
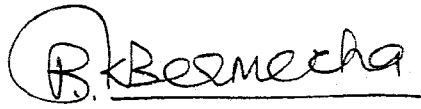
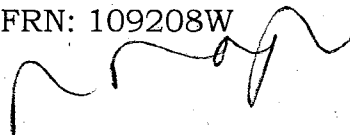
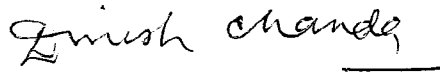


FORM A

1	Name of the Company	Universal Cables Limited
2	Annual financial statements for the year ended	31 st March 2015
3	Type of Audit Observation	Un-qualified/Matter of Emphasis: Not Applicable
4	Frequency of Observation	Not Applicable
5	To be signed by -	
	<ul style="list-style-type: none">CEO/Managing Director	 Shri Amitava Bose Manager & Chief Operating Officer
	<ul style="list-style-type: none">CFO	 Shri Rakesh Barmecha Chief Financial Officer
	<ul style="list-style-type: none">Auditor of the Company	For V. Sankar Aiyar & Co., Chartered Accountants FRN: 109208W  R. Raghuraman Partner [Membership No.081350]
	<ul style="list-style-type: none">Audit Committee Chairman	 Shri Dinesh Chanda Chairman of Audit Committee





***UNI**STAR[®]*

Annual Report & Accounts
for the Year Ended
31st March 2015



UNIVERSAL CABLES LTD.

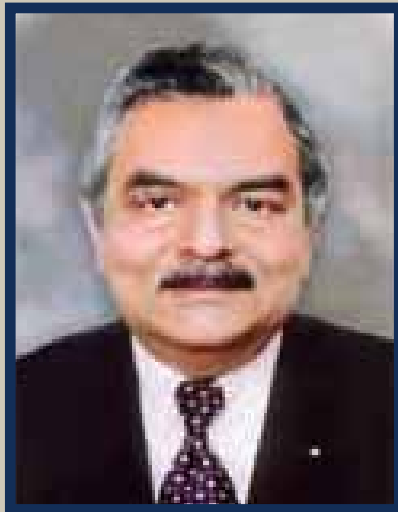




Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration



UNIVERSAL CABLES LIMITED

ANNUAL REPORT 2014-2015

DIRECTORS

SHRI HARSH V. LODHA
DR. S. R. JAIN
SHRI S.S. KOTHARI
SHRI S.C. JAIN
SHRI DINESH CHANDA
SHRI B.R. NAHAR
DR. KAVITA A. SHARMA
SHRI D.R. BANSAL

Chairman

*Chief Mentor & Executive Director
(upto 4th May, 2015)*

AUDIT COMMITTEE

SHRI DINESH CHANDA
DR. S.R. JAIN
SHRI S.S. KOTHARI

Chairman

CHIEF MENTOR & ADVISOR

SHRI D. R. BANSAL (*w.e.f. 5th May, 2015*)

MANAGER & CHIEF OPERATING OFFICER

SHRI AMITAVA BOSE (*w.e.f. 5th May, 2015*)

AUDITORS

V. SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS

BANKERS

STATE BANK OF INDIA

REGISTERED OFFICE

P.O. BIRLA VIKAS,
SATNA - 485 005 (M.P.)
PHONE : + 91 7672-257121 to 27, 414000
E-mail : headoffice@unistar.co.in
Website : www.unistar.co.in
CIN : L31300MP1945PLC001114

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IS / ISO 9001:2000



IS / ISO 14001



SA 8000 : 2008



UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

E-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the Seventieth Annual General Meeting of the Members of Universal Cables Limited will be held at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) on Friday, 24th July, 2015 at 11.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for the financial year 2015-16, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED that Dr. Kavita A. Sharma (DIN: 07080946) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th February, 2015 under Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying her intention to propose the candidature of Dr. Kavita A. Sharma for the office of Director be and is hereby appointed as a Director of the Company.”

FURTHER RESOLVED that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement with stock exchanges Dr. Kavita A. Sharma, (DIN: 07080946) who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 6th February, 2015, not liable to retire by rotation.”

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

“RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and/or any other guidelines issued by the Central Government from time to time, the consent of the Members of the Company be and is hereby accorded for appointment of Shri Y.S. Lodha as Manager and Chief Executive Officer of the Company, for a period of three (3) years effective from 15th May, 2015 to 14th May, 2018 upon the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement, the main terms and conditions of which are described under Explanatory Statement attached to this Notice, to be entered into between the Company and Shri Y.S.Lodha and submitted for approval to this meeting, which Agreement is hereby specifically approved.

FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this resolution) be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in all other perquisites and benefits, etc. of Shri Y.S.Lodha effective from 1st April, each year notwithstanding the fact that the overall remuneration may exceed the limits prescribed for managerial remuneration under the applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable as may be agreed to between the Board and Shri Y.S.Lodha, subject to such approvals to the extent and in manner as may be required.

FURTHER RESOLVED that the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”



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 all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the payment of remuneration of ₹ 1,00,000/- (₹ One lac only) with applicable Service Tax plus reimbursement of out of pocket expenses at actual to Messrs D. Sabyasachi & Co., Cost Accountants who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March, 2016, 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:

P.O. Birla Vikas,
Satna – 485 005 (M.P.)

15th May, 2015

By order of the Board

(Om Prakash Pandey)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. A Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “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 THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. BY 11.00 A.M. ON 22ND DAY OF JULY, 2015 PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.**

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 10 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 shareholders. A proxy form is annexed herewith.

3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 18th July, 2015 to Friday, the 24th July, 2015 (both days inclusive).
4. Messrs Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 continue to act in the capacity of Registrar & 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 & Share Transfer Agents.
5. 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 electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN No. for the Equity Shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
6. 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 electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
7. This Notice of the Meeting (AGM) alongwith the Attendance Slip, Proxy Form and the Annual Report 2015 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. All relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. 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 under Section 189 of the Companies Act, 2013 will be available for inspection at the Meeting (AGM).
9. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges in respect of the Directors seeking appointment/re-appointment at the Meeting are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
10. 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 such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised representatives to attend the Meeting 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.



11. Members desirous of obtaining any information on Annual Accounts 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. The Company had transferred ₹ 9,02,682/- being the unpaid and unclaimed dividend amount for the year 2006-07 on 13th September, 2014, to the Investor Education and Protection Fund of the Central Government.

Members who have so far not encashed their dividend warrants for the year ended 31st March, 2008 onwards, are requested immediately to write to the Company or Company's Registrar and Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility of voting to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity share held by them as on 17th July, 2015 (Cut-off-date).
14. The facility for voting through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 21st July, 2015 (9.00 am) and ends on 23rd July, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number as indicated in the Attendance Slip under Electronic Voting Particulars.
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.
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. • 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 shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (xi) Click on the EVSN for "Universal Cables Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.
- 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.
 - The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pradeep Nayak, Chartered Accountant as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting as at meeting, first count the votes cast at the meeting, 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 make, not later than three days of 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 who shall countersign the same and declare the results of the voting forthwith.
 - The Results declared, along with the Scrutinizer’s Report shall be placed on the Company’s website www.unistar.co.in and on the website of CDSL within 48 (forty eight) hours of passing of the resolutions at the Meeting (AGM) of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Ltd. 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 set out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors of the Company at its meeting held on 6th February, 2015 on the recommendation of Nomination and Remuneration Committee, appointed Dr. Kavita A. Sharma as an Additional Director (Non-executive Independent) under Section 161(1) of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and she holds office as such upto the date of this Annual General Meeting. The Company has received notices in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014 an Independent Director of a company can be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, it is proposed to appoint Dr. Kavita A. Sharma as an Independent Director of the Company to hold office as such for a period of 5 years i.e. up to 5th February, 2020, not liable to retire by rotation.

Dr. Kavita A. Sharma has given a declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Dr. Kavita A. Sharma fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and is independent of the management. The draft letter for appointment of Dr. Kavita A. Sharma as an Independent Director is available for inspection by any member at the Registered Office of the Company during 11:00am and 1:00pm on all working days except Saturdays upto and including the date of this Annual General Meeting and will also be available for inspection at the venue of the said Meeting.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Kavita A. Sharma as an Independent Director. Dr. Kavita A. Sharma would bring with her immense experience to the Board, interalia in the areas of management, administration and corporate governance. Accordingly, the Board recommends the ordinary resolution at the Item No. 4 of the Notice in relation to appointment of Dr. Kavita A. Sharma as an independent Director for five consecutive years for a term upto 5th February, 2020 for the approval by the members of the Company.

Except Dr. Kavita A. Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice. This explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the stock exchanges.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Dr. Kavita A. Sharma is set out in the Annexure to the Notice.

