined on an individual investment basis. Non-Current Investments are stated/carried at cost. However, provision for diminution in the value of Non-Current Investments is made only if such decline is other than temporary. On sale of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Investment property is stated at cost less accumulated depreciation.

(i) Inventories:

Inventories are valued as follows:

Raw Materials and Stores & Spares	:	Lower of cost and net realisable value. However, Raw Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a transaction moving weighted average basis.
Traded Goods	:	Lower of cost and net realisable value. Cost is determined on a transaction moving weighted average basis.
Work-in-Progress and Finished goods (Own manufactured)	:	Lower of cost and net realisable value. Cost includes direct materials (determined on a transaction moving weighted average basis), labour and proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes Excise Duty.
Scrap Materials	:	Estimated net realisable value

Note: Net realisable value is the estimated selling price in the ordinary course of business and at arm's length basis, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised

(i) Sale of Goods:

Revenue from the sale of Goods is recognised on transfer of significant risks and rewards incidental to ownership in the Goods to the customer which generally coincides with dispatch of Goods to customers. Sales are recorded inclusive of excise duty but net of return, if any, trade discounts, rebate, other pricing discounts, sales tax/VAT, freight and insurance. Revenue to the extent of price variation disputes, if any, which are subjected to resolution through arbitration is recognised

based on interim relief granted by a court and/or after its receipt upon execution of the final award in favour of the Company, as the case may be.

(ii) Contract Revenue:

Revenue from Engineering, Procurement and Construction (EPC) contracts is recognised (net of service tax and sales tax/VAT) based on the stage of completion of the individual contract using the percentage completion method, provided the order outcome as well as expected total costs can be reliably estimated. The stage of completion of the EPC contracts is determined by the proportion of the contract cost incurred for work performed upto the Balance Sheet date bear to the estimated total construction contract cost.

Contracts Revenue is accounted for on the basis of bills submitted to customers/bills certified by the customers or on technical evaluation of work executed based on joint inspection with customers and does not include material supplied by customers/clients free of cost. The income on account of claims/rewards or extra item works are recognised to the extent Company expects reasonable certainty about receipt or acceptance from the clients/customers. The estimates of contract costs and the revenue thereon are reviewed periodically by the management and the cumulative effect of any changes in the estimates is recognised in the period in which such changes are determined. Where it is probable that contract expenses will exceed total revenue from a contract, the expected loss is recognised immediately as an expense in the Statement of Profit and Loss

Prepayments from customers are recognised as liabilities. A contract in progress for which the selling price of the work performed exceeds interim billings and expected losses is recognised as an asset. Contracts in progress for which interim billings and expected losses exceed the selling price are recognised as a liability.

(iii) Interest:

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

(iv) Dividends:

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.

(v) Export incentives:

Export incentives are recognised in the year of export on the basis of receipt of proof of export.

(k) Foreign Currency Transactions:

(i) Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and the foreign currency at the date of the transaction or that approximates the actual rate at the date of transaction.

(ii) Conversion:

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

(iii) Exchange Differences:

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise

Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes:

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rate(s) change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for that year.

(v) Translation of Integral foreign operations:

In respect of a Branch, which is having integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end exchange rate(s).

(l) Derivative Instruments:

In accordance with the guidance note on Accounting of Derivative contracts issued by ICAI, derivative contracts, other than foreign currency forward contracts covered under Accounting Standard (AS) - 11 "The effect of changes in foreign exchange rates", are marked to market (MTM) on a portfolio basis, and the net gain/loss, if any, after considering the offsetting effect of gain/loss on the underlying hedged item, is charged to Statement of Profit and Loss.

(m) Employee Benefits:

The Company makes regular contributions to recognised Provident Fund (managed by an approved trust) /Family Pension Fund and approved Superannuation Fund as per Company's schemes, which are recognised as an expense in the Statement of Profit and Loss for the year when the employee renders the related service. Gratuity, Pension and Compensated Absences benefits payable as per Company's schemes are considered defined benefit schemes and are charged to Statement of Profit and Loss on the basis of actuarial valuation carried out at the end of each financial year by independent actuaries using Projected Unit Credit Method. For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions is made as determined by the independent actuaries. Actuarial gains and losses comprise experience adjustments and effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the year in which they arise.

Ex-gratia or other amount disbursed on account of selective employees separation scheme or otherwise are charged to Statement of Profit and Loss as and when incurred/determined.

(n) Income Taxes:

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss. Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of MAT under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(o) Segment Reporting Policies:

(i) Identification of segments:

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

(ii) Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(iii) Unallocated items:

The general corporate income and expense items which are not allocated to any business segment are considered unallocated items.

(iv) Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

(p) Borrowing Cost:

Borrowing costs include interest and ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, attributable to the acquisition, construction or production of qualifying assets that necessarily take a substantial period of time to get ready for its intended use or sale are added to the cost upto the date when such assets are ready for their intended use. All other borrowing costs are recognised as an expense in the period in which these are incurred, in accordance with the governing terms and conditions of the underlying borrowing.

(q) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to

settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. The expense relating to any provision is presented in the Statement of Profit and Loss, net of any reimbursement.

Provision for warranty related costs are recognised when the terms and conditions attached to and forming part of the executed portion of the contract of sale of products and/or providing of services or both are assessed to have underlying obligations to be met during the warranty period. The estimate of such warranty costs is revised annually.

(r) Cash and Cash equivalents:

Cash and Cash equivalent for the purposes of cash flow statement comprise cash at bank and on hand and short-term investments with an original maturity of three months or less.

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
3. SHARE CAPITAL		
Authorised		
1,50,00,000 (1,50,00,000) Equity shares of Rs.10/- each	1500.00	1500.00
Issued		
1,18,52,014 (1,18,52,014) Equity shares of Rs.10/- each	1185.20	1185.20
Subscribed and Fully Paid-Up		
1,18,50,863 (1,18,50,863) Equity shares of Rs.10/- each fully paid-up	1185.09	1185.09
Less : Calls unpaid	0.91	0.94
	1184.18	1184.15

(a) Reconciliation of the number of equity shares and amount outstanding at the beginning of the year and at the end of the year:

Description	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	Rs.in lacs	No. of Shares	Rs.in lacs
Outstanding at the beginning of the year	1,18,50,863	1185.09	1,18,50,863	1185.09
Outstanding at the end of the year	1,18,50,863	1185.09	1,18,50,863	1185.09

(b) Term/Right attached to Equity Shares:

The Company has issued only one class of shares referred to as equity share having a par value of Rs.10/- per share ranking pari-passu. The holders of equity shares are entitled to one vote per share.

(c) Details of Shareholders holding more than 5% shares based on legal ownership in the subscribed share capital of the Company :

SI. No.	Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
		No. of Shares	% of holding	No. of Shares	% of holding
(i)	Universal Cables Limited	34,54,530	29.15	34,54,530	29.15
(ii)	The Punjab Produce and Trading Co. Pvt. Ltd.	12,91,374	10.90	12,91,374	10.90
(iii)	Belle Vue Clinic	11,64,286	9.82	11,64,286	9.82
(iv)	Reliance Capital Trustee Co. Ltd. A/c Reliancesmall Cap Fund	8,51,516	7.19	8,43,216	7.12

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
4. RESERVES AND SURPLUS		
Capital Reserve		
Opening Balance	357.19	-
Add : Received during the year (Capital Subsidy being Industrial Investment Promotion Assistance, Net of Deferred Tax of Rs.270.65 lacs.)	154.21	357.19
Closing Balance	<u>511.40</u>	<u>357.19</u>
Securities Premium Account		
Opening Balance	3885.43	3885.23
Add : Received during the year	0.24	0.20
Closing Balance	<u>3885.67</u>	<u>3885.43</u>
Debenture Redemption Reserve		
Opening Balance	-	-
Add : Transfer from surplus in the Statement of Profit and Loss	418.00	-
Closing Balance	<u>418.00</u>	<u>-</u>
Revaluation Reserve (On Revaluation of Plant and Equipments)		
Opening Balance	1.85	1.86
Less : Adjustment in respect of Sale/Disposal of underlying Fixed Assets	-	0.01
Less : Transfer to Fixed Assets (Refer Note No. 13)	1.85	-
Closing Balance	<u>-</u>	<u>1.85</u>
General Reserve		
Opening Balance	25000.00	18000.00
Add : Transferred from surplus in the Statement of Profit and Loss	5000.00	7000.00
Closing Balance	<u>30000.00</u>	<u>25000.00</u>
Surplus in Statement of Profit and Loss		
Opening Balance	6321.51	6350.48
Add : Profit for the year	6724.19	7734.71
	<u>13045.70</u>	<u>14085.19</u>
Less : Appropriations		
Transferred to Debenture Redemption Reserve	418.00	-
Transferred to General Reserve	5000.00	7000.00
Proposed Dividend on Equity Shares	-	711.05
Tax on Dividend on Equity Shares	-	52.63
	<u>5418.00</u>	<u>7763.68</u>
Closing Balance	<u>7627.70</u>	<u>6321.51</u>
	<u>42442.77</u>	<u>35565.98</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
5. LONG-TERM BORROWINGS		
Secured		
Loans from Banks		
Rupree Term Loan	750.00	1000.00
Foreign Currency Term Loans	2173.45	2981.58
Supplier's Credit in Foreign Currency	-	702.48
Unsecured		
Debenture		
8.50 % Non-Convertible Debentures (500 Nos. Face Value of Rs.10,00,000 each)	5000.00	-
Other Loans		
From Bodies Corporate	3000.00	6500.00
	10923.45	11184.06
Less : Current maturities of Long-term Borrowings at the year end (Disclosed under Note No. 11)		
Supplier's Credit in Foreign Currency	-	702.48
Rupree Term Loan from a bank	250.00	250.00
Foreign Currency Term Loan from a bank	724.48	745.40
Loans from Bodies Corporate	-	700.00
	974.48	2397.88
	9948.97	8786.18
(a) Rupree Term Loan and Foreign Currency Term Loans from a bank are secured by way of hypothecation of movable fixed assets, both present and future, and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking pari-passu inter se amongst consortium lenders. The said Term Loans are further secured by second charge by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts, claims, etc. Rupree Term Loan and Foreign Currency Term loans are repayable in 16 quarterly instalments commencing from April, 2016 and ending on January, 2020. Rupree Term Loan carries interest rate of 10.00% p.a. and Foreign Currency Term Loans carries interest rate of 4.65% p.a. and 10.25% p.a. (fully hedged) on the reporting date.		
(b) Unsecured Non-Convertible Debentures carrying a coupon rate of 8.50% p.a. are redeemable fully "at par" as per details below :		
(i) Rs.1700.00 lacs on 15.02.2022		
(ii) Rs.1650.00 lacs on 13.02.2021		
(iii) Rs.1650.00 lacs on 14.02.2020		
(c) Loan from a Body Corporate is repayable in March, 2020 and carries rate of interest of 9.00% per annum on the reporting date.		
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Liabilities		
Depreciation and Amortisation on Fixed Assets	756.00	710.24
	Total	710.24
(b) Deferred Tax Assets		
Provision for Doubtful Trade Receivables	6.43	5.99
Taxes/Expenses Allowable for tax purpose when paid	263.57	217.45
	Total	223.44
Net Deferred Tax Liabilities	486.00	486.80
7. OTHER LONG-TERM LIABILITIES		
Security Deposits	9.60	9.60
Swap Payable	85.90	101.05
	95.50	110.65

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
8. LONG-TERM PROVISIONS		
Provision for Warranty*	2235.08	1513.07
Provision for Employee Benefits		
Compensated Absences	-	65.92
Pension	29.66	29.82
	<u>2264.74</u>	<u>1608.81</u>

* Warranty provision represents the expected cost of meeting obligations of rectification/ replacement of certain products manufactured / outsourced and supplied by the Company and forming a part of the composite turnkey contract being executed by the Company having stipulation of warranty and also in respect of a contract for supply of manufactured and outsourced products executed by the Company during the year.

9. SHORT-TERM BORROWINGS
Secured

Working Capital Loans/borrowings from Banks		
Cash Credit Facilities	14396.65	4353.73
Buyer's Credit	1917.96	3840.28
Export Packing Credit	276.96	575.52
	<u>16591.57</u>	<u>8769.53</u>

Unsecured

Other Loans		
Commercial Paper (At a Face Value of Rs.5.00 lacs each)	-	10000.00
From Bodies Corporate (Repayble on Demand)	-	1750.00
	<u>-</u>	<u>11750.00</u>
	<u>16591.57</u>	<u>20519.53</u>

- (a) Working Capital Loans/borrowings from Banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel the credit limits (either fully or partially) and, inter-alia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the sanctioned loan accounts in any manner.
- (b) Working Capital Loans/borrowings (both fund and non-fund based) from Banks are secured by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc., and are further secured by way of hypothecation of movable fixed assets, both present and future, and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking pari-passu interse amongst consortium lenders. As a collateral security, the Working Capital Loans/borrowings from Banks are additionally secured by way of pledge of 12,50,000 equity shares held by the Company in Birla Cable Limited (Formerly Birla Ericsson Optical Limited) and cross Corporate Guarantee of Birla Cable Limited.

10. TRADE PAYABLES
(A) Payable to Micro Enterprises and Small Enterprises

(i) the principal amount and interest due thereon remaining unpaid to any supplier		
Principal amount	1258.13	1849.10
Interest thereon	-	-
(ii) the amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006., along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.	-	-
(iv) the amount of interest accrued and remaining unpaid.	-	-
(v) the amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

(B) Other Payables	<u>29197.38</u>	<u>16074.00</u>
	<u>30455.51</u>	<u>17923.10</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
11. OTHER CURRENT LIABILITIES		
Current Maturities of Long-term Borrowings	974.48	2397.88
Interest accrued but not due on Borrowings	74.64	41.60
Sundry Deposits	0.35	0.52
Excess of Billing Over Revenue	1634.55	464.98
Other Payables		
Mobilisation and Other Advances from Customers	7367.72	2779.86
Statutory Dues	1060.76	706.32
Accrued Employee Benefits Expense	267.44	198.28
Creditors/Liability pertaining to Capital Expenditure	1146.17	214.49
Unclaimed Dividend*	22.01	12.26
	<u>12548.12</u>	<u>6816.19</u>

* This does not include any amount due and outstanding to be credited to Investors Education and Protection Fund during the year.

12. SHORT TERM PROVISIONS

Provision for Employee Benefits		
Compensated Absences	20.51	39.13
Gratuity	83.82	47.20
Pension	4.44	4.44
Others	205.30	173.80
Provision for Income Tax (Net of Advance Tax)	215.76	215.73
Proposed Dividend on Equity Shares	-	711.05
Tax on Dividend on Equity Shares	-	52.63
	<u>529.83</u>	<u>1243.98</u>

13. FIXED ASSETS

Nature of Fixed Assets	Rs.in lacs									
	Gross Block				Depreciation /Amortisation				Net Block	
	As at 01.04.2016	Addition during the year	Deductions/ Adjustment during the year	As at 31.03.2017	As at 01.04.2016	For the year	Deductions/ Adjustment during the year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
(A) PROPERTY, PLANT & EQUIPMENT :										
Freehold Land	113.18	-	-	113.18	-	-	-	-	113.18	113.18
Leasehold Land	44.68	-	-	44.68	11.30	0.68	-	11.98	32.70	33.38
Buildings	2172.89	-	-	2172.89	1216.41	35.57	-	1251.98	920.91	956.48
Plant & Equipments*	17218.92	369.19	882.91	16705.20	10980.48	1115.36	876.47	11219.37	5485.83	6238.44
Office Equipments	227.94	121.29	27.35	321.88	122.72	59.60	26.02	156.30	165.58	105.22
Furniture & Fixtures	319.97	37.58	104.61	252.94	197.70	19.07	101.30	115.47	137.47	122.27
Vehicles	308.56	30.02	9.61	328.97	96.18	33.81	9.12	120.87	208.10	212.38
Leasehold Improvements	39.55	-	-	39.55	37.57	-	-	37.57	1.98	1.98
TOTAL (A)	<u>20445.69</u>	<u>558.08</u>	<u>1024.48</u>	<u>19979.29</u>	<u>12662.36</u>	<u>1264.09</u>	<u>1012.91</u>	<u>12913.54</u>	<u>7065.75</u>	<u>7783.33</u>
(B) INTANGIBLE ASSETS :										
Computer Software	70.80	-	39.57	31.23	70.80	-	39.57	31.23	-	-
TOTAL (B)	<u>70.80</u>	<u>-</u>	<u>39.57</u>	<u>31.23</u>	<u>70.80</u>	<u>-</u>	<u>39.57</u>	<u>31.23</u>	<u>-</u>	<u>-</u>
(C) CAPITAL WORK-IN-PROGRESS :										
Under installation/ commissioning	-	-	-	-	-	-	-	-	133.69	12.46
In transit	-	-	-	-	-	-	-	-	1382.16	-
TOTAL (C)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1515.85</u>	<u>12.46</u>
(D) INTANGIBLE ASSETS UNDER DEVELOPMENT :										
TOTAL (A+B+C+D)	<u>20516.49</u>	<u>558.08</u>	<u>1064.05</u>	<u>20010.52</u>	<u>12733.16</u>	<u>1264.09</u>	<u>1052.48</u>	<u>12944.77</u>	<u>8625.12</u>	<u>7795.79</u>
Previous Year	18318.89	2419.04	221.44	20516.49	11579.92	1315.04	161.80	12733.16	7783.33	-

* Deductions/Adjustments during the year includes Rs.750.46 lacs and Rs.748.61 lacs in the carrying amount of Gross Block and Depreciation/Amortisation , respectively as at 1st April, 2016 being reversal on account of Revaluation Reserve consequent to adoption of cost model under revised/ amended Accounting Standard (AS)-10.

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
14. NON-CURRENT INVESTMENTS		
(A) Investment Property (At Cost less Accumulated Depreciation)		
Cost of Building (Includes 6,900 Shares of Rs.0.02 lac of a body corporate)	213.56	213.56
Less: Accumulated Depreciation	112.42	110.10
	<u>101.14</u>	<u>103.46</u>
(B) Investment in Equity Shares		
(Fully paid up Equity Shares of Rs.10/- each)		
Trade Investments (Valued at Cost)		
Quoted		
Investments in an Associate		
82,74,963 (82,74,963) Universal Cables Limited*	4945.62	4945.62
Investments in Others		
58,00,100 (40,00,100) Birla Cable Limited (Formely Birla Ericsson Optical Ltd.)** (Refer Note No. 37)	1405.86	900.01
63,80,243 (63,80,243) Birla Corporation Limited	1917.58	1917.58
Aggregate Amount of Quoted Investments	<u>8269.06</u>	<u>7763.21</u>
Unquoted		
Investment in Subsidiary Companies		
1,52,50,200 (1,52,50,200) August Agents Limited	1525.02	1525.02
1,50,00,200 (1,50,00,200) Insilco Agents Limited	1500.02	1500.02
1,50,00,200 (1,50,00,200) Laneseda Agents Limited	1500.02	1500.02
	<u>4525.06</u>	<u>4525.06</u>
Investment in a Joint Venture		
36,00,000 (36,00,000) Birla Visabeira Private Limited	360.00	360.00
	<u>360.00</u>	<u>360.00</u>
Other Investments		
2,99,940 (2,99,940) Birla Financial Corporation Limited	29.99	29.99
1,20,00,000 (1,20,00,000) Punjab Produce Holdings Limited	1200.00	1200.00
9,800 (9,800) Universal Telelinks Private Limited	0.98	0.98
9,800 (9,800) Universal Electricals Private Limited	0.98	0.98
	<u>1231.95</u>	<u>1231.95</u>
Aggregate Amount of Unquoted Investments	<u>6117.01</u>	<u>6117.01</u>
	<u>14487.21</u>	<u>13983.68</u>
Aggregate Market Value of Quoted Investments	<u>57779.28</u>	<u>30469.55</u>
<p>* The Company received a Letter of Allotment confirming allotment of 34,35,055 Equity Shares on 20th October, 2015, subscribed in the Rights Issue of Universal Cables Ltd. (UCL) out of which 10,15,101 equity shares are pending to be credited to Company's designated demat account, in view of the status-quo Order passed by the Hon'ble High Court of Delhi on 18th November, 2015, as intimated by UCL.</p>		
<p>** 12,50,000 (12,50,000) Equity Shares Pledged with Banks.</p>		
15. LONG-TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Capital Advances	119.36	31.82
Loans and Advances to Employees	6.44	6.44
Security Deposits	159.76	165.70
Advance Income Tax/Tax Deducted at Source (Net)	389.71	240.10
Pre-paid Expenses	51.87	13.96
	<u>727.14</u>	<u>458.02</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
16. OTHER NON-CURRENT ASSETS		
(Unsecured and Considered Good)		
Long-term Trade Receivables	460.34	1561.26
Non-Current Bank Balances		
- In term Deposit Accounts (Under lien with Banks towards margin money)	1463.31	1658.88
	<u>1923.65</u>	<u>3220.14</u>
17. INVENTORIES [Refer Note No. 2(i) for Mode of Valuation]		
Raw Materials [Including Material in Transit Rs.499.63 lacs (Rs.415.66 lacs)]	4466.84	1824.32
Packing Material	95.02	102.21
Stores and Spares	156.62	178.00
Traded Goods	6.76	11.06
Work-in-Progress (Refer Note No.25)	14245.21	5576.65
Finished Goods	-	2.69
Scrap Materials	81.00	30.55
	<u>19051.45</u>	<u>7725.48</u>
18. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	4270.10	3467.61
Considered Doubtful	18.59	17.32
	<u>4288.69</u>	<u>3484.93</u>
Others		
Considered Good	42231.75	34980.03
	<u>46520.44</u>	<u>38464.96</u>
Less: Provision for Doubtful Trade Receivables	18.59	17.32
	<u>46501.85</u>	<u>38447.64</u>
19. CASH AND CASH EQUIVALENTS		
Cash and Bank Balances		
Cash on Hand	4.47	2.13
Cheques, Drafts on Hand	29.84	150.87
Balances with Banks		
-In Current Accounts	206.55	142.28
-In Unpaid Dividend Account	22.01	12.26
	<u>262.87</u>	<u>307.54</u>
Other Bank Balances		
-In Term Deposit Accounts (Under lien with Banks towards Margin against Letter(s) of Credit, Bank Guarantees and other Commitments)	5003.29	3844.97
	<u>5266.16</u>	<u>4152.51</u>
Less: Term deposit Accounts having more than 12 months maturity at the year end (Disclosed under Note No. 16)	1463.31	1658.88
	<u>3802.85</u>	<u>2493.63</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
20. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and Considered good)		
Loans and Advances to Employees	11.80	8.36
Security Deposits	397.78	397.87
Advance Income Tax/Tax Deducted at Source (Net)	2.43	10.03
Excise Duty Refund Receivable	5.74	4.50
Advance Recoverable in Cash or Kind	12853.43	12991.18
	13271.18	13411.94
21. OTHER CURRENT ASSETS		
(Unsecured and Considered good)		
Interest Accrued but not due on Term Deposit Accounts	383.68	301.46
Claims, Export Benefits, etc.	77.01	175.95
Unbilled Revenue	7690.42	6225.44
Unamortised Premium on Forward Exchange Contracts	3.56	6.20
Assets Held for Sale/Disposal (at lower of net book value and net realisable value)	2.07	-
	8156.74	6709.05
	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
22. REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods		
Telecommunications Cables	23770.18	43208.86
Other Wires & Cables	2917.69	2959.97
FRP Rods/Glass Rovings	555.82	589.28
Traded Goods*	1086.36	223.77
	28330.05	46981.88
Sale of Services		
Contracts Revenue	75770.49	54139.54
Indefeasible Right of Use [Refer Note No.38(b)]	1630.99	1036.99
	77401.48	55176.53
Other Operating Revenue		
Scrap Materials	379.82	385.19
Processing & Job Work Income	32.29	70.36
Export Incentives	79.01	192.88
	491.12	648.43
	106222.65	102806.84

* None of these individually accounts for more than 10% of total revenue from Sale of Products.

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
23. OTHER INCOME		
Interest Income	388.00	711.74
Dividend Income on Non-Current Investments (Including Rs.543.00 lacs (Rs.452.50 lacs) from Subsidiary Companies)	983.82	875.32
Gain on Foreign Currency Transactions and Translations (Net)	270.30	-
Provision for Doubtful Debts Written Back (Net)	-	108.03
Rent Received	66.87	57.64
Other Non Operating Income	4.39	35.45
	<u>1713.38</u>	<u>1788.18</u>
24. COST OF RAW MATERIALS CONSUMED		
Opening Stock	1824.32	2622.00
Add: Purchase [Less:Sales and Claim Rs.237.21 lacs (Rs.144.12 lacs)]	18301.44	26411.11
	<u>20125.76</u>	<u>29033.11</u>
Less: Closing Stock	4466.84	1824.32
	<u>15658.92</u>	<u>27208.79</u>
Details of Raw Materials Consumed		
Copper	5221.54	5505.82
Polyethylene	2515.50	4890.20
Single Mode Optical Fibre	2475.83	7930.97
Others*	5446.05	8881.80
	<u>15658.92</u>	<u>27208.79</u>
* None of these individually accounts for more than 10% of total cost of Raw Materials Consumed.		
25. (INCREASE)/DECREASE IN INVENTORIES		
Closing Inventories		
Work-in-Progress*	14245.21	5576.65
Finished Goods	-	2.69
Traded Goods	6.76	11.06
Scrap Materials	81.00	30.55
	<u>14332.97</u>	<u>5620.95</u>
Opening Inventories		
Work-in-Progress*	5576.65	4686.85
Finished Goods	2.69	267.70
Traded Goods	11.06	51.28
Scrap Materials	30.55	75.19
	<u>5620.95</u>	<u>5081.02</u>
	<u>(8712.02)</u>	<u>(539.93)</u>
*Detail of Work-in-Progress		
Indefeasible Right of Use (IRU)	10438.50	2522.73
Telecommunications Cables	2196.06	1374.71
Contracts under Execution (EPC)	1344.75	995.25
Other Wires & Cables	131.92	586.49
FRP Rods/Glass Rovings	133.98	97.47
	<u>14245.21</u>	<u>5576.65</u>
26. MATERIALS PURCHASED/SUBCONTRACT EXPENSES		
Materials Purchased	31311.34	19177.53
Other Engineering & Construction Expenses	35658.14	22895.75
	<u>66969.48</u>	<u>42073.28</u>

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
27. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Benefits, etc.	4160.88	3511.09
Contribution to Provident and Other Funds, etc.	283.56	256.02
Employees Welfare Expenses	257.25	218.94
	<u>4701.69</u>	<u>3986.05</u>
28. FINANCE COSTS		
Interest Expense	2355.06	4208.58
Loss on Foreign Currency transactions and Translations (Net)*	-	227.81
Other Borrowing Costs	1314.53	851.94
	<u>3669.59</u>	<u>5288.33</u>
*To the extent considered as an adjustment to borrowing costs.		
29. DEPRECIATION AND AMORTISATION EXPENSES		
Property, Plant & Equipment	1264.09	1310.03
Intangible Assets	-	4.94
Investment Property	2.32	2.40
	<u>1266.41</u>	<u>1317.37</u>
30. OTHER EXPENSES		
Consumption of Stores and Spares	405.38	440.05
Packing Materials	570.36	913.38
Processing/Job work and Testing Charges	132.24	46.76
Power and Fuel	599.80	702.31
Sales Commission (other than sole selling agent)	60.01	55.38
Rent	365.14	324.78
Repair & Maintenance		
Plant & Equipments	108.89	135.18
Buildings	187.89	281.62
Others	35.49	54.04
Insurance	195.96	191.00
Rates & Taxes	1155.42	702.99
Travelling and Conveyance	842.09	690.08
Payment to Auditors		
Statutory Auditors		
Audit Fees	15.00	12.00
Tax Audit Fee	1.00	1.00
Quarterly Reviews	4.50	3.75
Taxation Matters	0.25	1.80
Certification, etc.	3.88	3.60
Reimbursement of Expenses	0.87	1.11
Cost Auditors		
Audit Fees	0.55	0.55

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
30. OTHER EXPENSES (Contd.)		
Certification, etc.	0.27	0.21
Reimbursement of Expenses	0.17	-
Legal and Professional	224.90	189.75
Loss on Sale/Discard of Fixed Assets (Net)	2.02	24.14
Provision for Doubtful Debts	1.69	-
Bad Debts/Sundry Balances Written Off (Net)	442.72	669.03
Foreign Exchange Rate Fluctuation (Net)	-	68.56
Excise Duty on Increase/(Decrease) in Stocks	(0.24)	(5.05)
Warranty Expenses	729.62	1314.48
Claims, Liquidity Damages, etc.	3567.81	965.31
Miscellaneous Expenses	1584.76	866.08
	11238.44	8653.89

31. Earning per share (EPS):

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Basic/Weighted Average Number of Equity Shares outstanding during the year	11850863	11850863
Profit for the year (Rs.in lacs)	6724.19	7734.71
Nominal value of each equity share (Rs.)	10.00	10.00
Basic and Diluted EPS (Rs.)	56.74	65.27

32. Contingent liabilities and Commitments (to the extent not provided for):
(a) Contingent liabilities:

- (i) Pending cases with income tax appellate authorities where income tax department has preferred appeals – Liability not ascertainable.
- (ii) Sales tax and Service tax matters under litigation Rs.114.61 lacs (Rs.149.54 lacs).
- (iii) Appeals preferred by the Company against the claim/levy of differential sales tax due to timely non-submission of declaration forms for concessional sales tax, demand/levy whereof has been stayed and appeals are pending with appellate authorities for their decision. The Company is contesting the demand/levy on merits, liabilities against which are unascertainable until final outcome in the pending cases.
- (iv) Cross corporate guarantee given in connection with loans/working capital credit facilities aggregating to Rs.17965.00 lacs (Rs.18450.00 lacs) (outstanding as at 31st March, 2017, Rs.5059.55 lacs (Rs.8863.33 lacs))sanctioned by consortium of banks to a body corporate(Refer Note No. 45).

The future cash outflow in respect of items (i), (ii) and (iii) above is determinable only on receipt of the decisions/judgments in the cases pending at various forums and authorities concerned. The management, however, believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

(b) Commitments:

- (i) Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for Rs.462.50 lacs (Rs.205.19 lacs).
- (ii) Commitments relating to Derivatives are disclosed in Note No. 34.

- (c) During the year the Company has changed its accounting policy relating to recognition of Proposed Dividend as per requirement of the revised Accounting Standard (AS) - 4 on "Contingencies and Events Occurring After the Balance Sheet Date". The Company will recognise the liability for proposed dividend (including dividend distribution tax) in the period when the dividend is approved by the shareholders as against the previous accounting policy of recognising the same in the financial year to which it related. The Board of Directors of the Company has recommended a dividend at the rate of Rs.7/- per fully paid-up equity share of face value of Rs.10/- each for the financial year 2016-17.

33. Information pursuant to Accounting Standard (AS)-7 (Revised) on “Construction Contracts”:

Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(a) Contract Revenue recognised for the year	75447.41	54139.54
(b) The relevant information relating to all Contracts in progress upto the reporting date are given below:		
(i) Aggregate amount of costs incurred	127750.29	63541.79
(ii) Recognised profits (less recognised losses) upto the reporting date	12086.26	5854.68
(iii) Amount of customer advances received and outstanding	2236.92	2740.01
(iv) Amount due from customers (including retentions, if any) as an asset	35166.98	19654.62
(v) Contracts under execution		
- Advance billing to customers	Nil	Nil
- Unbilled Revenue	7645.66	6225.44
- Excess of Billing over revenue	1634.55	464.98

34. Derivative Instruments:

The Company is exposed to foreign exchange risk arising from foreign currency transactions of imports, exports and borrowing primarily with respect to USD and Euro. The Company's exports are denominated generally in USD, providing a natural hedge to some extent against foreign currency payments on account of imports of raw materials and/or the payment of borrowings. The foreign currency transaction risk are managed through selective hedging programmes by way of forward contracts, currency swaps and interest rate swaps including for underlying transactions having firm commitments or highly probable forecast of crystallisation.

The Company has taken certain Swap instruments for hedging the borrowings in foreign currency and has recognised a gain/loss in the Statement of Profit and Loss on measurement of said derivative instruments at fair value. On the reporting date, the fair value of derivative instrument is measured based upon valuation received from the authorised dealer (Bank).

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. The details of foreign currency exposures hedged by derivative instruments and those have not been hedged are as follows:

Particulars	As at 31 st March, 2017			As at 31 st March, 2016		
	In Foreign Currency	Rs.in lacs		In Foreign Currency	Rs.in lacs	
Hedged :						
Foreign currency exposures covered by Forward Contracts						
Long-term Borrowings	USD	138683	90.56	USD	147343	98.38
Short-term Borrowings	USD	-	-	USD	641384	428.25
Other Payables	USD	1055135	689.00	USD	1090435	729.49
	EUR	92772	64.97	EUR	-	-
Total	USD	1193818	779.56	USD	1879162	1256.12
	EUR	92772	64.97	EUR	-	-
Unhedged :						
Long-term Borrowings	EUR	-	-	EUR	927000	702.48
Short-term Borrowings	USD	2095935	1368.65	USD	4362479	2912.83
	EUR	784400	549.32	EUR	658750	499.20
Other Payables	USD	384535	251.10	USD	647997	433.46
	NPR	10158908	63.49	NPR	217844	1.36
	EUR	1075801	753.39	EUR	288343	218.92
Receivables	USD	319654	206.02	USD	1769556	1159.88
	NPR	54622165	341.39	NPR	26252893	164.08
Bank Balances	USD	1	-	USD	1	-
	NPR	161390	1.01	NPR	374500	2.34
Total	USD	2800125	1825.77	USD	8842931	5889.37
	NPR	64942463	405.89	NPR	26845237	167.78
	EUR	1860201	1302.71	EUR	1874093	1420.60

- (b) Foreign currency risk and/or interest rate risk on certain borrowings hedged by derivative instrument and outstanding as at the year end:

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	In Foreign Currency	Rs.in lacs	In Foreign Currency	Rs.in lacs
Long-term Borrowings (Foreign Currency Term-Loan)- Cross Currency Swap	USD 1664201	1086.72	USD 2218934	1500.00
Long-term Borrowings (Foreign Currency Term-Loan)-Interest Rate Swap	USD 1525518	996.16	USD 2071592	1383.20

- (c) A sum of Rs.3.56 lacs (Rs.6.20 lacs) on account of unamortised foreign exchange premium on outstanding Forward Exchange Contracts is being carried forward to be charged to Statement of Profit and Loss of the subsequent period.

35. Employee Benefits:

(a) Defined Benefit Plan:

The Company's defined benefit plans include the approved funded Gratuity scheme which is administered through Group Gratuity scheme with Life Insurance Corporation of India and non-funded Pension scheme (applicable only to select category of ex-employees). Such defined benefits are provided for in the Statement of Profit and Loss based on valuations, as at the Balance Sheet date, carried out by independent actuaries. Disclosures for defined benefit plans based on actuarial reports as on 31st March, 2017 are summarised below:

- (i) Amount of net employee benefits expense recognised in the Statement of Profit and Loss:

Particulars	Gratuity		Pension	
	2016-17 Rs.in lacs	2015-16 Rs.in lacs	2016-17 Rs.in lacs	2015-16 Rs.in lacs
Current Service Cost	41.19	34.25	-	-
Interest Cost on Benefit Obligation	37.91	34.55	2.01	2.23
Expected Return on Plan Assets	(40.16)	(37.72)	-	-
Net Actuarial (Gain)/loss recognised	43.35	24.70	2.27	1.56
Add: Impact of variation in actual and expected return on Plan Assets	(1.42)	(1.62)	-	-
Net Employee Benefit Expense	80.87	54.16	4.28	3.79
Actual Return on Plan Assets	(41.58)	(39.34)	-	-

- (ii) Amount recognised in the Balance Sheet:

Particulars	Gratuity		Pension	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
Defined Benefit Obligation	628.30	525.72	34.10	34.26
Fair value of the plan assets	543.00	477.00		
Paid by an affiliate company	1.48	1.52		
Net Asset/(Liability)	(83.82)	(47.20)	(34.10)	(34.26)

- (iii) Changes in present value of the Defined Benefit Obligation:

Particulars	Gratuity		Pension	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
Opening Defined Benefit Obligation	525.72	442.39	34.26	34.91
Interest cost	37.91	34.55	2.01	2.23
Current Service Cost	41.19	34.25	-	-
Benefits Paid	(19.87)	(10.17)	(4.44)	(4.44)
Actuarial (Gain)/Loss	43.35	24.70	2.27	1.56
Closing Defined Benefit Obligation	628.30	525.72	34.10	34.26

(iv) Changes in the Fair value of Plan Assets:

Particulars	Gratuity	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
Opening Fair Value of Plan Assets	477.00	399.57
Expected Return on Plan Assets	40.16	37.72
Contributions by Employer	44.29	48.26
Benefit Paid	(19.87)	(10.17)
Actuarial Gain/(Loss)	1.42	1.62
Closing Fair Value of Plan Assets	543.00	477.00

(v) The major categories of Plan Assets in case of gratuity as a percentage of the fair value of total Plan Assets:

Particulars	Gratuity	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
Investments with Insurer (Life Insurance Corporation of India)	100	100

The overall expected rate of return on assets is determined based on the actual rate of return during the current year. The Company expects to contribute Rs.90.00 lacs to its defined benefit approved Gratuity plan during the financial year 2017-18.