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



Item No. 5

Having regard to the leadership qualities of Shri Y.S. Lodha supported by professional qualifications, vast knowledge and rich & varied corporate experience of more than 28 years in the various cable companies all belonging to M.P. Birla Group, the Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on 15th May, 2015 has appointed Shri Y.S. Lodha, as Manager & Chief Executive Officer for a period of three (3) years with effect from 15th May, 2015 to 14th May, 2018. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Y.S. Lodha as Manager & Chief Executive Officer based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee. The broad particulars of remuneration and perquisites payable and other principal terms and conditions of his appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha, are as under:

I. **Tenure of Appointment:** Three (3) years with effect from 15th May, 2015 to 14th May, 2018.

II. Remuneration:

- (1) **Basic Salary:** ₹ 2,25,000/- (₹ Two lac twenty five thousand only) per month with such annual increments effective from 1st April each financial year as may be decided by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.
- (2) **Allowances and Perquisites/Benefits:** In addition to the Basic Salary as outlined above, the Manager & Chief Executive Officer shall be entitled to perquisites/benefits as under:
 - (i) **House Rent Allowance(HRA) :** HRA at the rate of 40% of the Basic Salary.
 - (ii) **Medical Benefits:** Payment/reimbursement of expenses incurred for self and family (including mediclaim/medical insurance premium) or medical allowance in accordance with the Rules of the Company.
 - (iii) **Leave Travel Allowance/Assistance :** For Self and his family, once in a year, in accordance with the Rules of the Company.
 - (iv) **Club Fees :** Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium :** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund and Superannuation or Annuity Fund :** As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.
 - (vii) **Gratuity :** As per Rules of the Company and applicable statutory provisions, if any, from time to time.
 - (viii) **Leave Encashment :** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.
 - (ix) **Other Perquisites, Benefits & Allowance(s) :** As per rules of the Company as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
 - (x) **Car/Communication Facilities :** The following shall not be included in the computation of perquisites –
 - (a) Provision of Company's car with driver for official use.
 - (b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

Explanation(s):

- (a) Family mentioned above means the spouse and dependent children of the Manager & Chief Executive Officer.
 - (b) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time.
 - (c) The Company's contribution to or provision for provident fund, pension, superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of unavailed accumulated leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes Basic Salary, Allowances and Perquisites/Benefits.
 - (d) For the purpose of gratuity, contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Y. S. Lodha 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 and termination of this Agreement followed by an immediate renewal thereof or execution of a fresh Agreement will not be considered as any break in the service.
 - (e) The Manager & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time.
- (3) **Overall Remuneration:** The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board is entitled to revise the remuneration payable to the Manager & Chief Executive Officer at any time, such that the aggregate of Basic Salary (inclusive of annual increments, if any), perquisites and allowances in any financial year shall not exceed the overall ceiling prescribed under Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.



- (4) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the "Manager and Chief Executive Officer", the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Allowances and Perquisites/benefits as specified above, subject to requisite approvals being obtained in that behalf, if and to the extent necessary or in the alternative pay remuneration to Shri Y.S.Lodha by way of Basic Salary, Allowances and Perquisites/benefits, within the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 or any amendments thereto as notified from time to time.

III. Other Conditions:

- (a) Shri Y.S. Lodha, in the capacity of "Manager and Chief Executive Officer", shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (b) In addition to his present appointment as Manager and Chief Executive Officer of the Company, Shri Y.S.Lodha has also been appointed/re-appointed as "Managing Director" of a promoter and promoter group Company viz. Vindhya Telelinks Limited (VTL). Shri Y.S. Lodha would receive remuneration from VTL as well as in holding managerial position of the "Managing Director" in accordance with the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013. He would receive remuneration from the said Vindhya Telelinks Limited as well on holding the managerial position of "Managing Director", provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limit admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013 and in case the total remuneration from both the companies exceeds the limit as above, the same shall be subject to requisite approvals being obtained in that behalf, if and to the extent necessary.
- (c) Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment thereto), Shri Y. S. Lodha is entrusted with the management of the whole or substantially the whole of the affairs of the Company and he may as such exercise all such powers of the Company, as authorized by its Memorandum and Articles of Association that are nor hereby or by the said Act or by any resolution of the Company required to be exercised or done by the Company or by its Board of Directors (which term shall be deemed to include any Committee of the Board constituted/to be constituted by the Board) exclusively.
- (d) The terms and conditions for appointment of Shri Y. S. Lodha as Manager & Chief Executive Officer and contained in the draft Agreement may be altered, varied, modified or amended and remuneration, allowances, perquisites and benefits payable to him as set out herein may be increased, enhanced or widened from time to time by the Board of Directors of the Company or a Committee thereof as it may, at its discretion deem fit, subject to overall ceiling in terms of Section 197 read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force. In the event that during the tenure of present Agreement, the statutory restrictions contained in the Companies Act/Corporate Laws are removed or amended by the Government, the Board of Directors of the Company shall be at liberty to decide such increase in remuneration, perquisite and other benefits as may be deemed necessary.
- (e) The Company shall indemnify Shri Y.S. Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (f) The Agreement may be terminated by either Party (the Company or Shri Y. S. Lodha) 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 to Shri Y. S. Lodha.
- (g) The said draft Agreement also contain further terms and conditions as to power and authority of Shri Y.S. Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S. Lodha, etc.

The following statement of information for the members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013.

A. General Information:

1. Nature of Industry:

The Company is engaged in the Power Cables & Capacitors business of manufacturing and marketing and associated turnkey project activities.

2. Date of commencement of Commercial Production:

The Company commenced Commercial Production on 16th February, 1964.

3. Financial Performance:

(₹ in lacs)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Gross Revenue	76491	68661	69291	68163	59133
Profit before Interest, Depreciation and Tax	3360	561	3350	1775	5435
Finance Cost/Interest	5069	3286	2568	2397	1096
Profit/(Loss) before Depreciation and Tax	(1709)	(2725)	782	(622)	4339
Depreciation	1762	1687	1477	1481	1657
Profit/(Loss) before Tax	(3471)	(4412)	(695)	(2103)	2682
Tax	-	(406)	(233)	(710)	902
Net Profit/(Loss)	(3471)	(4006)	(462)	(1393)	1780
Paid Up Equity Share Capital	2313	2313	2313	2313	2313
Dividend (excluding tax)	-	-	-	-	463
Rate of Dividend (%)	-	-	-	-	20



4. Foreign Investments or Collaborations:

The Company has not made any investments outside India. The Company however, had a technical assistance agreement with world renowned Furukawa Electric Co., Ltd. of Japan for manufacturing of Extra High Voltage XLPE Underground Power Cables using Vertical Continuous Vulcanization process.

B. Information about the Appointee:

1. Background details:

Shri Y.S. Lodha is a Fellow member of Institute of Chartered Accountants of India and also an Associate member of Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 28 years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base. He has a proven track record built over a period of approx. 3 decades of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances/tie-ups and business development.

2. Past Remuneration:

Shri Y. S. Lodha has not drawn any remuneration as Key Managerial Personnel. However, his existing remuneration in other category, interalia, consists of monthly a Basic Salary of ₹1.35 lacs, besides House Rent Allowance, perquisites and other benefits in accordance with Company's practice, rules and regulations in force from time to time which are on the lines similar to those mentioned in the explanatory statement to the proposed resolution hereinabove.

3. Job profile and his suitability:

During the said period of his employment hereunder, Shri Y. S. Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.

Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment thereto), Shri Y. S. Lodha is entrusted with the management of the whole or substantially the whole of the affairs of the Company and he may as such exercise all such powers of the Company, as authorized by its Memorandum and Articles of Association that are nor hereby or by the said Act or by any resolution of the Company required to be exercised or done by the Company or by its Board of Directors (which term shall be deemed to include any Committee of the Board constituted/to be constituted by the Board) exclusively. The Board of Directors may from time to time entrust to him such of the powers exercisable by the Manager as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think proper, expedient and desirable. Shri Y. S. Lodha undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors of the Company. PROVIDED always that Shri Y.S. Lodha shall not exercise any of the following powers –

- (i) to make calls on shareholders in respect of moneys unpaid on their shares in the Company;
- (ii) to borrow moneys or make loans except within the limits and for the purpose previously fixed by the Board of Directors at their Meeting;
- (iii) to invest the funds of the Company except within the limits and nature previously fixed by the Board of Directors at their Meeting;
- (iv) to issue securities including debentures;
- (v) such acts as the Board of Directors may decide to do itself or delegate or authorize to any duly constituted Committee of the Board of Directors as per the terms of reference specified by it from time to time; and
- (vi) such powers and authorities which have been specifically entrusted to or conferred on certain Director(s) as per resolution passed by the Board of Directors of the Company.

4. Remuneration Proposed:

Please refer to the details given hereinabove and forming a part of the Explanatory Statement to the proposed Resolution.