(vi) The principal assumptions used in determining defined benefit obligations are shown below:

Particulars	Gratuity		Pension	
	2016-17	2015-16	2016-17	2015-16
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate
Attrition Rate	5.00% p.a.	5.00% p.a.	N.A.	N.A.
Imputed rate of Interest	7.35% p.a.	7.90% p.a.	7.30% p.a.	7.90% p.a.
Salary Rise	7.50% p.a.	7.50% p.a.	N.A.	N.A.
Expected Return on Plan Assets	8.21% p.a.	9.01% p.a.	N.A.	N.A.
Remaining Working Life	14.85 Years	15.24 Years	N.A.	N.A.

The estimates of future salary increases, considered in actuarial valuation, take into account the effect of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The overall expected rate of return on plan assets is determined based on the market prices prevailing as on Balance Sheet date, applicable to the period over which the obligation is to be settled.

Information relating to experience adjustments to plan assets and liabilities as required by Para 120(n)(ii) of the Accounting Standard (AS)-15 (revised) on employee Benefits is not available with the Company. However, the impact of the same is not likely to be material.

(b) Defined Contribution Plan:

Company's contribution to defined contribution schemes such as approved and recognised Provident/Family Pension Fund and approved Superannuation Fund are charged to the Statement of Profit and Loss as incurred for the year when an employee renders the relevant service. The Company has no further obligations beyond its contributions. The Company has recognised the following contributions paid/payable to Provident/Family Pension Fund and Superannuation Funds as an employee benefits expense in the Statement of Profit and Loss.

Defined Contribution Plan	2016-17 Rs.in lacs	2015-16 Rs.in lacs
Contribution to Provident and Family Pension Funds	176.98	155.18
Contribution to Superannuation Fund	44.36	39.65

36. Segment Information:

In accordance with the Accounting Standard (AS)-17 on "Segment Reporting", the Company has identified two reportable business segments as the primary segment viz. Cables and Engineering, Procurement and Construction (EPC). Segments have been identified and reported taking into account nature of products and services, the differing risks and returns, the organisation structure and the internal business reporting systems. A brief description of the types of products and services provided by each reportable segment is as follows:

“Cables”- The Company manufactures and sale telecommunication cables, other types of wires & cables and FRP rods/glass rovings, etc.

“EPC” (Engineering, Procurement and Construction) –The Company undertakes and executes contracts and/or provide services with or without materials, as the case may be.

(a) Primary Segment Information (by business segments):

The following table presents revenue and profit/(loss) information regarding business segments for the year(s) ended 31st March, 2017 and 31st March, 2016 and certain liabilities information regarding business segments as at 31st March, 2017 and 31st March, 2016 :

Business Segments	Year ended 31 st March, 2017			Year ended 31 st March, 2016		
	Cables Rs.in lacs	EPC Rs.in lacs	Total Rs.in lacs	Cables Rs.in lacs	EPC Rs.in lacs	Total Rs.in lacs
Revenue						
External Sales and Other Operating Income (Net)	25515.23	77555.29	103070.52	43032.68	55336.36	98369.04
Inter Segment Sales (at arm's length basis)	264.53		264.53	16.72		16.72
Other Income*	200.71	73.98	274.69	122.71	20.77	143.48
Total Revenue	25980.47	77629.27	103609.74	43172.11	55357.13	98529.24
Results						
Segment Results (PBIT) (after considering Exceptional Item)	3049.39	7808.02	10857.41	7238.58	7168.37	14406.95
Unallocable Income/ (Expenses) (Net)			713.71			671.93
Operating Profit			11571.12			15078.88
Interest Expenses (Net)			(1967.06)			(3496.84)
Tax Expenses (Net)			(2879.87)			(3847.33)
Profit After Tax			6724.19			7734.71
Other Information						
Segment Assets	27568.67	74077.16	101645.83	29737.15	50365.59	80102.74
Unallocable Assets			14901.36			14142.63
Total Assets			116547.19			94245.37
Segment Liabilities	6664.66	37942.15	44606.81	6023.68	18238.30	24261.98
Unallocable Liabilities			28313.43			33233.26
Total Liabilities			72920.24			57495.24
Capital Expenditure Incurred	1954.35	150.64	2104.99	1498.74	889.32	2388.06
Depreciation and Amortisation	899.22	367.19	1266.41	946.88	370.49	1317.37

* Excludes Rs.1438.69 lacs (Rs.1644.70 lacs) netted off from Unallocated Expenses and Interest Expenses.

(b) Geographical Segments:

The following table shows the distribution of the Company's Revenue from Operations by geographical markets, regardless of where the goods were produced:

Sl. No.	Geographical Segments	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Domestic Market (within India)	101493.60	91158.17
(ii)	Overseas Markets (outside India)	1841.45	7227.58
	Total	103335.05	98385.75

(i) All the assets of the Company, except the carrying amount of assets aggregating to Rs.560.93 lacs (Rs.763.09 lacs) are within India.

(ii) The Company has common fixed assets for manufacturing goods/providing services in the Domestic Market as well as for the Overseas Markets. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

37. Disclosure in respect of Related Parties as defined in Accounting Standard (AS)-18, with whom transactions were entered into at an arm's length and in the normal/ordinary course of business during the year are given below:

- (i) Subsidiaries : August Agents Ltd.(AAL),
Insilco Agents Ltd.(IAL),
Laneseda Agents Ltd.(LAL)
- (ii) Joint Ventures : Birla Cable Ltd.(BCL)
(Ceased to be a joint venture w.e.f. 24th August, 2016)
Birla Visabeira Private Limited (BVPL)
- (iii) Enterprise over which a director is able to exercise significant influence : Shakun Polymers Limited (SPL)
- (iv) Enterprise which is able to exercise significant influence over the Company and is able to get influenced by the Company "Associate Enterprise" : Universal Cables Limited (UCL)
- (v) Key Management Personnel (KMP) : Shri Y.S. Lodha (Managing Director)

Note:

The Company by itself and/or along-with its subsidiaries holds more than 20% of the voting power of certain bodies corporate. The Company has been legally advised that it does not have any "significant influence" in the said bodies corporate as defined in Accounting Standard (AS)-18 "Related Party Disclosures" and accordingly, has not considered the above investees as related parties under the said Accounting Standard.

(a) Details of transactions with related parties (other than Key Management Personnel):

Sl. No.	Nature of Transaction	Year	AAL	IAL	LAL	BVPL	BCL [Refer Note No. (i)]	UCL	SPL
(i)	Purchases of Finished Goods/Traded Goods, Raw Materials	2016-17	-	-	-	-	16.09	4477.98	660.75
		2015-16	-	-	-	-	444.24	2072.87	154.95
(ii)	Sale of Finished Goods, Traded Goods, Raw Materials and Consumables	2016-17	-	-	-	-	275.11	89.03	-
		2015-16	-	-	-	-	883.98	136.92	49.13
(iii)	Other Service Charges/Lease Rent Received	2016-17	-	-	-	-	10.98	10.07	-
		2015-16	-	-	-	-	60.63	10.94	-
(iv)	Other Service Charges /Lease Rent Paid	2016-17	-	-	-	-	0.41	32.50	-
		2015-16	-	-	-	-	10.66	26.15	-
(v)	Inter-Corporate Loans taken	2016-17	-	-	-	-	-	400.00	-
		2015-16	250.00	250.00	300.00	-	4500.00	-	-
(vi)	Repayment of Inter-Corporate Loans taken	2016-17	-	-	-	-	-	400.00	-
		2015-16	250.00	250.00	300.00	-	4500.00	-	-
(vii)	Interest paid on Inter-Corporate Loans taken/Others	2016-17	-	-	-	-	-	1.99	-
		2015-16	4.96	4.96	1.38	-	78.26	-	-
(viii)	Inter-Corporate Loans given	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	1500.00	2400.00	-
(ix)	Repayment of Inter-Corporate Loans given	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	1500.00	3900.00	-
(x)	Interest received on Inter-Corporate Loans given/ Others	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	11.28	176.60	-
(xi)	Non-current Investments in equity shares during the year	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	360.00	-	1751.88	-
(xii)	Cross Corporate Guarantee given (towards collateral security to banks)	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	4700.00	-	-

Sl. No.	Nature of Transaction	Year	AAL	IAL	LAL	BVPL	BCL [Refer Note No. (i)]	UCL	SPL
(xiii)	Cross Corporate Guarantee accepted (towards collateral security to banks)	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	61744.00	-	-
(xiv)	Dividend Received	2016-17	183.00	180.00	180.00	-	58.00	-	-
		2015-16	152.50	150.00	150.00	-	40.00	-	-
(xv)	Dividend Paid	2016-17	-	-	-	-	-	207.27	-
		2015-16	-	-	-	-	-	172.73	-
(xvi)	Balance Outstanding at the year end								
	Non-current Investments in equity shares	2016-17	1525.02	1500.02	1500.02	360.00	-	4945.62	
		2015-16	1525.02	1500.02	1500.02	360.00	900.01	4945.62	-
	Cross Corporate Guarantee given	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	18450.00	-	-
	Cross Corporate Guarantee accepted	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	148461.00	-	-
	Other Payables	2016-17	-	-	-	-	-	-	192.35
		2015-16	-	-	-	-	-	-	85.20
	Receivable	2016-17	-	-	-	-	-	6.31	-
		2015-16	-	-	-	-	-	-	-
(xvii)	Maximum amount of loans and advances outstanding at any time during the year	2016-17	-	-	-	-	-	-	-
		2015-16	-	-	-	-	1500.00	2400.00	-

(b) Details of transactions with Key Managerial Personnel:

Particulars	Remuneration		Balance Outstanding at the year end (Payable/(Receivable))	
	2016-17 Rs.in lacs	2015-16 Rs.in lacs	2016-17 Rs.in lacs	2015-16 Rs.in lacs
Shri Y. S. Lodha	118.44	101.08	-	4.50

Notes:

- (i) Disclosure of related party transactions with Birla Cable Limited (Formerly Birla Ericsson Optical Limited) is given from 1st April, 2016 to 23rd August, 2016, being the date upto which joint venture agreement was in force. BCL ceased to be a joint venture w.e.f. 24th August, 2017.
- (ii) The remuneration to Key Managerial Personnel as stated above does not include provision/payment towards incremental liability on account of gratuity and compensated absences since actuarial valuation for the same is done for the Company as a whole.
- (iii) No amount has been provided as doubtful debt or advance written off or written back in the year in respect of debts due from/to above Related Parties.
- (iv) Transactions and balances relating to reimbursement of expenses to/from the above Related Parties have not been considered.
- (v) All the transactions with Related Parties were at arm's length basis and in the ordinary/normal course of business.
- (vi) Inter corporate loans/advances were taken/given for business purposes.

38. Leases:

(a) Operating Lease:

The Company has taken certain office and residential premises/facilities under operating lease/sub-lease agreements. The lease agreements generally have an escalation clause and are not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease/sub-lease agreements. The aggregate lease rental of Rs.168.36 lacs (Rs.169.03 lacs) has been charged to the Statement of Profit and Loss.

(b) Finance Lease:

The Company has entered into Indefeasible Right of Usage (IRU) Agreements with certain customers for providing telecommunications cable network connectivity, etc. The required disclosure is given herein:

Sl. No.	Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Lease revenue recognised as an Outright Sale	1630.99	1036.99
(ii)	Cost of Sale	1386.38	879.00
(iii)	Profit Recognised [(i)-(ii)]	244.61	157.99

39. Interest in Joint Venture Company:

Pursuant to Accounting Standard (AS)-27 "Financial Reporting of Interest in Joint Ventures" the relevant information relating to Joint Venture Companies (JVCs) are given below:

Name of the Joint Venture Company	Country of Incorporation	Proportion of Ownership Interest	Description of Interest
Birla Cable Ltd. (Formerly Birla Ericsson Optical Limited)*	India	13.33%	JV was established principally for manufacture of Telecommunication Cables and Other types of Wires and Cables.
Birla Visabeira Private Ltd. (BVPL)	India	40%	JV is established principally for undertaking Contracts for network engineering services, construction of infrastructure, installation of networks, specialized consultancy services, operation and maintenance etc. in certain specific areas in telecom and power sector(s).

* Birla Cable Limited (Formerly Birla Ericsson Optical Limited) ceased to be joint venture company w.e.f. 24th August 2016.

The Company's share in the aggregate amounts of each of the Assets, Liabilities, Income, Expenses, Contingent Liabilities and Capital Commitments as at/for the years ended 31st March, 2017 and 31st March, 2016, to the extent applicable, in the said Joint Venture Companies as per their Audited Financial Statements are as under:

Particulars	BCL (Formerly BEOL)*		BVPL	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
LIABILITIES				
NON-CURRENT LIABILITIES				
Long-term Borrowings	-	218.84	-	-
Deferred Tax liabilities (net)	-	69.58	-	-
Long-term Provisions	-	22.10	0.05	-
CURRENT LIABILITIES				
Short-Term Borrowings	-	627.60	-	-
Payable to Micro Enterprises and Small Enterprises	-	40.24	-	-
Other Payables	-	700.79	7.21	0.53
Other Current Liabilities	-	116.45	0.68	0.15
Short-term Provisions	-	69.70	-	0.20
Total	-	1865.30	7.93	0.88
ASSETS				
NON-CURRENT ASSETS				
Fixed Assets				
Property, Plant & Equipment	-	813.93	0.17	-
Intangible Assets	-	-	-	-
Capital Work-in-Progress	-	0.45	-	-

Particulars	BCL (Formerly BEOL)*		BVPL	
	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
Intangible Assets under Development	-	-	-	-
Non-current Investments	-	254.07	-	-
Deferred Tax Asset (net)	-	-	0.71	0.99
Long-term Loans and Advances	-	71.67	0.16	-
Other Non-current Assets	-	4.17	-	-
CURRENT ASSETS				
Inventories	-	595.07	-	-
Trade Receivables	-	1009.49	9.32	-
Cash and Cash Equivalents	-	144.39	361.12	352.83
Short-term Loans and Advances	-	108.96	0.40	0.18
Other Current Assets	-	85.84	6.79	6.90
Total	-	3088.04	378.67	360.90
REVENUE				
Revenue from Operations (net)	-	3329.62	9.92	-
Other Income	-	35.50	22.14	8.09
EXPENSES				
Cost of Materials Consumed/Contract Expenses	-	2376.06	7.63	-
Purchase of stock -in-trade (Traded Goods)	-	2.35	-	-
(Increase)/Decrease in Inventories	-	33.88	-	-
Employee Benefits Expense	-	189.06	3.55	-
Finance Costs	-	86.92	-	-
Other Expenses	-	376.50	5.35	8.05
Depreciation and Amortisation Expense	-	95.58	0.08	-
Exceptional Item	-	63.65	-	-
Income Tax and Deferred Tax Charge (net)	-	28.07	4.73	0.03
Contingent Liabilities	-	18.06	-	-
Capital Commitment	-	4.77	-	-

* In case of Birla Cable Limited (formerly Birla Ericsson Optical Limited) figures for the year ended 31st March, 2017 have not been given as it ceased to be a joint venture company w.e.f. 24th August, 2016.

40. There is no Impairment of Fixed Assets during the year.

41. Disclosure on Provision relating to Warranty in accordance with Accounting Standard (AS)- 29 "Provisions, Contingent Liabilities and Contingent Assets":

Particulars	As at 31 st March 2017 Rs.in lacs	As at 31 st March 2016 Rs.in lacs
At the beginning of the Year	1513.07	198.59
Arising during the Year	729.62	1314.48
Utilized during the Year	7.61	-
At the end of the Year	2235.08	1513.07

42. Disclosure on Corporate Social Responsibility Expenses:

(a) Gross amount required to be spent by the Company during the year in pursuance to the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder – Rs.131.52 lacs (Rs.68.46 lacs).

- (b) Amount spent during the year 2016-17 and included under Miscellaneous Expenses in the Statement of Profit and Loss (Refer Note No. 30):

SI. No.	Particulars	2016-17 (Rs.in lacs)			2015-16 (Rs.in lacs)		
		Spent in Cash	Yet to be spent in Cash	Total	Spent in Cash	Yet to be spent in Cash	Total
(i)	Construction/acquisition of any asset	-	-	-	-	-	-
(ii)	Other Purposes –						
	(a) Contribution to an approved/registered trust 'Madhav Prasad Priyamvada Birla Apex Charitable Trust' in which a director and his relatives are trustees.	133.80	-	133.80	75.00	-	75.00
	(b) Other approved contribution (direct)	1.20	-	1.20	-	-	-

43. Disclosure on Specified Bank Notes (SBNs):

Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification are given below:

Particulars	SBNs (in Rs.)	Other denomination notes (in Rs.)	Total (in Rs.)
Closing cash in hand as on November 8, 2016	907000	154568	1061568
(+) Permitted receipts	-	3134153	3134153
(-) Permitted payments	-	2844248	2844248
(-) Amount deposited in Banks	907000	3650	910650
Closing cash in hand as on December 30, 2016	-	440823	440823

44. Additional information pursuant to Schedule III to the Companies Act, 2013:

- (a) Value of imports on CIF basis:

SI. No.	Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Raw Materials	8671.69	11346.24
(ii)	Capital Goods	1251.13	1394.19
(iii)	Components and Spare Parts	111.51	120.14
(iv)	Traded Goods	-	0.69

- (b) Expenditure in Foreign Currency (on accrual basis):

SI. No.	Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Interest	99.81	81.75
(ii)	Commission	20.11	56.53
(iii)	Travelling	31.72	22.24
(iv)	Others	37.11	512.97

- (c) Value of imported and indigenous Raw Materials and Components/Spare parts consumed and percentage thereof:

SI. No.	Particulars	2016-17		2015-16	
		Value Rs.in lacs	% to Total	Value Rs.in lacs	% to Total
(i)	Raw Materials				
	Imported	7304.78	46.65	12055.93	44.21
	Indigenous	8354.14	53.35	15152.86	55.69
	Total	15658.92	100.00	27208.79	100.00
(ii)	Components and Spare Parts*				
	Imported	144.24	32.56	133.61	30.36
	Indigenous	298.77	67.44	306.44	69.64
	Total	443.01	100.00	440.05	100.00

* Grouped under "Consumption of Stores and Spares" and "Repairs & Maintenance of Plant and Equipments" vide Note No. 30.