5. Comparative remuneration profile with respect to Industry, size of the Company, Profile of the position and person :

Keeping in view the size, nature of business of Company and the qualification, rich and wide experience and managerial skills of Shri Y.S. Lodha and further taking into consideration the financial position of the Company, industry standard to such similar position and other relevant facts, the Nomination & Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :

Except the payment of remuneration for his services as Manager & Chief Executive Officer of the Company as detailed hereinabove, Shri Y.S. Lodha has no other pecuniary relationship with the Company or relationship with any managerial personnel Shri Y.S. Lodha does not hold any shares of the Company.



C. Other Information:

1. Reasons for Loss or inadequate Profits:

The Company has been able to achieve gross revenue of ₹ 764.91 crores for the year ended 31st March, 2015 as compared to ₹ 686.61 crores for the previous year. There has been a regain in the Company's operation for the year as the loss has been reduced to ₹ 34.71 crores as compared to ₹ 40.06 crores for the previous year. The loss is mainly due to increased interest cost and continuing competitive pressure on the margin.

The Company is largely dependent on the demand from the power & infrastructural sectors. The power sector which is heavily dependent on the coal based thermal power generation has failed to respond to the targeted growth due to the de-allocation process of the coal blocks, which has dampened the thrust on the power generation. The ripple effect has decelerated the growth in the infrastructural and industrial sectors which are inextricably linked with the power sector. This in turn has downplayed the downstream demand for power cables as well.

2. Steps taken for improvement:

To overcome the present hyper competitive and volatile business situation, the Company is inter-alia taking the following steps :

- (a) To re-structure its business strategy by broadening its market base.
- (b) Company has a large capacity for manufacturing EHV cables and has also augmented its capacity for HV & MV cables, hence it is geared to meet the challenges of the growing demand.
- (c) In this competitive market, Company is constantly focusing on optimizing the raw material consumption and production cost, reduction of inventories and rationalization of manpower.
- (d) As the quality of power is a key issue for the industry segment, Company has expanded its business in turnkey projects for Capacitor banks where the margins are reasonably remunerative.
- (e) The Company is undertaking vigorous Working Capital Management exercise to reduce the overall borrowings cost.

3. Expected increase in productivity and profits:

The Company has been constantly revamping its production facilities by adding sophisticated state-of-the-art machinery from renowned international suppliers on a continued basis and has geared up to meet the new challenges in the highly competitive cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on cost reduction, reduction of scrap, revenue/margin improvements in order to stay relevant in the industry. The Company largely caters to the infrastructural segment which is clearly poised for robust growth. The Company is geared to capitalise this opportunity with its enhanced capacity and updated technology. This will go a long way in improving the sales and operational performance in the future years to come.

D. Disclosures:

The information and disclosures of the remuneration package, etc. of all Directors have been mentioned in the Corporate Governance Report for the year ended March 31, 2015 in the Annual Report.

Copy of the resolution passed by the Board of Directors in its meeting held on 15th May, 2015, the draft of the Agreement referred hereinabove and Articles of Association of the Company are available for inspection by any member of the Company at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company except Saturdays upto and including the date of this ensuing Annual General Meeting and will also be available for inspection at the venue of the said Meeting.

Keeping in view the professional qualifications, rich & varied experience and managerial skills of Shri Y.S.Lodha, the Nomination and Remuneration Committee and Board of Directors accorded their approvals to the above and in the interest of the Company have recommended the aforesaid Resolution as set out at Item No. 5 of the Notice for approval of members.

Save and except Shri Y. S. Lodha, who being interested in the resolution and his relative, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ other Key Managerial Personnel of the Company/their relative is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This explanatory statement together with the accompanying Notice is to be treated as an abstract of the terms of the contract/Agreement and Memorandum of concern or interest between the Company and Shri Y.S.Lodha pursuant to Section 196 of the Companies Act, 2013.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the year ending 31st March, 2016 by the Board of Directors on the recommendation of the Audit Committee at a remuneration of ₹ 1,00,000/- plus Service Tax as applicable thereon and reimbursement of out of pocket expenses at actual that may be incurred for the purpose to audit the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, as amended.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

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

The Board commends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the members.



Details of Directors seeking appointment/re-appointment in the ensuing Annual General Meeting scheduled to be held on 24th July, 2015.

Name of Director	Shri B.R. Nahar
Date of Birth	14.06.1951
Date of Appointment	19.05.2014
Expertise in specific functional areas	He is a Chartered Accountant. He is a Managing Director of Birla Corporation Limited, the flagship Company of the M.P. Birla group. Under his leadership, Birla Corporation Limited has been ranked First among the mid size Cement Companies in India. He has been holding important positions in major Companies for four decades. Business magazine had identified him as the best CEO among India's mid size Cement Companies and one of India's most valuable CEO's. He was Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India. Earlier, he was Executive President of Vikram Ispat of the Aditya Birla Group, one of the largest group of India.
List of outside Directorships held*	Budge Budge Floorcoverings Ltd. Birla Corporation Ltd. Talavadi Cements Ltd. Birla Cement (Assam) Ltd. Lok Cements Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Member - Stakeholders Relationship Committee
Number of shares held in the Company	100 Shares
Relationship between Directors inter-se	None

Name of Director	Dr. Kavita A. Sharma
Date of Birth	05.07.1950
Date of Appointment	06.02.2015
Expertise in specific functional areas	Dr. Kavita A. Sharma is President of South Asian University, New Delhi. By qualification, Dr. Sharma is Ph.D in English, M.A. in English from Delhi University and LL.M. from University of British Columbia, Canada. She has served as Director of India International Center, New Delhi during the period from August, 2008 to October, 2014. She was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and Honorary visiting Lecturer at University of Indonesia during the period 1977-78. Dr. Sharma has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92. She has also conferred with "Indira Gandhi Sadbhavana Award" by the Nation Integration and Economic Council. She has published various books and articles in the field of education, social and economy. She is Life member of various professional organizations like English Association, Indian Association of Canadian Studies, Indian Law Institute, etc.
List of outside Directorships held*	None
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	None
Number of shares held in the Company	100 shares
Relationship between Directors inter-se	None

* Number of other Directorships held by the Directors, as mentioned above, do not include Alternate Directorships, Directorships in private companies, foreign companies, companies incorporated under Sections 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies and are based on the latest declarations received from the Directors. The details of Committee Membership/Chairmanship is in accordance with Clause 49 of the Listing Agreement(s) and reflects the Membership/Chairmanship of the Audit Committee and Stakeholders Relationship Committee alone of all other Public Limited Companies.

Registered Office:

P.O. Birla Vikas,
Satna – 485 005 (M.P.)

15th May, 2015

By order of the Board

(Om Prakash Pandey)
Company Secretary



Directors' Report

TO THE SHAREHOLDERS

Your Directors have the pleasure of presenting their Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2015.

ACCOUNTS & FINANCIAL MATTERS

Description	Amount (₹ in lacs)	
	2014-15	2013-14
Gross Income	76491.22	68660.84
Earnings before Interest, Depreciation and Tax (EBIDTA)	3359.89	561.72
Finance Cost	5069.19	3285.81
Profit/(Loss) before Depreciation and Tax	(1709.30)	(2724.09)
Depreciation and Amortization	1761.84	1687.34
Deferred Tax (Credit)	-	(405.55)
Depreciation and Amortization (Net of Deferred Tax Credit)	1761.84	1281.79
(Loss) for the year	(3471.14)	(4005.88)
Surplus brought forward from previous year	439.03	4444.91
Surplus/(Deficit) carried to Balance Sheet	(3032.11)	439.03

In view of the loss, your Directors regret their inability to recommend any dividend for the year under consideration.

GENERAL & CORPORATE MATTERS

Your Company has achieved the gross revenue of ₹ 764.91 crores in the current fiscal as compared to ₹ 686.61 crores for the previous fiscal. Apart from the marginal increase in the gross revenue, there has been a regain in the Company's operations for the year as the loss has been reduced to ₹ 34.71 crores as compared to ₹ 40.06 crores for the previous fiscal.

The Company is largely dependent on the demand from the power & infrastructural sectors. The power sector which is heavily dependent on the coal based thermal power generation has failed to respond to the targeted growth due to the de-allocation process of the coal blocks, which has dampened the thrust on the power generation. The ripple effect has decelerated the growth in the infrastructural and industrial sectors which are inextricably linked with the power sector. This in turn has downplayed the downstream demand for power cables as well. Moreover, a substantial slice of the domestic demand has been acquired by the overseas players. It is reported that the Indian Electrical Industry as a whole has suffered a loss in their market share as the imports have captured 43% of the domestic market, though the cable industry in particular has not conceded its share to the overseas players to this extent.