(d) Remittance in Foreign Currency on account of Dividend:

No remittance in foreign currency on account of dividend was made by the Company directly. The Company has, however, paid dividend in respect of equity shares held by certain Non-resident shareholders on repatriation basis. These, interalia, include portfolio investment and direct investment where the amount is also credited to Non-Resident External Account (NRE A/c). The amount of dividend indirectly remitted to such non-resident shareholders cannot be ascertained.

(e) Earnings in Foreign Exchange (on accrual basis):

Sl. No.	Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Export of goods on FOB basis	1566.77	7108.25
(ii)	Contract Revenue	262.55	1.80
(iii)	Interest Income	0.20	0.72
(iv)	Others (Freight & Insurance)	14.37	85.30

45. Details of Loans given, Investments made and Guarantee(s) given in pursuance to the provision of section 186(4) of the Companies Act, 2013:

Sl. No.	Name of the company	As at 31 st March 2017 Rs.In lacs	As at 31 st March 2016 Rs.In lacs	Purpose
(i)	Guarantee Given - Birla Cable Ltd. (BCL) (Formerly Birla Ericsson Optical Ltd.)	17965.00	18450.00	Cross corporate guarantee given to consortium of banks of BCL towards collateral against term loan(s) and working capital credit facilities sanctioned to BCL by its bankers.
(ii)	Investment made - (Refer Note No.14)	-	-	-

* The Company has also accepted Cross Corporate Guarantee from BCL of Rs.184561.00 lacs (Rs.148461.00 lacs) against overall aggregate Credit Facilities availed from the consortium of banks.

46. The Company has regrouped/reclassified previous year's figures to conform to current year's classification/disclosures. The figures in brackets are those in respect of the previous accounting year.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

New Delhi, May 15, 2017

Signatures to Notes 1 to 46

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K. Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajjer

R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

Independent Auditor's Report on Consolidated Financial Statement

TO THE MEMBERS OF VINDHYA TELELINKS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Vindhya Telelinks Limited** ("herein after referred to as "the Holding Company") and its subsidiaries (together referred to as "the Group"), an associate and a jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group, including its associate and jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We believe that the audit evidence obtained by us and audit evidence obtained by the other auditors in terms of their report referred to in other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entity as at 31st March, 2017, their consolidated profit and their consolidated cash flow for the year ended on that date.

Other Matters

- (a) We did not audit the financial statement of all the subsidiaries (three), whose financial statement reflect total assets of Rs.16911.31 lacs as at 31st March 2017, total revenues of Rs.1786.82 lacs and net cash flows amounting to Rs.(13.42) lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on consolidated financial statements, in so far relates to the amounts and disclosure included in respect of the subsidiaries and our report in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- (b) Read with Note no. 1 (e) of the attached consolidated financial statements, the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, Consolidated financial statements, Accounting Standard (AS) 23 Accounting for Investment in Associates in Consolidated Financial Statement and Accounting Standard (AS) 27, Financial Reporting of Interests in Joint Ventures notified under Section 133 of the Act. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2017 taken on record by the Board of Directors of the holding company, and the reports of the statutory auditors of the subsidiaries, Associate and jointly controlled company, none of the directors of the Group companies, its associate and jointly controlled company is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over the financial reporting and the operating effectiveness of such controls, referred to Our report in “Annexure A”, which is based on the auditor’s reports of the Holding Company, Subsidiary Companies, an associate Company and a Jointly controlled Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting in the Holding Company and its subsidiary Companies, associate Company and Jointly Controlled Company.
 - (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 consolidated financial statement disclose the impact of pending litigations which would impact the consolidated financial position – Refer note no. 32 to the consolidated financial statement.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Group and a jointly controlled entity. In respect of an associate Company, there has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund.
 - iv. The requisite disclosure in the consolidated financial statement as to holdings as well as dealings in specified bank note notes during the period 8th November, 2016 to 30th December, 2016 relating to Holding Company and its subsidiaries have been provided. Based on audit procedures and relying on the management representation of the Holding Company and other auditors reports forwarded to us in respect of subsidiaries, we report that the disclosures are in accordance with books of account maintained by the Group and as produced to us by the Management – Refer note no. 41.
2. In respect of subsidiaries (as reported by their auditors), as required under “Non-Banking Financial Companies Auditor’s report (Reserve Bank) Directions, 2008” and on the basis of such checks as considered appropriate and according to the information and explanations given, it is stated that:
 - (a) The subsidiaries have received “certificate of registration” from Reserve Bank of India for registration as “Non Banking Financial Company”.
 - (b) In terms of their assets/income pattern for the financial year ended on 31st March, 2017, the subsidiaries are entitled to hold such certificate of registration.

In respect of subsidiaries, it is further stated that:

- (a) Their Board of Directors have passed a resolution for the non-acceptance of any public deposits.
- (b) The subsidiaries have not accepted any public deposits during the year.
- (c) The Subsidiaries have complied with the Prudential Norms relating to Income Recognition, Accounting Standards, Asset Classification and Provisioning for bad and doubtful debts as applicable to them.
- (d) None of the subsidiaries are “systemically important non deposit taking non-banking financial companies”.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Place : New Delhi
Dated : May 15, 2017

Annexure “A” to the Independent Auditors’ Report**(Referred to in Paragraph 1(f) under ‘Report on Other Legal and Regulatory requirements’ of our report on even date)****Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act**

In conjunction with our audit of consolidated financial statements of the Company as of and for the year ended 31st March, 2017, We have audited the internal financial controls over financial reporting of **Vindhya Telelinks Limited** (“hereinafter referred to as “the Holding Company”) and its subsidiaries (together referred to as “the Group”), an associate and a jointly controlled entity, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained 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 Holding Company, its subsidiary companies, associate and jointly controlled company, have, 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 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Place : New Delhi
Dated : May 15, 2017

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No.	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	1184.18	1184.15
Reserves and Surplus	4	<u>56274.32</u>	<u>47875.36</u>
		<u>57458.50</u>	<u>49059.51</u>
NON-CURRENT LIABILITIES			
Long-term Borrowings	5	9948.97	9005.01
Deferred Tax Liabilities (Net)	6	485.29	555.40
Other Long-term Liabilities	7	95.50	110.65
Long-term Provisions	8	<u>2264.74</u>	<u>1630.91</u>
		<u>12794.50</u>	<u>11301.97</u>
CURRENT LIABILITIES			
Short-term Borrowings	9	16591.57	21147.13
Trade Payables	10		
Payable to Micro Enterprises and Small Enterprises		1258.13	1889.34
Other Payables		29205.22	16775.90
Other Current Liabilities	11	12549.20	6933.03
Short-term Provisions	12	<u>566.79</u>	<u>1382.54</u>
		<u>60170.91</u>	<u>48127.94</u>
Total		<u>130423.91</u>	<u>108489.42</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	13		
Property, Plant & Equipment		7065.93	8597.29
Capital Work-in-Progress		1515.85	12.91
Intangible Assets under Development		<u>43.52</u>	<u>-</u>
		<u>8625.30</u>	<u>8610.20</u>
Non-current Investments	14	23060.64	20100.26
Long-term Loans and Advances	15	5532.00	5330.53
Other Non-current Assets	16	<u>1923.65</u>	<u>3224.31</u>
		<u>39141.59</u>	<u>37265.30</u>
CURRENT ASSETS			
Inventories	17	19051.45	8320.55
Trade Receivables	18	46511.17	39457.13
Cash and Cash Equivalents	19	4281.84	3122.12
Short-term Loans and Advances	20	13272.98	13521.18
Other Current Assets	21	<u>8164.88</u>	<u>6803.14</u>
		<u>91282.32</u>	<u>71224.12</u>
Total		<u>130423.91</u>	<u>108489.42</u>

The accompanying Notes 1 to 42 from an integral part of the Financial Statements.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K. Misra
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R.C.Tapuriah
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Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajjer

R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

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

	Note No.	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
REVENUE			
Revenue from Operations (Gross)	22	106232.57	106333.09
Less: Excise Duty		<u>2887.60</u>	<u>4721.07</u>
Revenue from Operations (Net)		103344.97	101612.02
Other Income	23	<u>2979.33</u>	<u>3141.98</u>
Total Revenue		<u>106324.30</u>	<u>104754.00</u>
EXPENSES			
Cost of Raw Materials Consumed	24	15658.92	29493.37
Purchase of Traded Goods		<u>651.86</u>	<u>126.25</u>
(Increase)/ Decrease in Inventories of Finished Goods, Work-in-Progress, Traded Goods and Scrap Materials	25	(8712.02)	(506.06)
Materials Purchased/Sub Contract Expenses	26	66977.11	42073.28
Employee Benefits Expense	27	4732.59	4188.35
Finance Costs	28	3669.59	5352.03
Depreciation and Amortisation Expense	29	1266.49	1412.92
Other Expenses	30	<u>11253.55</u>	<u>9034.78</u>
Total Expenses		<u>95498.09</u>	<u>91174.92</u>
PROFIT BEFORE EXCEPTIONAL ITEM AND TAX		<u>10826.21</u>	<u>13579.08</u>
Exceptional Item		-	541.41
PROFIT BEFORE TAX		<u>10826.21</u>	<u>13037.67</u>
Tax Expense/(Credit)			
Current Tax		3333.10	4057.24
Less: MAT Credit Entitlement relating to Earlier Years		-	(29.93)
Net Current Tax		<u>3333.10</u>	<u>4027.31</u>
Income Tax relating to Earlier Years		(0.40)	(16.61)
Deferred Tax Charge/(Credit)		<u>(271.17)</u>	<u>94.11</u>
Total Tax Expense		<u>3061.53</u>	<u>4104.81</u>
PROFIT FOR THE YEAR		<u>7764.68</u>	<u>8932.86</u>
Share of Profit in respect of Investment in Associate		<u>914.95</u>	<u>557.55</u>
PROFIT FOR THE YEAR		<u>8679.63</u>	<u>9490.41</u>
Earning per Equity Share (EPS)			
Basic and Diluted EPS (Nominal value of shares Rs.10/- each)	31	<u>73.24</u>	<u>80.08</u>

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
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R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

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

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs.in lacs	Rs.in lacs	Rs.in lacs	Rs.in lacs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax		10826.21		13037.67
Adjustments for :				
Depreciation and Amortisation	1266.49		1412.92	
(Profit)/Loss on Disposal of Fixed Assets (Net)	2.02		24.26	
(Profit)/Loss on Sale of Investment	(178.73)		(191.90)	
(Gain)/Loss on Unrealised Foreign Exchange	(151.60)		30.74	
Provision for Doubtful Debts (Net)	1.27		(107.49)	
Income from Investment Property	(53.40)		(45.40)	
MTM gain on Swaps	(15.15)		101.05	
Interest Income	(929.28)		(1273.38)	
Dividend Income	(1529.76)		(1472.94)	
Interest Expense	2355.06	766.92	4258.34	2736.20
Operating Profit/(Loss) before Working Capital Changes		11593.13		15773.87
Movement in Working Capital:				
Increase/(Decrease) in Trade Payables and Provisions	20382.53		4476.99	
Decrease/(Increase) in Trade Receivables	(6966.69)		(4640.17)	
Decrease/(Increase) in Inventories	(11325.97)		269.48	
Decrease/(Increase) in Loans and Advances	12.13		(7329.81)	
Decrease/(Increase) in Other Current Assets	(1363.40)	738.60	2880.92	(4342.59)
Cash Generated from/(used in)Operations		12331.73		11431.28
Direct Taxes Paid (Net of Refunds)		(3515.11)		(4340.29)
Net Cash Flow from/(used in) Operating Activities (A)		8816.62		7090.99
B. CASH FLOW FROM INVESTING ACTIVITIES				
(Purchase) of Fixed Assets	(2104.80)		(2741.98)	
Proceeds from Sale of Fixed Assets	5.18		39.38	
(Purchase) of Investment	(1978.48)		(3952.14)	
Sale of Investment	755.41		1170.72	
Income from Investment Property	53.40		45.40	
(Investment)/Redemption of Bank Deposits	(1166.27)		(808.73)	
Interest Received	847.17		1165.94	
Dividend Received	1529.76		1512.93	
Net Cash Flow from/(used in) Investing Activities (B)		(2058.63)		(3568.48)

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs.in lacs	Rs.in lacs	Rs.in lacs	Rs.in lacs

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017 (Contd.)
C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Share Capital	0.03		0.04	
Proceeds from Securities Premium	0.24		0.20	
Proceeds from Capital Subsidy	424.86		357.19	
Proceeds of Long Term Borrowings	8000.00		4257.33	
(Repayment) of Long Term Borrowings	(8199.91)		(5133.30)	
Proceeds/(Repayment) of Short Term Borrowings	(3854.47)		2415.87	
Interest Paid	(2322.02)		(4257.21)	
Dividend Paid	(864.46)		(843.58)	
Net Cash Flow from/(used in) Financing Activities (C)		(6815.73)		(3203.46)
Net increase/(decrease) in cash and cash equivalents		(57.74)		319.05
Cash and Cash Equivalents at the beginning of the year		549.94		230.89
Elimination of Cash & Cash Equivalent of BCL at the beginning of the year [Refer Note No. 1(d)]		(110.67)		-
Cash and Cash Equivalents at the end of the year		381.53		549.94
Components of Cash and Cash Equivalents				
Cash on Hand		4.64		2.52
Cheques/Drafts on Hand		29.84		155.80
In Current Accounts		325.04		376.78
In Unpaid Dividend Account*		22.01		14.84
		381.53		549.94

Note: Adjustments in the respective heads have been done for eliminating figures of Birla Cable Limited which ceased to be a Joint Venture w.e.f 24th August, 2016 [Refer Note No. 1(d)]

* The Balances are not available for use by the Company as they represent unclaimed dividend liabilities.

- Difference of Rs.5363.62 lacs (Rs.4235.23 lacs) compared with Note No. 19 represents Short Term Investments with an original maturity of three months or more.
- The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Accounting Standard (AS-3) on Cash Flow Statements.
- Negative figures have been shown in brackets.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
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Harsh V.Lodha
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New Delhi, May 15, 2017

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Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTES annexed to and forming part of the Consolidated Balance Sheet as at 31ST March, 2017, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended on that date.

1 The Consolidated Financial Statements relate to Vindhya Telelinks Ltd. (Holding Company), it's Subsidiary Companies, a Joint Venture Company and an Associate Company. The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Holding Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions.
- The financial statements of the Subsidiary Companies, Joint Venture and Associate used in the consolidation are drawn for the same reporting period as that of the Holding Company i.e. year ended 31st March, 2017.
- The list of Subsidiary Companies which are included in the consolidation and the Holding Company's holding therein are as under:

Name of Subsidiaries	Country of Incorporation	Percentage of Ownership
August Agents Limited (AAL)	India	100 %
Insilco Agents Limited (IAL)	India	100 %
Laneseda Agents Limited (LAL)	India	100 %

- Joint Venture Company – In accordance with Accounting Standard (AS-27) notified under Companies (Accounts) Rules, 2014, the Holding Company has prepared the accompanying Consolidated Financial Statements by including the Holding Company's proportionate interest in the Joint Venture's assets, liabilities, income, expenses and other relevant information after eliminating Holding Company's share in intra group balances Rs.Nil (Rs.Nil) and intra group transactions Rs.Nil (Rs.119.24 lacs). Detail of Joint Venture is as follows:

Name of Joint Venture	Country of Incorporation	Percentage of Ownership
Birla Visabeira Private Limited (BVPL)	India	40%

With effect from 24th August 2016, Birla Cable Limited (Formerly Birla Ericsson Optical Limited) "BCL" has ceased to be a joint venture of the holding company. Accordingly holding company's proportionate interest in BCL's assets and liabilities, reserves & surplus have been eliminated in the Consolidated Financial Statement.

- In case of Associate, where Company holds directly or indirectly through subsidiary 20% or more equity or/and exercise significant influence, Investments are accounted for by using equity method in accordance with Accounting Standard (AS) 23 – "Accounting for Investments in Associates in Consolidated Financial Statements". Details of Associate Company is as follows:

Name of Associate Company	Country of Incorporation	Percentage of Ownership
Universal Cables Limited	India	27.15%

Post becoming Associate, the Company accounts for its share in the change in Net Assets of Associate through its Statement of Profit and Loss.

The Holding Company by itself or along with its subsidiaries holds more than 20% of the voting power of certain bodies corporate. The Holding Company has been legally advised that it does not have any "Significant Influence" in the said bodies corporate as defined in Accounting Standard (AS-18) "Related Party Disclosures" and accordingly, has not considered the above investees as related parties under (AS-18) and has not consolidated the financial statements of the above as "Associate" under Accounting Standard (AS-23).

- The difference between the Cost of Investments and the Share of Net Assets at the time of acquisition of shares in the Subsidiaries and Associate Company is identified in the Financial Statements as Goodwill or Capital Reserve as the case may be.

- Information pursuant to schedule III of Companies Act, 2013

Sl. No.	Name of the Entity	Net Assets		Share in Profit	
		As % of Consolidated Net Assets	Amount Rs.In lacs	As % of Consolidated Profit or Loss	Amount Rs.In lacs
	1	2	3	4	5
Holding					
1	Vindhya Telelinks Ltd.	58.82	33796.26	71.22	6181.19
Subsidiaries (Indian)					
1	August Agents Ltd.	9.34	5368.86	6.11	530.37
2	Insilco Agents Ltd.	9.24	5310.92	5.91	513.36
3	Laneseda Agents Ltd.	9.48	5448.30	6.10	529.05
Associate Company (as per equity method)					
1	Universal Cables Ltd.	12.47	7163.42	10.54	914.95

Sl. No.	Name of the Entity	Net Assets		Share in Profit	
		As % of Consolidated Net Assets	Amount Rs.In lacs	As % of Consolidated Profit or Loss	Amount Rs.In lacs
	1	2	3	4	5
Joint Ventures (as per Proportionate Consolidation/Investment)					
1	Birla Visabeira Private Ltd.	0.65	370.74	0.12	10.71
	Total	100.00	57458.50	100.00	8679.63

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements of the Group have been prepared and presented as a going concern basis under the historical cost convention and comply in all material respects with generally accepted accounting principles (GAAP) in India, the applicable Accounting Standards as notified under the relevant provisions of the Companies Act, 2013, as amended/changed from time to time. All revenue and expenses are accounted for on accrual basis except certain insurance claims and government subsidy/incentives, which are recognised on acceptance basis, as and when the amount whereof can be ascertained with reasonable certainty. The accounting policies adopted in the preparation of financial statements have been consistently applied by the Company, unless otherwise stated.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgment, estimates and assumptions that affect the reported amounts of revenue, expenses assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, uncertainty about these assumptions could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/materialise.

(c) Fixed Assets including Intangible Assets

Property, Plant & Equipments are stated at cost (net of recoverable taxes (cenvat), trade discounts and rebates, claims, etc.) less accumulated depreciation and accumulated impairment losses, if any. The cost of fixed assets comprises its purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. In case of a Associate, the cost also comprise of adjustments arising from foreign exchange currency variation on monetary items attributable to depreciable fixed assets. Subsequent cost are included in the fixed asset's carrying amount are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred. Fixed assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately. When assets are sold, disposed or discarded, their cost and accumulated depreciation are removed from the accounts. Losses arising from the retirement of, and gains or losses arising from sale, disposal and discard of tangible assets are included in the Statement of Profit and Loss. Fixed assets which are not ready for their intended use on the date of Balance Sheet are shown as Capital Work-in-Progress.

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any.

(d) Depreciation and amortisation

Depreciation on fixed assets is provided on Straight Line Method based on the life of the asset specified in Schedule II of the Companies Act, 2013, and/or useful life reviewed and assessed by the Company based on technical evaluation of relevant class of assets, on pro-rata basis from the month the assets are ready to use, as detailed below:

Sl. No.	Nature of Fixed Assets	Useful life Considered
(i)	Lease hold Land(Over the Period of Lease)	30 to 99 Years
(ii)	Buildings(as per Schedule II)	30/60 Years
(iii)	Plant & Equipments (as per Technical Evaluation & Schedule II)	3 to 15 Years
(iv)	Office Equipments (as per Technical Evaluation & Schedule II)	3 Years
(v)	Furniture & Fixtures(as per Schedule II)	10 Years
(vi)	Vehicles (as per Schedule II)	8 to 10 Years

Depreciation on sale/disposal/discard of assets is provided pro-rata up to the month of sale/disposal/discard.

An intangible asset is measured at cost and amortised so as to reflect the pattern in which the assets economic benefits are consumed. The useful life has been estimated as five years.

(e) Impairment

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

(f) Government Grants and Subsidies

Grants and subsidies (including industrial investment promotion incentives linked to fixed capital investment in Plant & Equipments) from the Government are recognised when there is reasonable assurance that the conditions attached to them will be complied and grants/subsidy will be received. Government subsidy/incentives inextricably based upon and linked to fixed capital investments in Plant & Equipments for setting up a new industrial undertaking or for substantial expansion/technological upgradation/ diversification of an existing industrial undertaking where no repayment is stipulated, are credited to Capital Reserve.

(g) Leases
Where the Group is the Lessor
(i) Operating Lease

Lease under which the Group does not transfer substantially all the risks and benefits of ownership of the asset is classified as operating lease. Assets subject to operating lease/sub-lease are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease/sub-lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

(ii) Finance Lease

Finance lease transactions where significant risks and rewards of ownership are effectively transferred, are recognised as outright sales. Profit or Loss resulting from outright sale of the asset being leased, is recognised in the Statement of Profit and Loss immediately. Finance income, if any, is recognised over the lease term. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

Where the Group is the Lessee
Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the asset during the lease/sub-lease term are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease/sub-lease term.

(h) Investments

Investments which are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Non-Current investments. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current Investments are carried in the financial statements at lower of cost and quoted/fair value determined on an individual investment basis. Non-Current Investments are stated/carried at cost. However, provision for diminution in the value of Non-Current Investments is made only if such decline is other than temporary. On sale of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Investment property is stated at cost less accumulated depreciation.

(i) Inventories

Inventories are valued as follows:

Raw materials and Stores & spares	:	Lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a transaction moving weighted average basis.
Stock-in-trade (Traded goods)	:	Lower of cost and net realisable value. Cost is determined on a transaction moving weighted average basis.
Work-in-Progress and Finished goods (Own manufactured)	:	Lower of cost and net realisable value. Cost includes direct materials (determined on a transaction moving weighted average cost basis), labour and proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
Scrap material	:	Estimated net realisable value

Note: Estimated net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised

(i) Sale of Goods

Revenue from the sale of Goods is recognised on transfer of significant risks and rewards incidental to ownership in the Goods to the customer which generally coincides with despatch of Goods to customers. Sales are recorded inclusive of excise duty but net of return, if any, trade discounts, rebate, other pricing discounts, sales tax/VAT, freight and insurance. Revenue to the extent of price variation disputes, if any, which are subjected to resolution through arbitration is recognised based on interim relief granted by a court and/or after its receipt upon execution of the final award in favour of the Company, as the case may be.

(ii) Contract Revenue

Revenue from Engineering, Procurement and Construction (EPC) contracts is recognised (net of service tax and sales tax/VAT) based on the stage of completion of the individual contract using the percentage completion method, provided the order outcome as well as expected total costs can be reliably estimated. The stage of completion of the EPC contracts is determined by the proportion of the contract cost incurred for work performed upto the Balance Sheet date bear to the estimated total construction contract cost.

Contracts Revenue is accounted for on the basis of bills submitted to customers/bills certified by the customers or on technical evaluation of work executed based on joint inspection with customers and does not include material supplied by customers/clients free of cost. The income on account of claims/rewards or extra item works are recognised to the extent Company expects reasonable certainty about receipt or acceptance from the clients/customers. The estimates of contract costs and the revenue thereon are reviewed periodically by the management and the cumulative effect of any changes in the estimates is recognised in the period in which such changes are determined. Where it is probable that contract expenses will exceed total revenue from a contract, the expected loss is recognised immediately as an expense in the Statement of Profit and Loss

Prepayments from customers are recognised as liabilities. A contract in progress for which the selling price of the work performed exceeds interim billings and expected losses is recognised as an asset. Contracts in progress for which interim billings and expected losses exceed the selling price are recognised as a liability.

(iii) Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

(iv) Dividends

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.

(v) Export incentives

Export incentives are recognised in the year of export on the basis of receipt of proof of export.

(k) Foreign Currency Transactions
(i) Initial Recognition

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and foreign currency at the date of the transaction or that approximates the actual rate at the date of transaction.

(ii) Conversion

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss, except in case of a associate, exchange differences arising on the settlement of long-term monetary items or on reporting company's long-term monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are capitalised as part of the depreciable fixed assets to which the long-term monetary items relate and depreciated over the remaining balance life of such assets and in other cases amortised over the balance period of such long-term foreign currency monetary items.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rate(s) change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for that year.

(v) Translation of Integral foreign operations

In respect of a Branch, which is having integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end rate(s).

(vi) Derivative Instruments

In accordance with the guidance note on Accounting of Derivative contracts issued by ICAI, derivative contracts, other than foreign currency forward contracts covered under Accounting Standard (AS) - 11 "The effect of changes in foreign exchange rates", are marked to market (MTM) on a portfolio basis, and the net gain/loss, if any, after considering the offsetting effect of gain/loss on the underlying hedged item, is charged to Statement of Profit and Loss.

(l) Employee Benefits

The Group makes regular contributions to recognised Provident Fund (managed by an approved trust)/Family Pension Fund and approved Superannuation Fund as per Company's schemes, which are recognised as an expense in the Statement of Profit and Loss for the year when the employee renders the related service. Gratuity, Pension and Compensated Absences benefits payable as per Company's schemes are considered defined benefit schemes and are charged to the Statement of Profit and Loss on the basis of actuarial valuation carried out at the end of each financial year by independent actuaries using Projected Unit Credit Method. For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions is made as determined by the independent actuaries. Actuarial gains and losses comprise experience adjustments and effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the year in which they arise.

Ex-gratia or other amount disbursed on account of selective employees separation scheme or otherwise are charged to the Statement of Profit and Loss as and when incurred/determined.

(m) Income Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss. Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of MAT under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement". The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(n) Segment Reporting Policies
(i) Identification of segments

The Group's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

(ii) Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(iii) Unallocated items

Include general corporate income and expense items which are not allocated to any business segment.

(iv) Segment Policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

(o) Borrowing Cost

Borrowing costs include interest and ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, attributable to the acquisition, construction or production of qualifying assets that necessarily take a substantial period of time to get ready for its intended use or sale are added to the cost upto the date when such assets are ready for their intended use. All other borrowing costs are recognised as an expense in the period in which these are incurred, in accordance with the governing terms and conditions of the underlying borrowing.

(p) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. The expense relating to any provision is presented in the Statement of Profit and Loss, net of any reimbursement.

Provision for warranty related costs are recognised when the terms and conditions attached to and forming part of the executed portion of the contract of sale of products and/or providing of services or both are assessed to have underlying obligations to be met during the warranty period. The estimate of such warranty costs is revised annually.

(q) Cash and Cash equivalents

Cash and Cash equivalent in the cash flow statement comprises cash at bank and on hand and short-term investments with an original maturity of three months or less.

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
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3. SHARE CAPITAL
Authorised

1,50,00,000	(1,50,00,000) Equity shares of Rs.10/- each	1500.00	1500.00
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Issued

1,18,52,014	(1,18,52,014) Equity shares of Rs.10/- each	1185.20	1185.20
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Subscribed and Fully Paid-Up

1,18,50,863	(1,18,50,863) Equity shares of Rs.10/- each fully paid-up	1185.09	1185.09
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	Less : Calls unpaid	0.91	0.94
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		1184.18	1184.15
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(a) Reconciliation of the number of equity shares and amount outstanding at the beginning of the year and at the end of the year:

Description	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	Rs.in lacs	No. of Shares	Rs.in lacs
Outstanding at the beginning of the year	1,18,50,863	1185.09	1,18,50,863	1185.09
Outstanding at the end of the year	1,18,50,863	1185.09	1,18,50,863	1185.09

(b) Term/Right attached to Equity Shares:

The Holding Company has issued only one class of shares referred to as equity share having a par value of Rs.10/- per share ranking pari-passu. The holders of equity shares are entitled to one vote per share.

(c) Details of Shareholders holding more than 5% shares based on legal ownership in the subscribed share capital of the Holding Company:

Sl. No.	Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
		No. of Shares	% of holding	No. of Shares	% of holding
(i)	Universal Cables Limited	34,54,530	29.15	34,54,530	29.15
(ii)	The Punjab Produce and Trading Co. Pvt. Ltd.	12,91,374	10.90	12,91,374	10.90
(iii)	Belle Vue Clinic	11,64,286	9.82	11,64,286	9.82
(iv)	Reliance Capital Trustee Co. Ltd. A/c Reliancesmall Cap Fund	8,51,516	7.19	8,43,216	7.12

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
4. RESERVES AND SURPLUS		
Capital Reserves		
Capital Subsidy		
Opening Balance	357.19	-
Add: Received during the year (Capital Subsidy being Industrial Investment Promotion Assistance, Net of Deferred Tax of Rs 270.65 lacs)	154.21	357.19
	<u>511.40</u>	<u>357.19</u>
Other Subsidy		
Difference between the cost of the investment in the Subsidiaries and Company's portion in Equity of the Subsidiaries at the time of acquisition	0.03	0.03
Closing Balance	<u>511.43</u>	<u>357.22</u>
Securities Premium Account		
Opening Balance	4069.77	4069.57
Add : Received during the year	0.24	0.20
Less : Adjustment on account of exclusion of BCL [Refer Note No. 1(d)]	184.34	-
Closing Balance	<u>3885.67</u>	<u>4069.77</u>
Revaluation Reserve (On Revaluation of Plant and Equipments)		
Opening Balance	1.85	1.86
Less : Adjustment in respect of Sale/Disposal of underlying Fixed Assets	-	0.01
Less : Transfer to Fixed Assets (Refer Note No. 13)	1.85	-
Closing Balance	<u>-</u>	<u>1.85</u>
Debenture Redemption Reserve		
Opening Balance	-	-
Adds : Amount Transferred from surplus in the Statement of Profit and Loss	418.00	-
	<u>418.00</u>	<u>-</u>
General Reserve		
Opening Balance	33066.93	25341.93
Add : Transferred from Surplus in Statement of Profit and Loss	5600.00	7725.00
Add : Adjustment on account of exclusion of BCL [Refer Note No. 1(d)]	433.07	-
Closing Balance	<u>39100.00</u>	<u>33066.93</u>
Reserve Fund (Under the Reserve Bank of India Act, 1934)		
Opening Balance	2451.74	2136.20
Add : Created during the year	314.55	315.54
Closing Balance	<u>2766.29</u>	<u>2451.74</u>
Surplus in Statement of Profit and Loss		
Opening Balance	7927.85	7341.93
Less : Adjustment on account of exclusion of BCL [Refer Note No. 1(d)]	571.47	-
Add : Profit for the year	8679.63	9490.41
	<u>16036.01</u>	<u>16832.34</u>
Less : Appropriations		
Transferred to General Reserve	5600.00	7725.00
Transferred to Reserve Fund (Under the RBI Act, 1934)	314.55	315.54
Transferred to Debenture Redemption Reserve	418.00	-
Proposed Dividend on Equity Shares	-	711.05
Tax on Dividend on Equity Shares	110.53	152.90
	<u>6443.08</u>	<u>8904.49</u>
Closing Balance	<u>9592.93</u>	<u>7927.85</u>
	<u>56274.32</u>	<u>47875.36</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
5. LONG-TERM BORROWINGS		
Secured		
Loans from Banks		
Rupree Term Loan	750.00	1039.94
Foreign Currency Term Loans	2173.45	2981.58
Buyer's Credit in Foreign Currency	-	85.31
Supplier's Credit(s) in Foreign Currency	-	718.08
Unsecured		
Debenture	5000.00	-
8.5% Non Convertible Debentures (500 Nos. Face value of Rs 10,00,000 each)		
Supplier's Credit(s) in Foreign Currency	-	123.64
Other Loans		
From Bodies Corporate	3000.00	6500.00
	10923.45	11448.55
Less: Current Maturities of Long-term Borrowings at the year end (Disclosed Under Note No. 11)		
Rupree Term Loan/ Foreign Currency Term Loan from a bank	974.48	1013.58
Supplier's Credit(s) in Foreign Currency	-	729.96
From Bodies Corporate	-	700.00
	974.48	2443.54
	9948.97	9005.01
(a) Rupree Term Loan and Foreign Currency Term Loans from a bank are secured by way of hypothecation of movable fixed assets, both present and future, and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking pari-passu inter se amongst consortium lenders. The said Term Loans are further secured by second charge by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts, claims, etc. Rupree Term Loan and Foreign Currency Term loans are repayable in 16 quarterly instalments commencing from April, 2016 and ending on January, 2020. Rupree Term Loan carries interest rate of 10.00% p.a. and Foreign Currency Term Loans carry interest rate of 4.65% p.a. and 10.25% p.a. (fully hedged) on the reporting date.		
(b) Unsecured Non-Convertible Debentures carries a coupon rate of 8.50% p.a. are redeemable fully "at par" as per details below:		
(i) Rs.1700.00 lacs on 15.02.2022		
(ii) Rs.1650.00 lacs on 13.02.2021		
(iii) Rs.1650.00 lacs on 14.02.2020		
(c) Loan from a Body Corporate is repayable in March, 2020 and carries rate of interest of 9.00% per annum on the reporting date.		
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Liability		
Depreciation and Amortisation on Fixed Assets	756.02	796.89
	Total	756.02
(b) Deferred Tax Assets		
Provision for Doubtful Trade Receivables	6.43	6.60
Taxes/Expenses Allowable for Tax purpose when paid	263.59	233.90
Preliminary Expenses	0.71	0.99
	Total	270.73
Net Deferred Tax Liability	485.29	555.40

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
7. OTHER LONG-TERM LIABILITIES		
Security Deposits	9.60	9.60
Swap Payable	85.90	101.05
	<u>95.50</u>	<u>110.65</u>

8. LONG-TERM PROVISIONS

Provision for Warranty*	2235.08	1513.07
Provision for Employee Benefits		
Compensated Absences	-	85.18
Pension	29.66	32.66
	<u>2264.74</u>	<u>1630.91</u>

*Warranty provision represents the expected cost of meeting obligations of rectification/ replacement of certain products manufactured / outsourced and supplied by the Company and forming a part of the composite turnkey contract being executed by the Company having stipulation of warranty and also in respect of a contract for supply of manufactured and outsourced products executed by the Company during the year.

9. SHORT-TERM BORROWINGS
Working Capital Loans/borrowings from Banks (Secured)

Cash Credit Facilities	14396.65	4622.95
Buyer's Credit	1917.96	3954.15
Export Packing Credit	276.96	716.72
Invoice Financing	-	103.31
	<u>16591.57</u>	<u>9397.13</u>

Other Loans (Unsecured)

Commercial Paper (At a face value of Rs.5 lacs each)	-	10000.00
From Bodies Corporate (Repayable on demand)	-	1750.00
	-	11750.00
	<u>16591.57</u>	<u>21147.13</u>

- (a) Working Capital Loans/ borrowings from Banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel the credit limits (either fully or partially) and, inter-alia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the sanctioned loan accounts in any manner.
- (b) Working Capital Loans/ borrowings (both fund and non-fund based) from Banks are secured by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc., and are further secured by way of hypothecation of movable fixed assets, both present and future, and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking pari-passu interse amongst consortium lenders. As a collateral security, the Working Capital Loans/borrowings from Banks are additionally secured by way of pledge of 12,50,000 equity shares held by the Company in Birla Cable Limited (Formerly Birla Ericsson Optical Limited) and cross Corporate Guarantee of Birla Cable Limited.