The Government has enunciated plans for revival of the economy and the industrial growth raising the aspirations of the industry. It also spearheaded a strategic decision to make the Country a choice for manufacture by announcing Make in India policy encouraging investment in manufacturing sector. The Government's thrust on creating ultra mega power plants, metros, airports, railways, ports, roads, smart cities, SEZs would drive the demand. The Government is targeting an addition of 88.5GW in the 12th Plan, this enhancement in the capacity would entail a substantial capital investment. The sub-transmission networks, predominantly underground systems, feeding power to the rising demand from the urban sector are already showing indications of an increase in demand for EHV underground power cables for the years to come. The proposal also includes privatization of the Power Distribution Companies (DISCOM) mainly in the urban areas which would lead to quicker implementation stimulating a surge in demand for the underground power cables.

Your Company has a large capacity for manufacturing EHV cables and has also augmented its capacity for HV & MV cables, hence it is geared to meet the challenges of the growing demand.

As the quality of power is a key issue for the industry segment, your Company has expanded its business in turnkey projects for Capacitor banks where the margins are reasonably remunerative.

In this competitive market, your Company is constantly focusing on optimizing the raw material consumption and production cost, reduction of inventories and rationalization of manpower.



Your Company has technology leadership with its advanced manufacturing facilities and capabilities of manufacturing high-end products which enables it to retain its position as a forefront player. The brand name of your Company maintains its sheen as the most trusted product in the market. Your Company has always maintained its policy to retain talent and also to hone the skills of its employees for deliverance of their capabilities and creativity to contribute to their work place and your Company at large.

SHARE CAPITAL

During the year under review, the Authorized share capital of your Company was increased from ₹ 25 crores to ₹ 45 crores by creating additional 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- each, ranking pari passu in all respect with the existing Equity Shares of the Company.

DEPOSITS

Your Company has not accepted any Deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis, Report on Corporate Governance and a Certificate by the Manager & Chief Operating Officer 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.

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 31st March, 2015, 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 31st March, 2015 and the loss 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;
- (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

The 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 provide risk oversight through their review of potential risks which could negatively impact the operations, the proposed budget and plan, the Company's strategic framework and any risks that may negatively impact it besides inherent risks associated with turnkey projects. The management is committed to ensure an effective internal control environment commensurate with the size, scale and complexity of the operations, 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 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 disclosure with reference to financial statements. The Company's internal controls over financial reporting interalia includes the policies and procedures that pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions



of assets, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP in India and in compliance to other applicable statutory and regulatory provisions, provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of Company's assets that could have a material effect on the financial statements and for preventing and detecting fraud and other irregularities or deliberate mis-statements. Management is responsible for establishing and maintaining adequate disclosure controls and procedures and adequate internal controls over financial reporting with respect to financial statements besides its effectiveness in the context of applicable regulations. The Internal Auditor, the Audit Committee as well as the Board of Directors conduct from time to time an evaluation of the adequacy and effectiveness of the system of internal controls for financial reporting with respect to financial statements.

INDUSTRIAL RELATIONS

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 during the year.

The 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 as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety for its people as well as users and customers.

DIRECTORS

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not included in the total number of directors of the Company. Accordingly, Shri B.R. Nahar [DIN: 00049895], 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.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Kavita A. Sharma [DIN: 07080946] was appointed as an Additional Director in the category of Non-executive Independent Director w.e.f. 6th February, 2015 and she holds office as such up to the date of ensuing Annual General Meeting. Dr. Kavita A. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received requisite notice in writing from a member proposing her candidature as an Independent Director at the ensuing Annual General Meeting. Your Board based on the recommendation of the Nomination and Remuneration Committee recommends appointment of Dr. Kavita A. Sharma as Independent Director not liable to retire by rotation for a period of 5 years with effect from 6th February, 2015.

Shri D.R. Bansal, Chief Mentor & Executive Director retired from the services of the Company at the close of business hours on 4th May, 2015 and consequently ceased to be a Director on the Board as well with effect from 5th May, 2015. The Board placed on records its deep sense of appreciation for very long and valuable association of Shri D.R. Bansal in various official capacities with the Company with enriching career spanning over more than five decades. He would, however, remain associated with the Company in the non-executive position as "Chief Mentor & Advisor".

The details of Directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement with Stock Exchanges are given in the Notice of the Annual General Meeting, which is being sent to the shareholders along with Annual Report.

KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee has approved the appointment and terms of remuneration of Shri Y.S. Lodha as "Manager and Chief Executive Officer" of the Company for the period of three years with effect from 15th May, 2015 subject to approval of shareholders by way of a special resolution at the ensuing Annual General Meeting of the Company.

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee approved the appointment and terms of remuneration of Shri Amitava Bose as "Manager and Chief Operating Officer" of the Company for the period of three years with effect from 5th May, 2015. Subsequently, the members of the Company, through Postal Ballot, also approved the said appointment and terms of remuneration of Shri Amitava Bose as Manager and Chief Operating Officer.

During the year under review, the Board of Directors appointed Shri Om Prakash Pandey as Company Secretary with effect from 19th May, 2014 and Shri Rakesh Barmecha as Chief Financial Officer with effect from 10th August, 2014.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company viz. Shri S.S. Kothari, Shri S.C. Jain, Dr. S.R. Jain, Shri Dinesh Chanda and Dr. Kavita A. Sharma 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 and Clause 49 of the Listing Agreement with stock exchanges. 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 in the Companies Act, 2013, rules made thereunder as well as relevant provisions of Clause 49 of the Listing Agreement with stock exchanges.

MEETINGS OF BOARD AND COMMITTEES

During the year under review, the Board met five times viz. on 19th May, 2014, 10th August, 2014, 11th November, 2014, 6th February, 2015 and 31st March, 2015. Details of all Board Committees along with their composition and meetings held during the year under review are given in the Report on Corporate Governance.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and as stipulated under Clause 49 of the Listing Agreement, the Board of Directors of the Company carried out the formal annual performance evaluation of all the Directors and also its self-evaluation process, inter alia, to assess the skill set and contribution that are desired, recognising that competencies and experiences evolves over time. 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 based on structured self-assessment and personal interaction to ascertain feedback 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 reviewed and discussed the annual performance evaluation of Directors carried out by the Nomination and Remuneration Committee. A statement in detail 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 manner of selection of Directors and the Key Managerial Personnel of the Company. The NRC recommends appointment of Director based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder. 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 said policy earmark the principles of remuneration and ensures a well balanced and performance related compensation package taking into account shareholders' interest, industry practices and relevant corporate regulations in India.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism and 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. 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

In terms of provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 in the last Annual General Meeting, Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W), were appointed as Statutory Auditors for period of upto three financial years starting from 1st April, 2014, to hold office until the conclusion of the next third Annual General Meeting (72nd AGM) of the Company subject to ratification by shareholders in the subsequent Annual General Meetings. Accordingly, the Board of Directors of the Company at its meeting held on 15th May, 2015 recommended to members of the Company, the ratification of appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, as the Auditors of the Company. A Certificate has been received from them to the effect that their appointment as Auditors, is ratified would be in accordance to the provisions of Section 139 and 141 of the Company Act, 2013.

The Notes on financial statement referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

The Board of Directors has appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors for conducting audit of the cost accounts maintained by the Company in respect of 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.

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 Rajesh Kumar Mishra & Associates, a firm of Company Secretaries in Practice were appointed to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. There are no adverse remarks or observations made by Messrs Rajesh Kumar Mishra & Associates in the Secretarial Audit Report. The Report of the Secretarial Auditor is given in Annexure 'A', which is attached hereto and forms a part of the Directors' Report.

RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year under review by the Company were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company with 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 approval. Prior omnibus approval of the Audit Committee is obtained for the 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 approval on quarterly basis. The Company has developed a Policy on materiality of and dealing with Related Party Transactions. The policy on materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and the same is available at the following weblink http://www.unistar.co.in/pdf/Policy_Relate_Party_Transactions.pdf

JOINT VENTURE

The Company has two joint ventures viz. Birla Ericsson Optical Limited and Birla Furukawa Fibre Optics Private Limited (formerly known as Birla Furukawa Fibre Optics Limited).

Birla Ericsson Optical Limited was established as a joint venture company, in pursuance to a Joint Venture Agreement entered into by your Company alongwith Vindhya Telelinks Limited and Ericsson Cables AB, Sweden. Birla Furukawa Optics Fibre Private Limited was established as a joint Venture Company, in pursuance to a Joint Venture Agreement entered into between your Company and Furukawa Electric Co. Ltd., Japan. Your Directors are pleased to inform that both joint ventures viz. Birla Ericsson Optical Ltd. and Birla Furukawa Fibre Optics Private Limited have achieved satisfactory financial performance during the year under review. There has been no change in the number of joint ventures or in nature of business of joint ventures.

A Statement containing the salient features of the financial statement of joint ventures 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 part of the Annual Report.

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

The particulars of Loans, Guarantees and Investment in pursuance to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

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

As required under Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the ratio of the remuneration of each Director to the median employee's remuneration and such other details as prescribed therein are given in Annexure 'B', 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 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of an employee of the Company are given in Annexure 'C', which is attached hereto and forms a part of the Directors' Report.