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
10. TRADE PAYABLES		
(A) Payable to Micro Enterprises and Small Enterprises		
(i) the principal amount and interest due thereon remaining unpaid to any supplier		
Principal amount	1258.13	1889.34
Interest thereon	-	-
(ii) the amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006., along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.	-	-
(iv) the amount of interest accrued and remaining unpaid.	-	-
(v) the amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-
(B) Other Payables	29205.22	16775.90
	30463.35	18665.24
11. OTHER CURRENT LIABILITIES		
Current Maturities of Long-Term Borrowings	974.48	2443.54
Interest Accrued but not due on Borrowings	74.64	43.99
Sundry Deposits	0.35	0.52
Excess of Billing Over Revenue	1634.55	464.98
Other Payables		
Mobilisation and Other Advances from Customers	7367.72	2802.15
Statutory Dues	1061.84	726.78
Accrued Employee Benefits Expense	267.44	202.55
Creditors/Liability pertaining to Capital Expenditure	1146.17	233.68
Unclaimed Dividend*	22.01	14.84
	12549.20	6933.03
* This dose not include any amount due and outstanding to be credited to Investors Education and Protection Fund.		
12. SHORT TERM PROVISIONS		
Provision for Employee Benefits.		
Compensated Absences	20.51	42.37
Gratuity	83.87	48.32
Pension	4.44	4.81
Others	205.46	182.33
Provision for Income Tax (Net of Advance Tax)	235.71	280.40
Proposed Dividend on Equity Shares	-	751.04
Tax on Dividend on Equity Shares	-	60.77
Contingent Provision against Standard Assets	16.80	12.50
	566.79	1382.54

13. FIXED ASSETS

Rs.in lacs

Nature of Fixed Assets	Gross Block				Depreciation /Amortisation					Net Block		
	As at 1st April, 2016	Addition during the year	Deductions/ Adjustment during the year	Adjustment on Account of exclusion of BCL#	As at 31st March, 2017	As at 1st April, 2016	For the year	Deductions during the year	Adjustment on Account of exclusion of BCL#	As at 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016
(A) PROPERTY, PLANT & EQUIPMENT :												
Free Hold Land	113.18	-	-	-	113.18	-	-	-	-	-	113.18	113.18
Lease Hold Land	47.93	-	-	3.25	44.68	12.51	0.68	-	1.21	11.98	32.70	35.42
Building*	2316.97	-	-	144.08	2172.89	1297.19	35.57	-	80.78	1251.98	920.91	1019.78
Plant & Equipments**	18917.78	369.19	882.91	1698.86	16705.20	11945.22	1115.36	876.47	964.74	11219.37	5485.83	6972.56
Office Equipments	236.03	121.55	27.35	8.09	322.14	128.14	59.68	26.02	5.42	156.38	165.76	107.89
Furniture & Fixtures	331.96	37.58	104.61	11.99	252.94	205.67	19.07	101.30	7.97	115.47	137.47	126.29
Vehicles	321.48	30.02	9.61	12.92	328.97	101.29	33.81	9.12	5.11	120.87	208.10	220.19
Leasehold Improvements	39.55	-	-	-	39.55	37.57	-	-	-	37.57	1.98	1.98
TOTAL (A)	22324.88	558.34	1024.48	1879.19	19979.55	13727.59	1264.17	1012.91	1065.23	12913.62	7065.93	8597.29
(B) INTANGIBLE ASSETS:												
Computer Software	73.88	-	39.57	3.08	31.23	73.88	-	39.57	3.08	31.23	-	-
TOTAL (B)	73.88	-	39.57	3.08	31.23	73.88	-	39.57	3.08	31.23	-	-
(C) CAPITAL WORK IN PROGRESS:												
Under installation/ commissioning	-	-	-	-	-	-	-	-	-	-	133.69	12.91
In transit	-	-	-	-	-	-	-	-	-	-	1382.16	-
TOTAL (C)	-	-	-	-	-	-	-	-	-	-	1515.85	12.91
(D) INTANGILABLE ASSETS UNDER DEVELOPMENT:												
TOTAL (A+B+C+D)	22398.76	558.34	1064.05	1882.27	20010.78	13801.47	1264.17	1052.48	1068.31	12944.85	8625.30	8610.20
Previous Year	19908.99	2784.96	295.19	813.96	22398.76	12620.21	1412.92	231.66	-	13801.47	8597.29	

* Deductions/Adjustments during the year includes Rs.750.46 lacs and Rs.748.61 lacs in the carrying amount of Gross Block and Depreciation/Amortisation, respectively as at 1st April, 2016 being reversal on account of Revaluation Reserve consequent to adoption of cost model under revised/ amended Accounting Standard (AS)-10.

Refer Note No. 1(d)

	As at 31st March, 2017	As at 31st March, 2016
	Rs.in lacs	Rs.in lacs

14. NON-CURRENT INVESTMENT

Investment Property (At Cost less Accumulated Depreciation)		
Cost of Building (Includes 6900 shares of Rs 0.02 lac of a body corporate)	213.56	213.56
Less : Accumulated Depreciation	112.42	110.10
	101.14	103.46
(A) Investment in Equity Instruments		
(Fully paid up Equity Shares of Rs.10/- each)		
Trade Investments (Valued at Cost)		
Quoted		
Investment in an Associate		
94,21,581 (96,73,968) Universal Cables Ltd.*	7163.42	6489.06
[Note: Inclusive of goodwill of Rs.210.41 lacs & Share in Profit of Associate of Rs.914.95 lacs (Rs.557.55 lacs)]		
Investment in Others		
2,43,94,915 (2,43,94,948) Birla Corporation Ltd.	6424.49	6424.50
58,00,100 - Birla Cable Limited (Formerly Birla Ericsson Optical Ltd.)**	1405.86	-
[Refer Note. No. 1 (d)]		
Aggregate Amount of Quoted Investments	14993.77	12913.56

		As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs	
14. NON-CURRENT INVESTMENT (Contd.)				
Unquoted				
Investment in Joint Venture				
-	(1,31,967)	Birla Visabeira Private Limited	-	13.20
			<u>-</u>	<u>13.20</u>
Other Investments				
1,20,00,000	(1,20,00,000)	Punjab Produce Holdings Ltd.	1200.00	1200.00
11,15,402	(11,15,402)	Birla Furukawa Fibre Optics Ltd.	733.28	733.28
2,99,940	(2,99,940)	Birla Financial Corporation Ltd.	29.99	29.99
9,800	(11,106)	Universal Telelinks Private Ltd.	0.98	1.11
9,800	(11,106)	Universal Electricals Private Ltd.	0.98	1.11
			<u>1965.23</u>	<u>1965.49</u>
Total (A)			<u>16959.00</u>	<u>14892.25</u>
(B) Investment in Debentures or Bonds				
Redeemable Non Convertible Secured Debenture (Unquoted)				
3,585	(3,585)	Power Finance Corporation Ltd.	60.60	60.60
			<u>60.60</u>	<u>60.60</u>
Total (B)			<u>60.60</u>	<u>60.60</u>
(C) Investment in Mutual Funds				
Unquoted-Fully paid up Units of Rs.10/- each unless otherwise stated)				
-	(4,54,417)	Canara Robeco Indigo fund - Growth	-	50.00
1,75,424	(1,75,424)	FT India Monthly Income Plan - Growth	50.00	50.00
2,08,356	(2,08,356)	HSBC Monthly Income Plan - Growth	40.00	40.00
3,48,550	(5,66,450)	JM Short Term Fund Institutional - Growth	52.56	85.42
10,79,072	(10,79,072)	Kotak Bond(Short Term) - Growth	222.86	222.86
12,18,597	(7,32,314)	IDFC Dynamic Bond Fund Plan A - Growth	159.50	159.50
4,50,000	(4,50,000)	IDFC Corporate Bond Fund Direct Plan - Growth	45.00	45.00
10,25,610	(10,25,610)	IDFC Dynamic Bond Fund - Growth	137.57	137.57
2,66,523	(2,66,523)	IDFC Super Saver Income Fund- Medium Term Growth	50.00	50.00
9,65,548	(9,65,548)	IDFC Super Saver Income Fund - Short Term Plan A Growth	225.56	225.56
-	(1,92,386)	JM G-SEC Fund - Growth	-	70.00
12,11,358	(12,11,358)	UTI Dynamic Bond Fund - Growth	150.00	150.00
-	(8,21,714)	DHFL Premium Bond Fund- Growth	-	154.00
8,76,440	(8,76,440)	DHFL Short Maturity Fund - Premium Plus - Growth	100.00	100.00
-	(3,22,503)	HDFC Gilt Fund Long Term - Growth	-	75.00
4,64,058	(4,64,058)	HDFC High Interest Fund-STP-Growth	100.38	100.38
5,97,170	(5,97,170)	HSBC Income Fund Short Term Plan - Growth	110.00	110.00
12,31,879	(12,31,879)	HDFC Medium Term Opportunities Fund - Growth	160.00	160.00
53,04,725	(39,85,200)	HDFC Short Term Opportunities Fund - Growth	798.95	568.95
27,37,182	(27,37,182)	IDFC Banking Debt Fund - Growth	299.00	299.00
53,783	(53,783)	DSP Black Rock Banking and PSU Debt Fund- Growth	5.70	5.70
2,00,000	(2,00,000)	DHFL Fixed Maturity Plan Series 56 Direct - Growth	20.00	20.00
7,85,745	(7,85,745)	IDFC Dynamic Bond Fund Direct Plan - Growth	115.00	115.00
57,762	(57,762)	IDFC Dynamic Bond Fund Direct Plan Growth of IDFC Mutual Fund	10.00	10.00
13,07,882	(13,07,882)	Edelwiss Arbitrage Fund Direct Plan - Growth	148.00	148.00
3,36,090	-	Canara Robeco Saving Mutual Fund - Direct Growth Plan	80.00	-
1,59,642	-	Canara Robeco Saving Plus Fund Regular - Growth	38.00	-
6,06,638	-	DHFL Pramerica Low Duration Fund - Direct Growth	130.00	-
3,67,384	(3,67,384)	Reliance Short Term Fund Direct Plan Growth of Reliance Mutual Fund	96.00	96.00

		As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs	
14. NON-CURRENT INVESTMENT (Contd.)				
15,55,537	(15,55,537)	ICICI Prudential FMP Series 74-370D Plan A Direct Plan Growth of ICICI Prudential Mutual Fund	155.55	155.55
8,541	(2,646)	UTI Treasury Advantage Fund Direct Plan Growth of UTI Mutual Fund	180.01	54.01
19,23,588	(15,31,898)	L & T Ultra Short Term Fund Direct Plan - Growth	458.00	358.00
44,070	(44,070)	ICICI Prudential Flexible Income Plan Direct Plan Growth of ICICI Prudential Mutual Fund	145.33	145.33
-	(3,38,221)	DHFL Treasury Fund - Investment - Regular Plan Growth	-	47.00
4,82,987	(4,82,987)	Franklin India Low Duration Fund - Direct Plan Growth	80.00	80.00
4,67,997	(1,63,61,366)	HDFC Floating Rate Income Fund Direct Plan Growth	115.16	154.25
9,67,362	-	HDFC Floating Rate Income Fund - STP Growth Direct Plan Growth	260.00	-
1,66,595	(1,66,595)	DHFL Pramerica Short Term Floating Rate Fund - Direct Plan	27.00	27.00
14,64,540	(9,41,522)	DSP Black Rock Ultra Short Term Fund- Direct Growth	161.63	100.00
6,33,165	(2,24,190)	Reliance Medium Term Fund - Growth	202.87	68.87
5,58,887	(5,58,887)	UTI Short Term Income Fund - Direct Plan	100.00	100.00
8,999	(33,515)	ICICI Prudential Saving Fund - Direct Plan Growth	20.14	75.00
4,69,767	(7,40,421)	DHFL Treasury Fund Investment Plan - direct Growth	76.13	120.00
4,50,000	(4,50,000)	IDFC Dynamic Corporate Bond Fund Direct Plan Growth	45.00	45.00
Unquoted-Fully paid up Units of Rs.1000/- each unless otherwise stated)				
3,342	(3,819)	Reliance Money Manager Fund Direct Plan - Growth	70.00	80.00
5,788	-	Kotak Low Duration Fund - Direct Growth	113.00	-
4,607	-	Invesco India Ultra Short Term Fund - Direct Growth	100.00	-
5,703	-	Axis Treasury Advantage Fund - Direct Plan Growth	100.00	-
7,194	(7,194)	Templeton India Short Term Income retail Plan - Growth	186.00	186.00
		Total (C)	5939.90	5043.95
		Total (A+B+C)	23060.64	20100.26
Aggregate Book Value of Quoted Investments			14993.77	12913.56
Aggregate Market Value of Quoted Investments			192006.75	95505.04
Aggregate Book Value of Unquoted Investments			1965.23	1978.69
Aggregate Book Value of Bonds			60.60	60.60
Aggregate Book Value of Mutual Funds			5939.90	5043.95
Repurchase Price of Mutual Funds, represented by Net Asset Value			7373.73	6044.89
* The Group received a Letter of Allotment confirming allotment of 43,65,048 equity shares on 20th October, 2015, subscribed in the Rights Issue of Universal Cables Ltd. (UCL) out of which 10,60,535 equity shares are pending to be credited to Company's designated demat account, in view of the status-quo Order passed by the Hon'ble High Court of Delhi on 18th November, 2015, as intimated by UCL.				
** 12,50,000 (12,50,000) Equity Shares Pledged with Banks.				
15. LONG-TERM LOANS AND ADVANCES				
(Unsecured and Considered Good)				
Capital Advances			119.36	32.71
Loans and Advance to Employees			6.44	7.22
Security Deposits			159.76	183.20
Inter-corporate Loan			4800.00	4800.00
Loan to Related Party (Due from Manager and Chief Executive Officer)			-	0.69
Advance Income Tax/Tax Deducted at Source (Net)			394.57	245.89
MAT Credit Entitlement			-	46.86
Pre-paid Expenses			51.87	13.96
			5532.00	5330.53

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
16. OTHER NON-CURRENT ASSETS		
(Unsecured and Considered Good)		
Long-term Trade Receivable	460.34	1561.26
Non-current Bank Balances		
- In term Deposit Accounts (Under lien with Banks towards margin money)	1463.31	1663.05
	<u>1923.65</u>	<u>3224.31</u>
17. INVENTORIES (Refer Note No. 2 (i) for Mode of Valuation)		
Raw Materials [Including Material in Transit Rs.499.63 lacs (Rs.666.66 lacs)]	4466.84	2177.43
Packing Material	95.02	118.31
Stores and Spares	156.62	193.14
Traded Goods	6.76	11.43
Work-in-Progress (Refer Note No. 25)	14245.21	5779.44
Finished Goods	-	9.60
Scrap Materials	81.00	31.20
	<u>19051.45</u>	<u>8320.55</u>
18. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	4279.42	3501.33
Considered Doubtful	18.59	19.16
	<u>4298.01</u>	<u>3520.49</u>
Others		
Considered Good	42231.75	35955.80
	<u>46529.76</u>	<u>39476.29</u>
Less: Provision for Doubtful Trade Receivables	18.59	19.16
	<u>46511.17</u>	<u>39457.13</u>
19. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash on Hand	4.64	2.52
Cheques, Drafts on Hand	29.84	155.80
Balance with Banks		
-In Current Accounts	325.04	376.78
-In Unpaid Dividend Account	22.01	14.84
	<u>381.53</u>	<u>549.94</u>
Other Bank Balances		
-In Term Deposit Accounts (Under lien with Banks towards Margin against Letter(s) of Credit, Bank Guarantees and other Commitments)	5363.62	4235.23
	<u>5745.15</u>	<u>4785.17</u>
Less : Term Deposit Account having more than 12 months maturity at the year end (Disclosed Under Note No. 16)	1463.31	1663.05
	<u>4281.84</u>	<u>3122.12</u>

	As at 31st March, 2017 Rs.in lacs	As at 31st March, 2016 Rs.in lacs
20. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Loans and Advances to Employees	11.80	9.54
Loan to Related Party (Due from the Manager and Chief Executive Officer)	-	0.12
Security Deposits	397.78	397.93
Advance Income Tax/Tax Deducted at Source (Net)	2.43	16.39
Excise Duty Refund Receivable	5.74	30.21
Advance Recoverable in Cash or Kind	12855.23	13066.99
	13272.98	13521.18
21. OTHER CURRENT ASSETS		
(Unsecured and Considered Good)		
Interest Accrued but not due on Term Deposits Accounts	391.82	313.70
Claims, Export Benefits, etc.	77.01	254.92
Unbilled Revenue	7690.42	6225.44
Unamortised Premium on Forward Exchange Contracts	3.56	6.60
Assets Held for Sale/Disposal (At Lower of Net Book Value and Net Realisable Value)	2.07	2.48
	8164.88	6803.14
	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
22. REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods		
Telecommunications Cables	23770.18	46763.73
Other Wires & Cables	2917.69	2969.98
FRP Rods/Glass Rovings	555.82	512.05
Traded Goods*	1086.36	225.74
	28330.05	50471.50
Sale of Services		
Contracts Revenue	75780.41	54139.54
Indefeasible Right of Use [Refer Note No. 38(b)]	1630.99	1036.99
	77411.40	55176.53
Other Operating Revenues		
Scrap Materials	379.82	405.90
Processing & Job Work Income	32.29	66.92
Export Incentives	79.01	212.24
	491.12	685.06
	106232.57	106333.09

* None of these individually accounts for more than 10% of total revenue from Sale of Products.