EXTRACT OF ANNUAL RETURN

An Extract of Annual Return as per Section 92(3) of the Companies Act, 2013 is given in Annexure 'D', 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 'E', 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 on these items during the year under review :

- (a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- (c) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (d) During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Board desires to place on record its grateful appreciation for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the bankers, investors, suppliers, esteemed customers and other business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's employees at all level in a challenging and difficult business environment.

Yours faithfully,
Harsh V. Lodha
(DIN: 00394094)
S.R. Jain
(DIN: 00364293)
S.S. Kothari
(DIN: 00005428)
S. C. Jain
(DIN: 00194087)
Dinesh Chanda
(DIN: 00939978)
B.R. Nahar
(DIN: 00049895)
Dr. Kavita A. Sharma
(DIN: 07080946)

Chairman

Directors

New Delhi, 15th May, 2015



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

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

To,
The Members,
Universal Cables Limited
P.O. Birla Vikas
Satna-485 005 (M.P.)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Universal Cables 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, 2015 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, 2015 according to the provisions of -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- (iv) 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;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period); and
 - (e) 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;
- (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
- (xiii) The Payment of Gratuity Act, 1972
- (xiv) The Contract Labour (Regulation and Abolition) Act, 1970
- (xv) The Child Labour Prohibition and Regulation Act, 1986
- (xvi) The Apprentices Act, 1961
- (xvii) The Equal Remuneration Act, 1976
- (xviii) The Employment Exchange (Vacancies) Act, 1976
- (xix) The Environment (Protection) Act, 1986
- (xx) The Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2008



- (xxi) The Water (Prevention and Control of Pollution) Act, 1974
(xxii) The Air (Prevention and Control of Pollution) Act, 1981
(xxiii) The Indian Contract Act, 1872
(xxiv) The Income Tax Act, 1961 and Indirect Tax Laws
(xxv) The Indian Stamp Act, 1999

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit Period).
(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

I further report that Boards of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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 the Board of Directors in their meeting held on 31st March 2015 approved the further issue of equity shares by way of Rights Issue subject to approval of the members. The Rights Issue is under process.

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

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

However the members of the Company have passed following resolutions through postal ballot:

- Special Resolution pursuant to Section 180(1)(c), 180(2) of the Companies Act, 2013; and
- Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.

For :- R.K. Mishra & Associates
(Company Secretaries)

Rajesh Kumar Mishra
(Partner)

Place : Satna
Date : 15.05.2015

CP No. 4433
FCS No. 5383


ANNEXURE 'B'
DETAILS OF THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND SUCH OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2014-15 (₹ in lacs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of Remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Shri D. R. Bansal <i>Chief Mentor & Executive Director</i>	100.67	Nil*	56.71:1	The total remuneration of Key Managerial Personnel during the financial year 2014-15 was ₹125.44 lacs. During the financial year 2014-15, the Company has achieved the gross revenue of ₹764.91 crores and incurred the loss of ₹ 34.71 crores.
2	Shri Rakesh Barmecha <i>Chief Financial Officer</i>	14.45	Nil*	N.A.	
3	Shri Om Prakash Pandey <i>Company Secretary</i>	10.32	Nil*	N.A.	

Notes: (i) No other Director other than the Chief Mentor & Executive Director received any remuneration other than sitting fees during the financial year 2014-15.

(ii) *There was no increase in the remuneration of the Chief Mentor & Executive Director during the financial year 2014-15. Further, Shri Rakesh Barmecha, Chief Financial Officer and Shri Om Prakash Pandey, Company Secretary were appointed during the financial year 2014-15.

2. The median remuneration of employees of the Company during the financial year was ₹1.74 lacs.
3. In the financial year 2014-15, there was an increase of 5.42% in the median remuneration of employees.
4. There were 1097 permanent employees on the rolls of Company as on 31st March, 2015.
5. Relationship between average increase in remuneration and company performance: During the financial year 2014-15, the increase in the remuneration of staff was an Annual Increment as per the Policy of the Company and the increase in the wages of workers was as per Wage Agreement. The Company has been able to achieve gross revenue of ₹ 764.91 crores in the financial year 2014-15 as compared to ₹ 686.61 crores for the previous year. The loss suffered for the year has decreased to ₹ 34.71 crores as compared to ₹ 40.06 crores for the previous year.
6. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

	Closing Market Price Per Share (₹)		Percentage Increase	Price Earnings Ratio		Market Capitalisation (₹ in lacs)	
	As on 31.03.2014	As on 31.03.2015		As on 31.03.2014	As on 31.03.2015	As on 31.03.2014	As on 31.03.2015
NSE	25.80	38.85	51%	N.A.*	N.A.*	5967.61	8986.10
BSE	25.95	38.15	47%	N.A.*	N.A.*	6002.30	8824.19

*EPS in negative.

The Company has not made any Public Issue or Rights Issue of securities in the last 10 (ten) years, and therefore no comparison has been made of current share price with public offer price.



7. Average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 4.17%. There was no increase in the remuneration of managerial personnel.
8. There was no variable component in the remuneration availed by the Directors in the financial year 2014-15.
9. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : During the financial year 2014-15, the Chief Mentor & Executive Director was the highest paid Director. No employee received remuneration higher than the Chief Mentor & Executive Director.
10. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy of the Company.

ANNEXURE 'C'

PARTICULARS OF EMPLOYEE AS PER SECTION 197 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2015.

Name	Designation	Remuneration received (₹ in lacs)	Qualification	Experience (Years)	Date of commencement of Employment	Age (Years)	Previous Employment held
Shri D.R. Bansal	Chief Mentor & Executive Director	100.67	M.Sc.	53	01.08.1964	75	Hindustan Gum & Chemicals Ltd., Bhiwani (Designation-Sales Incharge & Chief Chemist)

Notes :

- (1) The employment is contractual.
- (2) Other terms & conditions are as per Company's Rules & Regulations.
- (3) Shri D.R. Bansal is not a relative of any Director of the Company.
- (4) Remuneration received includes Salary, Company's contribution to Provident Fund and taxable value of Perquisites.
- (5) Shri D.R. Bansal does not own more than 2% of the outstanding shares of the Company as on 31st March, 2015.



FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[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	L31300MP1945PLC001114
(ii) Registration Date	6th March, 1945
(iii) Name of the Company	Universal Cables Limited
(iv) Category/Sub-Category of the Company	Company limited by Shares
(v) Address of the Registered Office and contact details	P.O. Birla Vikas, Satna - 485 005 (M.P.) Telephone No. (07672) 414000 Fax No. (07672) 257131 E-mail: headoffice@unistar.co.in
(vi) Whether listed Company	Yes
(vii) Name, address and contract details of Registrar and Transfer Agent, if any	M/s Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078 Phone No. (022) 25946970 Fax No. (022) 25946969 E-mail - rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Cables	85446020 & 85446030	89.10

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.	Vindhya Telelinks Limited Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)	L31300MP1983PLC002134	Associate	29.15	2(6)
2.	Birla Ericsson Optical Limited Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)	L31300MP1992PLC007190	Associate	13.00	2(6)
3.	Birla Furukawa Fibre Optics Private Limited Plot No. L-62 to L-64, Verna Industrial Estate, Verna, Salcette, Goa - 403 722	U33200GA2009PTC006140	Associate	37.28	2(6)

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 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% 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)	-	-	-	-	-	-	-	-	NIL
(d) Bodies Corporate	11865696	289968	12155664	52.55	11934666	220998	12155664	52.55	NIL
(e) Bank/FI	-	-	-	-	-	-	-	-	NIL
(f) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (1)	11865696	289968	12155664	52.55	11934666	220998	12155664	52.55	NIL



Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(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)	11865696	289968	12155664	52.55	11934666	220998	12155664	52.55	NIL
B. Public Shareholding									
(1) Institutions									
(a) Mutual Fund/UTI	50	1150	1200	0.01	50	1150	1200	0.01	NIL
(b) Bank/FI	58075	94383	152458	0.66	25113	94383	119496	0.52	(-) 21.62
(c) Central Government	-	-	-	-	-	-	-	-	NIL
(d) State Government(s)	-	740	740	-	-	740	740	-	NIL
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	810462	1290	811752	3.51	810462	1290	811752	3.51	NIL
(g) FIs	-	500	500	-	-	500	500	-	NIL
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Other (Specify)	-	-	-	-	-	-	-	-	NIL
Sub-Total (B) (1)	868587	98063	966650	4.18	835625	98063	933688	4.04	(-) 3.41
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	2235270	62833	2298103	9.94	2528015	7118	2535133	10.96	(+) 10.31
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
(b) Individuals									
(i) Individual Shareholders holding nominal Share Capital upto ₹ 1 lac	2469124	832500	3301624	14.27	2276611	809447	3086058	13.34	(-) 6.53
(ii) Individual Shareholders holding nominal Share Capital excess of ₹ 1 lac	2387571	52437	2440008	10.55	2484612	52437	2537049	10.97	(+) 3.98
(c) Others (Specify)									
(i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	20886	20886	0.09	-	20886	20886	0.09	NIL
(ii) Other Foreign Nationals	31070	8500	39570	0.17	26126	8744	34870	0.15	(-) 11.88
(iii) Clearing Members/ Clearing House	147357	-	147357	0.64	66514	-	66514	0.29	(-) 54.86
(iv) Trusts, Society, etc.	696280	1064112	1760392	7.61	696280	1064112	1760392	7.61	NIL
Sub-Total (B) (2)	7966672	2041268	10007940	43.27	8078158	1962744	10040902	43.41	(+) 0.33
Total Public Shareholding (B)=(B)(1)+(B)(2)	8835259	2139331	10974590	47.45	8913783	2060807	10974590	47.45	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	20700955	2429299	23130254	100.00	20848449	2281805	23130254	100.00	NIL