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
23. OTHER INCOME		
Interest Income	929.28	1273.38
Dividend Income on Non-current Investments	1529.76	1472.94
Gain on Foreign Currency transactions and translations (Net)	270.30	-
Provision for Doubtful Debts Written Back (Net)	-	108.03
Unspent Liabilities/Sundry Balances Written Back (Net)	-	1.17
Rent Received	66.87	57.56
Profit on Sale of Long Term Investments	156.18	5.42
Profit on Sale of Current Investments	22.55	186.48
Other Non Operating Income	4.39	37.00
	2979.33	3141.98
24. COST OF RAW MATERIALS CONSUMED		
Opening stock	2177.43	2925.01
Add: Purchase [Less : Sales and Claim Rs.237.21 lacs (Rs.135.10 lacs)]	18301.44	28745.79
	20478.87	31670.80
Less: Closing stock	4466.84	2177.43
Less: Adjustment on account of exclusion of BCL [Refer Note No. 1(d)]	353.11	-
	15658.92	29493.37
Details of Raw Materials Consumed		
Copper	5221.54	6448.76
Polyethylene	2515.50	5166.30
Single Mode Optical Fibre	2475.83	8416.32
Others*	5446.05	9461.99
	15658.92	29493.37
* None of these individually accounts for more than 10% of total cost of Raw Materials Consumed.		
25. (INCREASE)/DECREASE IN INVENTORIES		
Closing Inventories		
Work-in-Progress*	14245.21	5779.44
Finished Goods	-	9.60
Traded Goods	6.76	11.43
Scrap Materials	81.00	31.20
	14332.97	5831.67
Opening Inventories		
Work-in-Progress*	5779.44	4891.90
Finished Goods	9.60	305.39
Traded Goods	11.43	51.65
Scrap Materials	31.20	76.67
	5831.67	5325.61
Less: Adjustment on account of exclusion of BCL [Refer Note No. 1(d)]	210.72	-
	(8712.02)	(506.06)
*Detail of Work-in-Progress		
Indefeasible Right of Use (IRU)	10438.50	2522.73
Telecommunications Cables	2196.06	1577.50
Contracts Under Execution (EPC)	1344.75	995.25
Other Wires & Cables	131.92	586.49
FRP Rods/Glass Rovings	133.98	97.47
	14245.21	5779.44

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
26. MATERIALS PURCHASED/SUBCONTRACT EXPENSES		
Materials Purchased	31311.34	19177.53
Other Engineering & Construction Expenses	35665.77	22895.75
	<u>66977.11</u>	<u>42073.28</u>
27. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Benefits, etc.	4190.87	3686.26
Contribution to Provident and Other Funds, etc.	283.56	271.68
Employees Welfare Expenses	258.16	230.41
	<u>4732.59</u>	<u>4188.35</u>
28. FINANCE COSTS		
Interest Expense	2355.06	4258.34
Loss on Foreign Currency transactions and translations (Net)*	-	227.81
Other Borrowing Costs	1314.53	865.88
	<u>3669.59</u>	<u>5352.03</u>
*To the extent considered as an adjustment to Borrowing Costs.		
29. DEPRECIATION AND AMORTISATION EXPENSES		
Property Plant & Equipment	1264.17	1407.98
Intangible Assets	-	4.94
Investment Property	2.32	-
	<u>1266.49</u>	<u>1412.92</u>
30. OTHER EXPENSES		
Consumption of Stores and Spares	405.38	455.91
Packing Materials	570.36	1007.00
Processing/Job Work and Testing Charges	132.24	47.40
Power and Fuel	599.80	764.51
Sales Commission (other than sole selling agent)	60.01	55.38
Rent	366.52	333.92
Repair & Maintenance		
- Plant & Equipments	108.89	165.72
- Buildings	187.89	290.80
- Others	35.49	54.45
Insurance	195.96	196.21
Rates & Taxes	1155.67	707.25
Travelling and Conveyance	845.37	713.43
Payment to Auditors		
Statutory Auditors		
-Audit Fees	15.79	13.86
-Tax Audit Fee	1.27	1.13
-Quarterly Reviews	4.50	4.05

	For the year ended 31st March, 2017 Rs.in lacs	For the year ended 31st March, 2016 Rs.in lacs
30. OTHER EXPENSES (Contd.)		
-Taxation Matter	0.25	1.97
-Certification etc.	4.12	4.43
-Reimbursement of Expenses Cost Auditors	0.87	1.17
-Audit Fees	0.55	0.62
-Certification etc.	0.27	-
-Reimbursement of Expenses	0.17	0.22
Legal and Professional	225.85	191.83
Loss on Sale/Discard of Fixed Assets (Net)	2.02	24.26
Bad debts/Sundry Balance Written Off (Net)	442.72	669.03
Provision for Doubtful Debts	1.69	0.54
Foreign Exchange Rate Fluctuation (Net)	-	70.98
Excise duty on Increase/(Decrease) in Stocks	(0.24)	(8.22)
Contingent Provision Against Standard Assets	4.31	-
Warranty Expenses	729.62	1314.48
Claims, Liquidity Damages, etc.	3567.81	965.31
Miscellaneous Expenses	1588.40	987.14
	11253.55	9034.78

31. Earning per share (EPS):

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Basic/weighted average number of equity shares outstanding during the year	11850863	11850863
Profit for the year (Rs.in lacs)	8679.63	9490.40
Nominal value of share (Rs.)	10.00	10.00
Basic and Diluted EPS (Rs.)	73.24	80.08

32. Contingent liabilities and Commitments (to the extent not provided for) –
(a) Contingent liabilities :

- (i) Pending cases with income tax appellate authorities where income tax department has preferred appeals – liability not ascertainable.
- (ii) Sales tax and Service tax matters under litigation Rs.114.61 lacs (Rs.164.01 lacs).
- (iii) Appeals preferred by the Holding Company against the claim/levy of differential sales tax due to timely non-submission of declaration forms for concessional sales tax. The demand/levy on merits of the cases has been stayed and appeals are pending before the appellate authorities for their decision. The Company is contesting the demand/levy on merits, liabilities against which are unascertainable until final outcome in the pending cases.
- (iv) Cross corporate guarantee given by the Holding Company as a collateral security in connection with loan/credit facilities aggregating to Rs.17965.00 lacs (Rs.15990.62 lacs) [(outstanding as on 31st March, 2017, Rs.5059.55 lacs (Rs.7681.85 lacs)] sanctioned by the bank to a body corporate.

The future cash outflow in respect of items (i), (ii) and (iii) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and authorities concerned.

(b) Commitments:

- (i) Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for Rs.462.50 lacs (Rs.209.96 lacs).
- (ii) Commitments relating to Derivatives are disclosed in Note No. 34.

33. Information pursuant to Accounting Standard (AS-7) (Revised) on “Construction Contracts”:

Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(a) Contract Revenue recognised for the year	75447.41	54139.54
(b) The relevant information relating to all Contracts in progress upto the reporting date are given below:		
(i) Aggregate amount of costs incurred	127750.29	63541.79
(ii) Recognised profits (less recognised losses) upto the reporting date	12086.26	5854.68
(iii) Amount of customer advances received and outstanding	2236.92	2740.01
(iv) Amount due from customers (including retentions, if any) as an asset	35166.98	19654.62
(v) Contracts under execution		
- Advance billing to customers	Nil	Nil
- Unbilled Revenue	7645.66	6225.44
- Excess of Billing over revenue	1634.55	464.98

34. Derivative Instruments

The Holding Company is exposed to foreign exchange risk arising from foreign currency transactions of imports, exports and borrowing primarily with respect to USD and Euro. The Company’s exports are denominated generally in USD, providing a natural hedge to some extent against foreign currency payments on account of imports of raw materials and/or the payment of borrowings. The foreign currency transaction risk are managed through selective hedging programmes by way of forward contracts, currency swaps and interest rate swaps including for underlying transactions having firm commitments or highly probable forecast of crystallisation.

The Holding Company has taken certain Swap instruments for hedging the borrowings in foreign currency and has recognized a gain/loss in the Statement of Profit and Loss on measurement of said derivative instruments at fair value. On the reporting date, the fair value of derivative instrument is measured based upon valuation received from the authorised dealer (Bank).

(a) The Holding Company uses forward exchange contracts to hedge its exposure in foreign currency. The details of foreign currency exposures hedged by derivative instruments and those have not been hedged are as follows :

Particulars	As at 31 st March, 2017			As at 31 st March, 2016		
	In Foreign Currency	Rs.in lacs		In Foreign Currency	Rs.in lacs	
Hedged:						
Foreign currency exposures covered by Forward Contracts						
Long-term Borrowings	USD	138683	90.56	USD	147343	98.37
Short-term Borrowings	USD	-	-	USD	652325	435.55
Other Payables	USD	1055135	689.00	USD	1179912	789.35
	EUR	92772	64.97	EUR	-	-
Total	USD	1193818	779.56	USD	1979580	1323.27
	EUR	92772	64.97	EUR	-	-
Unhedged:						
Long-term Borrowings	USD	-	-	USD	2098519	1401.18
	EUR	-	-	EUR	1199599	909.06
Short-term Borrowings	USD	2095935	1368.65	USD	4511264	3012.17
	EUR	784400	549.32	EUR	668281	506.42
Other Payables	USD	384535	251.10	USD	728541	487.32
	NPR	10158908	63.49	NPR	217844	1.36
	EUR	1075801	753.39	EUR	309644	235.09
Receivables	USD	319654	206.02	USD	1868030	1230.48
	NPR	54622165	341.39	NPR	26252893	164.08
	EUR	-	-	EUR	69038	51.23
Bank Balances	USD	1	-	USD	16	0.01
	NPR	161390	1.01	NPR	374500	2.34
Total	USD	2800125	1825.77	USD	9206370	6131.16
	NPR	64942463	405.89	NPR	26845237	167.78
	EUR	1860201	1302.71	EUR	2246562	1701.80

- (b) Foreign currency risk and/or interest rate risk on certain borrowings hedged by derivative instrument and outstanding as at the year end:

Particulars	As at 31 st March, 2017			As at 31 st March, 2016		
	In Foreign Currency	Rs.in lacs		In Foreign Currency	Rs.in lacs	
Long-term Borrowings (Foreign Currency Term-Loan)- Cross Currency Swap	USD	1664201	1086.72	USD	2218934	1500.00
Long-term Borrowings (Foreign Currency Term-Loan)- Interest Rate Swap	USD	1525518	996.16	USD	2071592	1383.20

- (c) A sum of Rs.3.56 lacs (Rs.6.13 lacs) on account of unamortized foreign exchange premium on outstanding Forward Contracts is being carried forward to be charged to Consolidated Statement of Profit and Loss of the subsequent period.

35. Employee Benefits:

(a) Defined Benefit Plan

The Group defined benefit plans include the approved funded Gratuity scheme which is administered through Group Gratuity scheme with Life Insurance Corporation of India and non-funded schemes viz. Pension (applicable only to select category of employees). Such defined benefits are provided for in the Statement of Profit and Loss based on valuations, as at the Balance Sheet date, made by independent actuaries. Disclosures for defined benefit plans based on actuarial reports as on 31st March, 2017 are summarised below:

- (i) Amount of net employee benefits expense recognised in Statement of Profit and Loss:

Particulars	Gratuity		Pension	
	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)
Current service cost	41.19	36.33	-	-
Interest cost on benefit obligation	37.91	36.61	2.01	2.44
Expected return on plan assets	(40.16)	(40.08)	-	-
Net actuarial (Gain)/loss recognised in the year	43.35	25.71	2.27	1.65
Add: Impact of variation in actual and expected return on plan assets	(1.42)	(1.62)	-	-
Net benefits expense	80.87	56.95	4.28	4.09
Actual return on plan assets	(41.58)	(41.70)	-	-

- (ii) Amount recognised in the Balance Sheet:

Particulars	Gratuity		Pension	
	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)
Defined benefit obligation	628.30	556.65	34.10	37.47
Fair value of the plan assets	543.00	506.58	-	-
Paid by an affiliate company	1.48	1.75	-	-
Net Asset/(liability)	(83.82)	(48.32)	(34.10)	(37.47)

- (iii) Changes in present value of the defined benefit obligation:

Particulars	Gratuity		Pension	
	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)
Opening defined benefit obligation	525.72	469.09	34.26	38.19
Interest cost	37.91	36.61	2.01	2.44
Current service cost	41.19	36.33	-	-
Benefits paid	(19.87)	(11.06)	(4.44)	(4.81)
Actuarial (Gain)/Loss on obligations	43.35	25.68	2.27	1.65
Closing defined benefit obligation	628.30	556.65	34.10	37.47

(iv) Changes in the fair value of plan assets:

Particulars	Gratuity	
	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)
Opening fair value of plan assets	477.00	424.65
Expected return	40.16	40.08
Contributions by employer	44.29	51.32
Benefit paid	(19.87)	(11.06)
Actuarial Gain	1.42	1.59
Closing fair value of plan assets	543.00	506.58

(v) The major categories of plan assets in case of gratuity as a percentage of the fair value of total plan assets:

Particulars	Gratuity	
	2016-17 (%)	2015-16 (%)
Investments with insurer	100	100

The overall expected rate of return on assets is determined based on the actual rate of return during the current year. The Group expects to contribute Rs.90.00 lacs to approved Gratuity Fund during the year 2017-18.

(vi) The principal assumptions used in determining gratuity and pension obligations for the Company's plans:

Particulars	Gratuity		Pension	
	2016-17	2015-16	2016-17	2015-16
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate
Attrition Rate	5.00% p.a.	5.00% p.a.	N.A.	N.A.
Imputed rate of interest	7.35% p.a.	7.90% p.a.	7.30% p.a.	7.90%p.a.
Salary rise	7.50% p.a.	7.50% p.a.	N.A.	N.A.
Expected Return on plan assets	8.21% p.a.	9.01% p.a.	N.A.	N.A.
Remaining working life	14.85 Years	15.24 Years	N.A.	N.A.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Information relating to experience adjustments to plan assets and liabilities as required by Para 120(n)(ii) of the Accounting Standard (AS-15) (revised) on employee Benefits is not available with the Company. However, the impact of the same is not likely to be material.

(b) Defined Contribution Plan

Group's contribution to defined contribution schemes such as approved and recognised Provident/Family Pension Fund, approved Superannuation Fund and contribution to Employees State Insurance (on selective basis as applicable) are charged to the Statement of Profit and Loss as incurred. The Group has no further obligations beyond its contributions. The group has recognised the following contributions to Provident/Family Pension and Superannuation Funds and towards Employees State Insurance as an expense and included in employee benefits expense in the Statement of Profit and Loss:

Defined Contribution Plan	2016-17 (Rs.in lacs)	2015-16 (Rs.in lacs)
Contribution to Provident and Family Pension Funds	176.98	164.75
Contribution to Superannuation Fund	44.36	42.40

36. Segment Information:

The business segment of the Group is divided into two categories viz. Cables and EPC (Engineering, Procurement and Construction). Segments have been identified and reported taking into account nature of products and services, the differing risks and returns, the organisation structure and the internal business reporting systems. A brief Description of the types of products and Services provided by each reportable segment is as follows:

“Cables”- The Company manufactures and sale various types of cables including telecommunication cables, other types of wires & cables and FRP rods/glass rovings, etc.

“EPC” (Engineering, Procurement and Construction) –The Company undertakes and executes contracts and provide services with or without materials, as the case may be.

(a) Primary Segment Information (by business segments):

The following table presents revenue and profit/(loss) information regarding business segments for the year(s) ended 31st March, 2017 and 31st March, 2016 and certain liabilities information regarding business segments as at 31st March, 2017 and 31st March, 2016.

Business Segments	Year ended March 31, 2017			Year ended March 31, 2016		
	Cables Rs.in lacs	EPC Rs.in lacs	Total Rs.in lacs	Cables Rs.in lacs	EPC Rs.in lacs	Total Rs.in lacs
Revenue						
External Sales and other operating income (Net)						
Inter segment sales (at arm's length basis)	25525.15	77555.29	103080.44	46258.94	55336.36	101595.30
	264.53	-	264.53	16.72	-	16.72
Other income*	200.71	73.98	274.69	125.43	20.77	146.20
Total revenue	25990.39	77629.27	103619.66	46401.09	55357.13	101758.22
Results						
Segment Results (PBIT)	3015.69	7801.33	10817.02	7165.46	7168.37	14333.83
Unallocable income/ (Expenses) (Net)	-	-	1434.97	-	-	2246.34
Operating Profit	-	-	12251.99	-	-	16580.17
Interest (Net)	-	-	(1425.78)	-	-	(2984.96)
Tax charge (Net)	-	-	(3061.53)	-	-	(4104.81)
Profit for the year			7764.68			9490.40
Other Information						
Segment assets	26032.06	76112.20	102144.26	33049.89	50365.59	83415.48
Unallocable assets	-	-	28279.65	-	-	25073.94
Total Assets			130423.91			108489.42
Segment liabilities	5111.30	39521.44	44632.74	6889.29	18238.50	25127.79
Unallocable liabilities	-	-	28332.67	-	-	34302.12
Total liabilities			72965.41			59429.91
Capital expenditure	1953.90	150.90	2104.80	1852.66	889.32	2741.98
Depreciation and amortisation	899.22	367.27	1266.49	1042.43	370.49	1412.92
Other Non Cash Expenditure	1.69	-	1.69	0.54	-	0.54

* Excludes Rs.2704.64 lacs (Rs.2995.77 lacs) netted off from Unallocated Expenses and Interest Expenses.

(b) Geographical Segments:

The following table shows the distribution of the group's Revenue from Operation by geographical markets, regardless of where the goods were produced:

Sl. No.	Geographical Segments	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Domestic Market (within India)	1093201.20	93647.10
(ii)	Overseas Markets (outside India)	1841.45	7964.92
	Total	1095042.65	101612.02

(i) All the assets of the Group, except the carrying amount of assets aggregating to Rs.560.93 lacs (Rs.827.75 lacs) are within India.

(ii) The Holding Company and its Joint Venture have common fixed assets for producing goods/providing services to Domestic Market as well as for Overseas Markets. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

37. Disclosure in respect of related parties as defined in Accounting Standard (AS-18) read together with an explanation given in Note no.1(e) of Notes to Consolidated Financial Statements for the year ended 31st March, 2017, , with whom transactions were entered into at an arm's length and in the ordinary course of business during the year are given below:

- Joint Venture : Birla Cable Limited (BCL)
(Formerly Birla Ericsson Optical Limited)
Ceased to be a joint venture w.e.f. 24th August, 2016
Birla Visabeira Private Limited (BVPL)
- Key Management Personnel : Shri Y.S. Lodha
(Managing Director of the Holding Company)
Shri R. Sridharan
(Manager & CEO of Joint Venture Company which ceased to be a Joint Venture w.e.f. 24th August 2016)
Shri P. Tondon
(CFO & Managing Director of August Agents Ltd.(AAL),
A subsidiary company)
Shri Umesh Verma
(CFO & Managing Director of Insilco Agents Ltd.(IAL),
A subsidiary company)
Shri S. K. Daga
(CFO & Managing Director of Lanesea Agents Ltd.(LAL),
A subsidiary company)

Enterprise over which a Director is able to exercise significant influence : Shakun Polymers Limited (SPL)

(a) Details of transactions with related parties (other than Key Management Personnel):

Sl. No.	Nature of Transactions (excluding reimbursement)	Holding Company, its Subsidiaries with Joint Venture & Associates		Joint Venture with its venturer (UCL)		Enterprise over which a Director is able to exercise significant influence (SPL)	
		2016-17 Rs.in lacs	2015-16 Rs.in lacs	2016-17 Rs.in lacs	2015-16 Rs.in lacs	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Purchases of Products/ Traded Goods, Raw Materials	4477.98	2457.89	-	18.25	660.75	168.42
(ii)	Sale of Raw Materials / Finished Products/ Consumables & Traded Goods	89.03	903.07	-	1.51	-	49.13
(iii)	Other Service Charges/Lease Rent Received	10.07	63.49	-	4.56	-	-
(iv)	Other Service Charges /rent Paid	32.50	35.39	-	-	-	-
(v)	Inter-Corporate Deposits taken	400.00	3900.15	-	-	-	-
(vi)	Inter-Corporate Loans repaid	400.00	3900.15	-	-	-	-
(vii)	Interest paid on Inter-Corporate Loans /Others	1.99	67.83	-	-	-	-
(viii)	Inter-Corporate Loans given	-	3700.05	-	293.26	-	-
(ix)	Inter-Corporate Loans refunded	-	5200.05	-	293.26	-	-
(x)	Interest received on Inter -Corporate Loans given	-	186.38	-	12.90	-	-
(xi)	Dividend Paid	207.27	172.74	-	5.20	-	-
(xii)	Cross Corporate Guarantee given (towards collateral security to banks)	-	4073.49	-	-	-	-
(xiii)	Cross Corporate Guarantee accepted (towards collateral security to banks)	-	53513.52	-	-	-	-
(xiv)	Investment in Equity Shares	-	1751.88	-	53.43	-	-
(xv)	Balance outstanding at the year end - Payable - Receivable	6.31	-	-	-	192.35	96.88
(xvi)	Maximum amount of loans and advances outstanding at any time during the year	-	3700.05	-	199.95	-	-

(b) Details of transactions with Key Managerial Personnel:

Particulars	Remuneration*		Balance Outstanding at the year end (Payable/(Receivable))	
	2016-17 Rs.in lacs	2015-16 Rs.in lacs	2016-17 Rs.in lacs	2015-16 Rs.in lacs
Shri Y. S. Lodha	118.44	101.08	-	4.50
Shri R. Sridharan	-	7.12	-	0.28
Shri S. K. Daga	0.60	0.60	-	-
Shri P. Tondon	0.60	0.60	-	-
Shri Umesh Verma	0.60	0.60	-	-

* As the liability of gratuity and leave encashment is provided on an actuarial basis, therefore, amount not included above.

Notes:

- Disclosure of Related Party transactions with Birla Cable Limited (formerly Birla Ericsson Optical Limited) and its Key Managerial Personnel for the year ended 31st March, 2017 have not been given as it ceased to be a joint venture company w.e.f. 24th August, 2016.
- Provision for contribution to gratuity fund or otherwise, leave encashment (compensated absences) on retirement which is based on actuarial valuation on an overall Company basis are not included in the remuneration to key managerial personnel.
- No amount has been provided as doubtful debt or advance written off or written back in the year in respect of debts due from/to above related parties.
- Transactions and balances relating to reimbursement of expenses to/from the above related parties have not been considered.
- All the transactions with related parties were at arm's length basis and in the ordinary course of business.

38. Leases:
(a) Operating Lease:

The Holding Company has taken certain office premises/warehouse under operating lease agreements. The lease agreements generally have an escalation clause and are not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The aggregate lease rental of Rs.168.36 lacs (Rs.176.16 lacs) has been charged to the Consolidated Statement of Profit and Loss.

(b) Finance Lease:

The Holding Company has entered into an Indefeasible Right of Usage (IRU) agreement with certain customers for providing telecommunications cable network connectivity, etc. The required disclosure is given herein:

Sl. No.	Particulars	2016-17 Rs.in lacs	2015-16 Rs.in lacs
(i)	Lease revenue recognised as an outright sale	1630.99	1036.99
(ii)	Cost of sales	1386.38	879.00
(iii)	Profit recognised [(i)-(ii)]	244.61	157.99

39. There is no impairment of Fixed Assets during the year.

40. Disclosure on Provision relating to Warranty in accordance with Accounting Standard (AS)- 29 "Provisions, Contingent Liabilities and Contingent Assets":

Particulars	As at 31 st March, 2017 Rs.in lacs	As at 31 st March, 2016 Rs.in lacs
At the beginning of the Year	1513.07	198.59
Arising during the Year	729.62	1314.48
Utilized during the Year	7.61	-
At the end of the Year	2235.08	1513.07

41. Disclosure on Specified Bank Notes (SBNs) of the Group:

Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification are given below:

Particulars	SBNs (in Rs.)	Other denomination notes (in Rs.)	Total (in Rs.)
Closing cash in hand as on November 8, 2016	922500	156156	1078656
(+) Permitted receipts	-	3163703	3163703
(-) Permitted payments	-	2845464	2845464
(-) Amount deposited in Banks	922500	3650	926150
Closing cash in hand as on December 30, 2016	-	470475	470475

42. Previous year's figures have been regrouped/reclassified to conform to current year's classification/ disclosure. The figures in brackets are those in respect of the previous accounting year.

As per our attached report of even date.

For V.Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.109208W

R.Raghuraman
Partner
Membership No.081350

New Delhi, May 15, 2017

Signatures to Notes 1 to 42

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K. Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajer

R.K.Agarwal

New Delhi, May 15, 2017

Chairman

Directors

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

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

PART "A" SUBSIDIARIES:

(Rs.in lacs)

Sl. No	Name of Subsidiary Company	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnovers	Profit Before Taxation	Provision For Taxation	Profit After Taxation	Dividend	% of Shareholding
1	August Agents Ltd.	1525.02	4103.93	5634.84	5.89	4017.54	595.11	581.77	51.40	530.37	183.00	100
2	Insilco Agents Ltd.	1500.02	4092.92	5598.65	5.71	4059.18	577.87	566.37	53.02	513.36	180.00	100
3	Laneseda Agents Ltd.	1500.02	4151.46	5677.82	26.34	3909.27	613.83	601.55	72.50	529.05	180.00	100

PART "B" ASSOCIATE COMPANY AND JOINT VENTURE COMPANY:

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

Sl. No.	Name of the Associates / Joint Venture	Latest Audited Balance Sheet Date	Shares of the Joint Venture and Associate held by the Company on the year end (including Subsidiary Companies)		Profit/Loss for the Year		Description of how there is Significant influence	Reason why the Associate/ Joint Venture is not consolidated
			No.	Amount of Investment in Associates/ Joint Venture (Rs.in lacs)	Extend of Holding %	Considered in Consolidation (Rs.In lacs)		
1	Universal Cables Ltd. (UCL)	31.03.2017	9421581*	5690.92	27.15	914.95	2455.04	Associate Company
2	Birla Visabeira Pvt. Ltd. (BVPL)	31.03.2017	3600000	360.00	40.00	10.71	16.09	Joint Venture Company

* The Company received a Letter of Allotment confirming allotment of 43,65,048 equity shares on 20th October, 2015, subscribed in the Rights Issue of Universal Cables Ltd. (UCL) out of which 10,60,535 equity shares are pending to be credited to Company's designated demat account, in view of the status-quo Order passed by the Hon'ble High Court of Delhi on 18th November, 2015, as intimated by UCL.

Notes: (a) The consolidated financial statements include the financial statements of the Company, its subsidiaries, associate company and joint venture company.

(b) The Company by itself and/or along-with its subsidiaries hold more than 20% of the voting power of certain bodies corporate. The Company has been legally advised that it does not have any "significant influence" in the said bodies corporate as defined in Accounting Standard (AS-18) - "Related Party Disclosure" and accordingly, has neither considered the above investees as related parties under (AS-18) nor consolidated the financial statements of above as "Associate" under Accounting Standard (AS-23).

Harsh V. Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K. Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajer

R.K.Agarwal

New Delhi, May 15, 2017

Managing Director

Chief Financial Officer

Vice President(Commercial) & Secretary

New Delhi, May 15, 2017

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400400 • Fax No. (07662) 400591
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

[In terms of Circular No.17/2011 dated 21.04.2011 issued by the Ministry of Corporate Affairs]

Link Intime India Pvt. Ltd.
[Unit: Vindhya Telelinks Limited]
C-101, 247 Park,
L.B.S. Marg
Vikhroli (West)
MUMBAI – 400 083

Dear Sir,

Sub: Registration of E-mail Address

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Report and Accounts and other documents from the Company through electronic mode:

E-mail Address : _____

Name of the Sole/First Holder : _____

DP ID/Client ID/Registered Folio No. : _____

Registered Address : _____

#Contact No.(s):

Mobile : _____

Land Line (with STD Code) : _____

#optional

Signature of the Sole/First Holder

Date : _____

Place: _____

Notes:

- (1) The Notices, Annual Report and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the remaining Shareholders.
- (2) This Form can also be downloaded from the Company's website www.vtlrewa.com under the section 'Investor Relation'.
- (3) Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

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Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

PROXY FORM

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

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No/DP Id/Client Id	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him; and
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company, to be held on Monday, the July 24, 2017 at 11.30 a.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1.	(a) Adoption of audited Financial Statements of the Company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.		
	(b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2017, and Report of Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2017.		
3.	Re-appointment of Shri Pracheta Majumdar as a Director, who retires by rotation.		
4.	Ratify re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fixation of their remuneration.		
Special Business			
5.	Approving the related party agreements/contracts/arrangements/transactions with Universal Cables Ltd., a Related Party.		
6.	Ratification of Remuneration to be paid to Cost Auditors for the year ending March 31, 2018.		

Signed this _____ day of _____ 2017

Signature of Shareholder : _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

NOTES:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Fourth Annual. General Meeting.
- It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

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Telephone No. (07662) 400400 • Fax No. (07662) 400591
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

ATTENDANCE SLIP

THIRTY FOURTH ANNUAL GENERAL MEETING

Date of Meeting - July 24, 2017

Folio No. /DP Id/Client Id	
Name and Address of the Shareholder/ Proxy/Authorised Representative	
No. of Shares held	

I certify that I am member/proxy for the member(s) of the Company.

I hereby record my presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of Vindhya Telelinks Limited being held on Monday, the July 24, 2017 at 11.30 a.m. at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P).

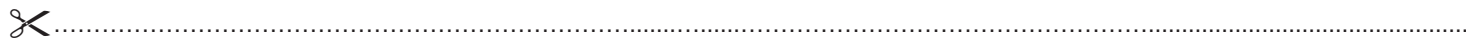
Signature of the Shareholder/Proxy/Authorised
Representative present

--

NOTE(S):

- (1) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover it at the entrance duly signed.
- (2) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.
- (3) Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING



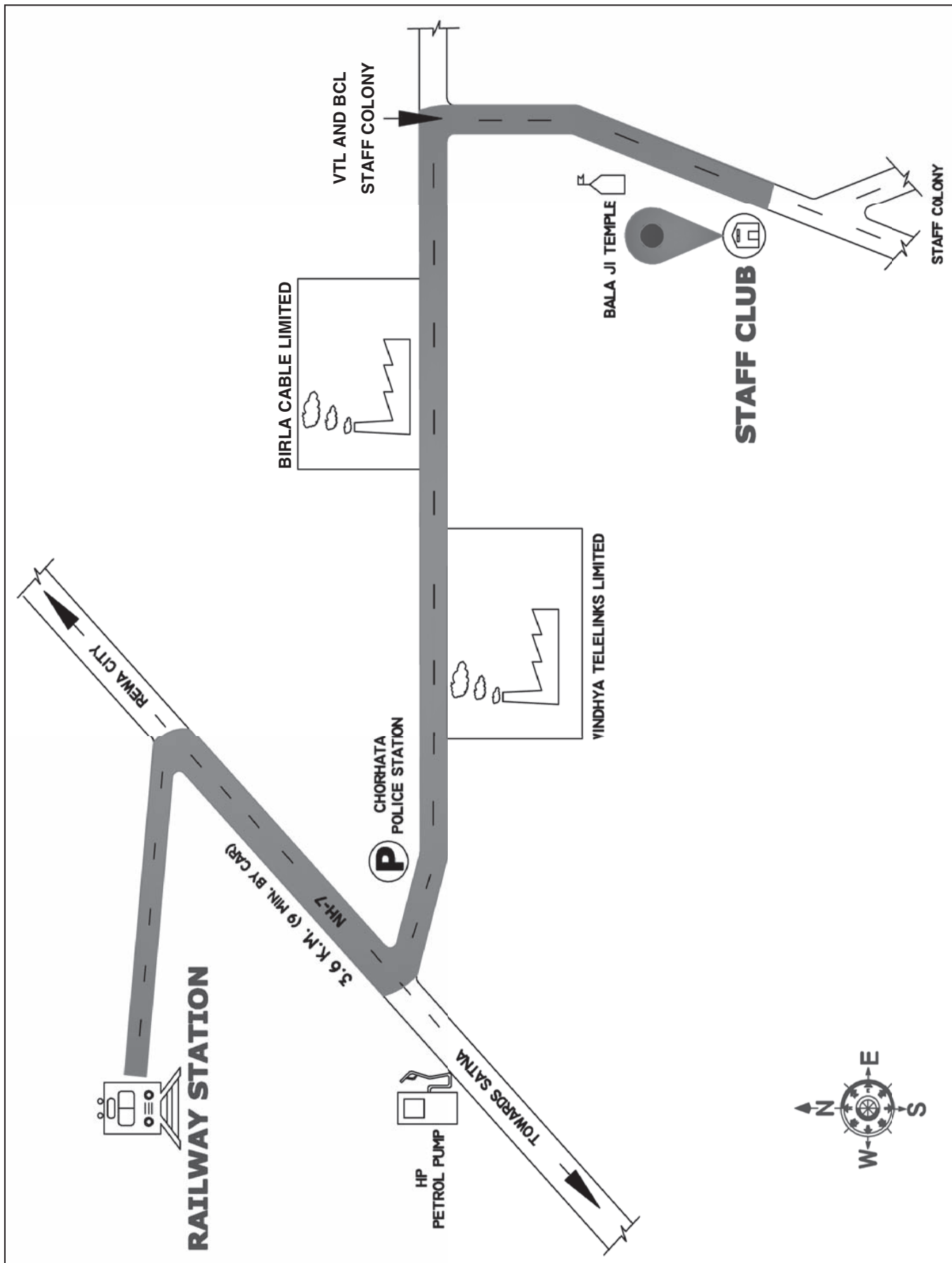
Remote Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	Default PAN/ Sequence No.
170614005	*

* Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP RIGHT SIDE IN BOLD.

NOTE: For remote e-voting, please read the instructions printed under the Note No.17 to the Notice dated May 15, 2017 of the Thirty Fourth Annual General Meeting. The Voting period for remote e-voting begins on July 20, 2017 at 9.00 a.m. and ends on July 23, 2017 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP FOR VENUE OF 34th AGM





TEMPLES IN THE COMPANY'S TOWNSHIP AT REWA, MADHYA PRADESH



EXPANSION PROJECT FOR CABLES UNDER IMPLEMENTATION AT REWA, MADHYA PRADESH



REGISTERED OFFICE & WORKS

Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006,
Madhya Pradesh, India.
Tel.: +91 7662 400 400
Fax: +91 7662 400 591

CORPORATE OFFICE

Commercial Plaza, 2nd Floor,
Wing-B Radisson Hotel NH-8,
Mahipalpur, New Delhi 110 037,
India.
Tel.: +91 11 45538800
Tel.: +91 11 26779038

EPC DIVISION

Commercial Plaza, Ground Floor,
Wing-B Radisson Hotel NH-8,
Mahipalpur, New Delhi 110 037,
India.
Tel.: +91 11 45538800
Tel.: +91 11 26779038

MARKETING OFFICES

BENGALURU

287, 15th Main, RMV Extension,
Sadashiv Nagar,
Nr. Nagasena School,
Bengaluru-560 080,
Karnataka, India.
Tel.: +91 80 23612484/ 23619983
Fax: +91 80 23619981

CHENNAI

GR Towers, 2nd Floor, 136,
Nelson Manickam Road,
Aminjikarai,
Chennai-600 029,
Tamil Nadu, India.
Tel.: +91 44 23746623/ 23746624
Fax: +91 44 23746625

GOA

Plot Nos.L62 to L64A,
Verna Industrial Estate,
Verna Salcete - 403 722,
Goa, India.
Tel.: +91 832 2782613/ 2782829
Fax: +91 832 2782614

HYDERABAD

Plot No.414, Road No. 22,
Jubilee Hills,
Hyderabad - 500 033,
Telangana, India.
Tel.: +91 40 23550183/ 23608218
Fax: +91 40 23553272

KOLKATA

27-B, Camac Street,
5th Floor, Kolkata - 700 016,
West Bengal, India.
Tel.: +91 33 22805043/ 22805044
Fax: +91 33 22816227

MUMBAI

Sharda Terraces, 9th Floor,
Plot No. 65, Sector- 11, CBD Belapur,
Navi Mumbai- 400 614,
Maharashtra, India.
Tel.: +91 22 41268855/ 27560463/ 64
Fax: +91 22 41268899



If undelivered please return to:

VINDHYA TELELINKS LIMITED

CIN:L31300MP1983PLC002134

Regd. Office & Works: Udyog Vihar, P.O. Chorhata, Rewa - 486 006, Madhya Pradesh, India.
Tel.: +91 7662 400 400, Fax: +91 7662 400 591

www.vtlrewa.com | info@vtlrewa.com