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2014			Shareholding at the end of the year as on 31.03.2015			% 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	Vindhya Telelinks Limited	4839908	20.92	-	4839908	20.92	-	NIL
2	The Punjab Produce & Trading Company Private Limited	2910128	12.58	-	2910128	12.58	-	NIL
3	Gwalior Webbing Co. Pvt. Limited	1688573	7.30	-	1688573	7.30	-	NIL



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2014			Shareholding at the end of the year as on 31.03.2015			% 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	
4	Birla Ericsson Optical Limited	1107407	4.79	-	1107407	4.79	-	NIL
5	Birla Corporation Limited	468000	2.02	-	468000	2.02	-	NIL
6	Trilochan Vyapaar Private Limited	266431	1.15	-	266431	1.15	-	NIL
7	Birla Financial Corporation Limited	205869	0.89	-	205869	0.89	-	NIL
8	East India Investment Co. Pvt. Ltd.	209371	0.91	-	209371	0.91	-	NIL
9	Insilco Agents Limited	109710	0.47	-	109710	0.47	-	NIL
10	Baroda Agents & Trading Company Private Limited	121058	0.52	-	121058	0.52	-	NIL
11	August Agents Limited	71915	0.31	-	71915	0.31	-	NIL
12	Punjab Produce Holdings Limited	53224	0.23	-	53224	0.23	-	NIL
13	Laneseda Agents Limited	35000	0.15	-	35000	0.15	-	NIL
14	Mudra Fintrade Private Limited	34615	0.15	-	34615	0.15	-	NIL
15	Canberra Traders Private Limited	34230	0.15	-	34230	0.15	-	NIL
16	Express Dairy Company Limited	125	0.00	-	125	0.00	-	NIL
17	Hindustan Gum & Chemicals Limited	100	0.00	-	100	0.00	-	NIL
	Total	12155664	52.55	-	12155664	52.55	-	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 during the year			
Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	No change during the year			

(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	Hindustan Medical Institution	1064112	4.60	1064412	4.60
2	Mr. Radhey Shyam Agrawal	862014	3.73	862014	3.73
3	Eastern India Educational Institution	646251	2.79	646251	2.79
4	The Oriental Insurance Company Ltd.	480462	2.08	480462	2.08
5	Bakliwal Fincom Pvt. Ltd.	358090	1.55	349133	1.51
6	The New India Assurance Co. Limited	330000	1.43	330000	1.43
7	Raghvendra Mohta	326066	1.41	326066	1.41
8	Sharda Builders & Promoters Pvt. Ltd.	295240	1.28	295240	1.28
9	Adonis Niryat Private Limited	259199	1.12	360620	1.56
10	Ashok Kumar Damani	242103	1.05	159844	0.69
11	Profitex Shares and Securities Pvt. Limited	-	-	224000	0.97



(v) Shareholding of Directors and Key Managerial Personnel

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
Shri Harsh V. Lodha (Chairman)				
At the beginning of the year	7950	0.04	7950	0.04
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.) Date : 06.03.2015 - Transfer	-	-	2751	(+) 0.01
At the end of the year	-	-	10701	0.05
Dr. S. R. Jain				
At the beginning of the year	100	-	100	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	-	-	-	-
At the end of the year	-	-	100	-
Shri S. S. Khotari				
At the beginning of the year	100	-	100	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	-	-	-	-
At the end of the year	-	-	100	-
Shri S. C. Jain				
At the beginning of the year	100	-	100	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	-	-	-	-
At the end of the year	-	-	100	-
Shri Dinesh Chanda				
At the beginning of the year	150	-	150	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	-	-	-	-
At the end of the year	-	-	150	-
Shri B.R. Nahar (appointed w.e.f. 19.05.2014)				
At the beginning of the year	-	-	-	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.) Date : 06.06.2014 (purchase from market)	-	-	100	-
At the end of the year	-	-	100	-



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
Dr. Kavita A. Sharma (appointed w.e.f. 06.02.2015)				
At the beginning of the year	-	-	-	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
Date : 06.02.2015 (purchase from market)	-	-	100	-
At the end of the year	-	-	100	-
Shri D. R. Bansal (Chief Mentor & Executive Director)				
At the beginning of the year	100	-	100	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	-	-	-	-
At the end of the year	-	-	100	-
Shri Om Prakash Pandey Company Secretary (w.e.f. 19.05.2014)				
At the beginning of the year	-	-	-	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
Date : 20.02.2015 (purchase from market)	-	-	2	-
At the end of the year	-	-	2	-
Shri Rakesh Barmecha Chief Financial Officer (w.e.f. 10.08.2014)				
At the beginning of the year	-	-	-	-
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)				
Date : 19.12.2014 (purchase from market)	-	-	1	-
At the end of the year	-	-	1	-

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

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	17395.65	13315.21	-	30710.86
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	3.74	-	-	3.74
Total (i+ii+iii)	17399.39	13315.21	-	30714.60



	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	-	6460.08	-	6460.08
• Reduction	692.71	-	-	692.71
Net Change	(692.71)	6460.08	-	5767.37
Indebtedness at the end of the financial year				
(i) Principal Amount	16704.55	19775.29	-	36479.84
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	2.13	-	-	2.13
Total (i+ii+iii)	16706.68	19775.29	-	36481.97

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Chief Mentor & Executive Directors

Sl. No.	Particulars of Remuneration	Name of Chief Mentor & Executive Director - Shri D.R. Bansal Amount (₹ In lacs)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	84.15 5.83 -
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)	10.69
	Total (A)	100.67

B. Remuneration to other Directors

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount
		Dr. S.R. Jain	Shri S.S. Kothari	Shri S.C. Jain	Shri Dinesh Chanda	Dr. Kavita A. Sharma	
1	Independent Directors						
	Fees for attending Board/ Committee Meetings	3.65	3.75	2.35	3.75	0.40	13.90
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	3.65	3.75	2.35	3.75	0.40	13.90
2	Other Non-Executive Directors	Shri Harsh V.Lodha		Shri B.R. Nahar			
	Fee for attending Board/ Committee meetings			1.80	1.80		3.60
	Commission			-	-		-
	Others, please specify			-	-		-
	Total (2)			1.80	1.80		3.60
	Total (B)=(1+2)						17.50


C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Wholetime Director

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Shri Om Prakash Pandey* Company Secretary	Shri Rakesh Barmecha* Chief Financial Officer	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	8.51	12.08	20.59
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.85	1.41	2.26
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify –	0.96	0.96	1.92
	Total (C)	10.32	14.45	24.77

* Employed for part of the year

Shri Om Prakesh Pandey w.e.f. 19th May, 2014 and Shri Rakesh Barmecha w.e.f. 10th August, 2014.

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 'E'
PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS PER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.
(A) CONSERVATION OF ENERGY

The Company is conscious of environmental impact of its operations and always strives to reduce energy consumption by close monitoring, performance review and replacement of inefficient equipment on regular basis.

Some of the energy conservation measures undertaken during the year are described below :-

- Substantial reduction in consumption of Furnace oil/ steam by replacement of high capacity boiler with compact instant type boilers.
- Replacement of high energy consuming slip ring motor control systems by energy efficient variable frequency (VFD) AC drives.
- Substantial improvement in cooling efficiency of HVAC plant of VCV lines by re-engineering of utility lines.
- Minimization of power losses by installation of LC filters in main power supply lines.

The company is gradually switching over to solar power by installing solar lamps for street lighting, security gates and emergency lighting.

The Company has made a capital investment of ₹12.61 Lacs towards purchase of 2 Nos. fuel efficient instant type compact boilers.



(B) TECHNOLOGY ABSORPTION

I. Technology absorption, adaption and Innovation

1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	The Company absorbs and adapts the technologies on a continuous basis to meet its specific product needs from time to time. Innovation in process control, product development, cost reduction and quality improvement are being made on a continuous basis looking to the market requirements.
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	<ul style="list-style-type: none"> • Import substitution as overall cost reduction. • Cost Optimization. • Improvement in productivity and overall operational efficiency.
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year), following may be furnished: (a) Technology imported (b) Year of import (c) Has technology been fully absorbed? If not fully absorbed, areas where this has not taken place and the reasons thereof and future plans of action	Technical know-how from Furukawa Electric Co. Ltd., Japan for the manufacture of 132 kV to 400 kV XLPE Cables by Continuous Vulcanization (CV) process using VCV Line. 2006-07 (The validity of the Technical Collaboration Agreement came to an end in April, 2013) Technology imparted is fully absorbed

II. Research and Development (R&D)

1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	<ul style="list-style-type: none"> • Elastomeric insulated flexible solar cables for use in photovoltaic system. • LV & MV cables having special flame retarding and fire survival properties for use in Metro Rail Networks. • Cost competitive insulation & sheathing grade materials.
2.	Benefits derived as a result of the above R&D	Enhanced Product Range in line with rapidly changing markets needs.
4.	Expenditure on R&D	(a) Capital ₹ 33.17 Lacs (b) Recurring ₹ 137.12 Lacs (c) Total ₹ 170.29 Lacs

(C) Foreign Exchange Earnings and Outgo

Details of foreign exchange earning and outgo are contained in Note No. 43 of the Notes to the Financial Statements.

Harsh V. Lodha
(DIN: 00394094)

Chairman

S.R. Jain
(DIN: 00364293)

S.S. Kothari
(DIN: 00005428)

S. C. Jain
(DIN: 00194087)

Dinesh Chanda
(DIN: 00939978)

B.R. Nahar
(DIN: 00049895)

Dr. Kavita A. Sharma
(DIN: 07080946)

Directors



Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company has etched an outstanding track record as the leading manufacturer of power cables and capacitors. The Company's brand "UNISTAR" enjoys an enviable recognition and has been a trailblazer embodying quality backed by world-class manufacturing technology.

The Company has kept in pace with the changing dynamics in the market place by upgrading its technology and aligning its business model to meet the customer values. This is central to its long term success. The Company has strengthened its manufacturing vertical in the Extra High Voltage and High Voltage Power Cable product groups. Keeping its thrust mainly on high-end products and turnkey projects, the Company has reformatted its business portfolio.

The demand driver for power cables and capacitors is contingent to the growth of the power sector and the infrastructural segment. The Union Budget 2015-16 is a clear indication on the Government's initiatives to actualize the drive to boost the infrastructure segment. The proposed outlay in the power sector is higher than the previous outlay with a commitment to ensure 24x7 power supply. This includes setting-up of 5 new Ultra Mega Power Projects each of 4000MW, boost on efficient Thermal Power Plants. The Budget for the Renewable Energy has been increased fivefold with support from National Clean Energy Fund (NCEF), apart from additional budget from the Indian Railways. Substantial budget has been allocated for the Nuclear Power development. Thrust has also been laid on augmentation of rural electrification. This gives the industry the confidence of a robust demand. The caveat to this optimism is the issue on fuel shortage and recovery of the health of the power distribution companies which insofar is unclear.

For revival of the economy and industrial growth, the Government has laid a bold thrust in other infrastructural sectors e.g., resolution of deadlocks in coal sector, revival of Special Economic Zones (SEZs), development of 100 Smart Cities, new ports, airports in Tier-I & II cities, accelerating implementation of Dedicated Freight Corridors, Metro Rail Systems in Tier-II cities, increased outlay for roads and Railways.

The industrial sector is enthused with the changing dynamics ushered in by the Government's "Make in India" campaign. This is expected to bring a level playing field in the competitive environment and boost the demand from the Original Equipment Manufacturing (OEM) sector.

Balancing the power demand-supply equation is one of the main challenges of the power sector to deliver power to the consumer's door step; hence, it is imperative to bridge the imbalance between the power generation and the distribution. In this regard, the transmission and the sub-transmission sector is being expanded and strengthened. The sub-transmission network bordering the cities and towns are largely using underground bulk power corridors, which is the gateway to bringing power to the metropolis. This is being augmented by transmission companies giving a boost to the demand of Extra High Voltage Power Cables.

By & large the industry is excited with these multi-pronged thrust areas proposed by the Government as this would stimulate the economy to a high growth trajectory.

PRODUCT-WISE PERFORMANCE, OPPORTUNITIES, THREATS & BUSINESS OUTLOOK

Power Cables & Capacitors

Gross revenue during the year was ₹ 764.91 crores as compared to ₹ 686.61 crores during the previous year.

EHV Power Cables

Historically, the EHV power cable demand has been cyclical in nature as the underground power transmission in the Country was in its embryonic stage. Presently, with the thrust on the transmission sector, the landscape of the sub-transmission network has transformed favouring the underground transmission; therefore, the signals are clear that the demand for EHV power cables is maturing to a steady growth rate. The expanding metropolis and the suburban areas are catalyzing the growth in demand for underground Extra High Voltage Power Transmission. All the power utilities have conceded that overhead power transmission in metropolis and populated areas are not viable due to right-of-way issues. As a result, implementation of underground EHV cable network for injecting the growing power requirement for the cities and the satellite towns is the only solution. As a growth plan strategy, the Company has its key focus on this segment. Having envisioned this market scenario, the Company installed two State-of-the-Art Vertical Continuous Vulcanization (VCV) lines, to cater to this market segment. The Company having inducted technology from the Furukawa Electric Co. Ltd., Japan through a technical collaboration had been successful in making inroads in the most potential market segment of the 220kV Class. The Company's next step is in the 400kV segment where it has already manufactured and Type Tested the cable at CESI, Germany. In order to undertake turnkey solutions in underground EHV cable transmission projects, the Company has institutionalized an engineering and construction cell. Presently, the Company owns the largest market share in this segment.



Rubber Cables for Original Equipment Manufacturers & Industries

The Company has strong foot-print for specialty cables commanding a major share of the market, catering mainly to the Original Equipment Manufacturers (OEMs) and the infrastructural segment e.g., the Railways, Wind Energy, Oil Rig Manufacturers, Mining Industries, Steel Plants, Petro-chemicals Plants, Cement Plants, Ship Building and Heavy Engineering Industries. In these segments, the Wind Energy segment constitutes the major volume of the market where the country ranks 5th amongst the Wind Energy producing countries. The growth is expected to accelerate by addition of 10GW per year. The Company has acquired the leading market share for the Wind Turbine Cables. The Company has recently developed Solar Cables which have been certified by TUV. The Government has laid major thrust on the Solar Energy segment having abundant resource of almost 300 days of sunshine per annum. The Company addresses this as a major growth opportunity. The Company is contemplating to increase its capacity and modernize its technology to take advantage of this fast growing market. The Company is the forerunner in the niche market of environmentally safe cables having low toxic emission in fire condition and operability under direct fire. The in-house compounding facilities for formulating the special rubber cable compounds, provides the versatility of manufacturing a wide spectrum of customized cables. The Company employing its advanced manufacturing facility of Pressurized Liquid Salt Bath Curing Vulcanization (PLCV) process, the only of its kind in India, has a technical supremacy in terms of quality rendering longer operational life of the product.

MV Power Cables

The leading industry players have expanded their capacity based on the road map chalked out by the Government to accelerate growth in the power and infrastructural sector. As the economy has been passing through testing times due to the protracted economic recession resulting to the lower growth, there has been a substantial mismatch in the demand and supply balance. This has led to intense competition in this segment. It is evident from the Government's projected capital outlay that the power and the infrastructural sector would clock a higher growth in the year 2015-16 and thereon, espousing buoyancy in the demand for power cables. During the year, the Company has taken the leading position in Metro Rail Projects. This has given the Company a strong credential for acquiring future Metro Rail Projects which are on the anvil. The Company has made a strategic investment in augmenting the manufacturing capacity which would enable the Company to acquire and sustain a larger market share and improve its earnings.

LV Cables

In the power cable segment, the low voltage constitutes the largest volume, however, this market remains inundated with a plethora of regional players. The market space is over crowded with a deluge of inferior quality products and is intensely competitive. In the near horizon, improvements in price levels are not foreseen. As a strategy, the Company does not intend to increase its capacity in this low margin segment. Notwithstanding, the Company focuses on project requirements which are approved and screened by the consultants giving room to quality manufacturers. The Company mainly focuses on the projects where special LV power cables are required e.g., Zero Halogen Low Smoke (ZHLS) and Fire Retardant Low Smoke (FRLS) cables.

Light Duty Wires & Cables

In the Light Duty Wires & Cables segment, there has been a decline in growth in the winding wires and Flat Cables for the submersible pump motors which is dependent on monsoon timings and the amount of rainfall. The erratic monsoon had affected the demand from the farmers. As the pump manufacturers are focusing on export business to off-set the short fall in the domestic demand, the demand for Flat Cables & Winding Wires is expected to pick-up in the next Financial Year. The LT Power Cable demand is also expected to increase with the growth in the infrastructural & industry segment.

Exports

The Company maintains its status as "Star Export House". The Company is a member of the Federation of Indian Export Organization (FIEO) which gives the Company a formidable recognition as a manufacturer and an exporter. With the slow down in the Indian economy and the volatility in the exchange rate, the Company has laid its focus on the overseas market and has been successful in attaining a quantum leap in growth in the export business, thereby, somewhat de-risking the volatility of the currency fluctuations.

Overseas Competition

The Indian market is keenly watched by some of the European, Korean and Chinese players. There have been sporadic attempts and successes by these foreign players in winning contracts from the Indian customers; however, these foreign manufacturers who are mainly concentrating on the EHV market does not pose a major threat to the Indian industry which is now matured to compete with the foreign players. The industry concedes to the fact that the competition from the foreign players is here to stay, especially with the ongoing Free Trade Agreements. The Company with its technological up-gradation is at par with the best-of-class global players and is geared to compete with the foreign players.



Capacitors

Being an energy cost saving device, the demand outlook for Capacitors seems to be optimistic, especially in view of the constant hikes in power tariff.

The product portfolio of the Capacitor division comprises of LT & HT Capacitors upto 132kV Class and also Automatic Switched Capacitors for 11kV Class. The demand in this segment is in an upward trend; however, the requirement is generated through Turnkey projects where the Company is an active player. In the LV segment, the Company is manufacturing All PP Capacitors. The LV Capacitor segment is intensely competitive as the Company has to face competition with competitors offering a cheaper version with Metallized PP.

The Company has diversified its activities for harmonic filters, special type RC & C filters against which orders from India and overseas projects are being catered.

In line with the competition, the Company needs to implement a forward and backward integration plan to increase its product basket for offering cost effective products and services.

Financial Review

The financial performance of the Company during the year 2014-15 is stated as below:

- There has been a Loss in the current fiscal of ₹ 34.71crores as compared to a Loss of ₹40.06 crores in the previous year which is mainly due to increased interest cost and continuing competitive pressure on the margins.
- Financial cost has increased from ₹ 32.86 crores, by ₹17.83 crores to ₹ 50.69 crores as compared to the previous year on account of higher interest rates, increased borrowings for working capital requirements arising from the delayed payment from customers.
- Borrowings increased due to increase in the Working Capital requirement arising from delayed payment from customers and larger fund requirements for higher volume of turnkey projects.
- The market value of quoted investment increased to ₹ 205.40 crores from ₹ 73.39 crores in the previous year.
- The level of inventories has increased from ₹ 104.93 crores to ₹ 113.69 crores despite implementing strict inventory management.
- Trade Receivables increased to ₹ 252.76 crores as on 31st March, 2015 as compared to ₹ 236.62 crores as at the end of the previous year .
- The Company is realizing Industrial Investment Promotion Assistance from the State Government. The Seven years benefits have completed on 31st March 2014. Amount to be received from TRIFAC as on 31st March, 2015 is ₹ 6.76 crores.

RISK AND CONCERNS

Your Company is exposed to several risk factors which are linked with the economic volatilities. Your Company maintains a risk management strategy to anticipate and mitigate the impact of these risks. The key risk elements on which your Company is vigilantly keeping a watch on are stated below:

Competition Risk:

The nature of competitive risk is distinct in each product group. In the EHV segment, the competition is from both, the Indian and the overseas manufacturers. The risk involves entry barriers which are gradually being made more stringent by the customers to screen out the number of players. It is imperative for your Company to acquire performance record credentials from the user on supply and installation to qualify as an eligible bidder. Your Company has to keep at par with the development and innovation introduced by the multinational companies to avoid the risk of obsolescence. In the MV segment, new entrants pose a risk on the price competitiveness. The LV segment comprises of low-quality-low-margin product. The product for this segment is under risk with deeper market encroachment by these manufacturers. Your Company is addressing to the quality conscious customers to retain its market share.

Key Employees Risk:

Your Company retains a team of qualified and experienced personnel where the attrition rate is lower than the industry average. Poaching of personnel by other industries both domestic and overseas is a risk factor. The loss of key personnel to competition is a risk where your Company's technical information would be acquired by the competitors. Your Company is motivating and rewarding employees to retain its employees. Your Company also maintains a policy to acquire talent as a succession plan and growth strategy.



Raw Material Price Risk:

The prices of international commodities e.g., copper, aluminium and polymers, which are the key raw material components, are subject to considerable price volatility. Since the market prices of cables are generally on firm price basis, the volatility of these commodities can severely impact the cost of the product which has to be borne by your Company. Your Company gives priority to customers who allow price variation on input raw materials. Firm price contracts with protracted deliveries are given less preference to avoid such risk. Scarcity of polymers in the global market is a risk in terms of meeting customer's delivery commitments and also the price hikes of the polymers. Over and above, these polymer prices are sensitive to the crude oil prices. Your Company is ameliorating such risk by procuring the materials in tranches to even-out the price fluctuations.

Exchange Rate Risk:

Your Company is exposed to the risk of foreign exchange rate fluctuations. As a matter of prudent foreign exchange management, all foreign currency exposures are closely monitored and forward covers are taken, wherever it is deemed appropriate.

Working Capital Risk:

Your Company caters to the infrastructural and industrial segments, which largely depends on the economic buoyancy. Therefore, any setback in the economy directly impinges on the demand emerging from the infrastructural and industrial segments. The risk of economic downturn could lead to fund scarcity which in turn would effect working capital requirements of your Company. Your Company gives priority to the customers who have sound financial locus standi. Your Company closely monitors the working capital requirements by constant follow up on receivables and maintaining lean symmetric inventories.

Liquidity Risk:

The Customers have become more demanding in terms of price and delivery period. Owing to intense competition, short delivery contracts have to be accepted by your Company. In case of failure to meet the delivery period, your Company is at a risk of being imposed with penalty or liquidated damage. Your Company is constantly mitigating its internal constraints to improve the efficiencies in an integrated manner in all the functional areas to reduce the possibilities of such risk.

Operational Risk:

Operational risks related to people, processes, systems and external factors have a potential risk on your Company's performance. To reduce such risk, your Company has a risk-review policy in all areas of operations.

Project Risk:

Your Company has ventured into large turnkey projects. To implement such projects, statutory obligations from various authorities relating to right-of-way permissions are necessary. As these statutory obligations are neither in the control of the user nor the contractor, this is a potential risk which may cause deferment of the projects resulting to blockage of receivables and cost over-run. Your Company is carefully weighing the options of selecting the projects based on feasibility of timely implementing the projects.

INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal control in place, which assures of:

- Authorization, recording and reporting of transactions.
- Recording and safeguarding of assets.
- Maintenance of accounting records and reliability of financial information.

Key elements are:

- Clear and well defined organization structure and limits of financial authority.
- Corporate policies for financial reporting, accounting, information security, investment appraisal and corporate governance.
- Annual budgets and business plan, identifying key risks and opportunities.
- External firm of Chartered Accountants to carry out internal audit of all functions including physical verification of inventories and fixed assets.
- Audit Committee of the Board which monitors and reviews all risks and control issues and financial matters.



- Computerized and integrated financial and accounting functions, information feedback system of process parameters and back tracing from finished products to raw material stage.
- Routine evaluation of all financial operating and information technology system.
- Laying down risk assessment and minimization procedures and regular review of the same.

INDUSTRIAL RELATIONS, HUMAN RESOURCE DEVELOPMENT AND SOCIAL RESPONSIBILITIES

The Company is sincerely dedicated to attain organizational excellence by developing and inspiring the true potential of Company's human capital and providing opportunities for growth, well-being and enrichment. During the year, various HR processes have been initiated.

Implementation of healthy practices of HRD activities for overall development of human assets and induction of professionally qualified and skilled manpower including internal and external training programmes, workshops & seminars are the constant feature of the Company. The Company fulfills its tasks of training and development of its employees to the maximum extent by sponsoring them to various programmes and courses, such as Quality Circles & 5S initiatives.

The Company is dedicated to the welfare of its employees, their families, surrounding locality and whole city by providing social, cultural and educational upliftment. It is committed to improve quality of the life of its employees by providing safe and clean working atmosphere. The Company is a ISO:14001, ISO:18001, ISO:9001 and SA:8000 certified Company. It also maintains adequate green belt areas around the plant and residential colony.

The Company is committed to establish Risk-free and Zero accident work environment. It is receiving National Safety Awards continuously since the year 1982 from the Government of India. The Company is regularly doing various social activities related to village upliftment, family planning, medical and educational support, environmental awareness, child welfare, etc. under CSR.

The Company is maintaining Residential Colony for its employees at Satna with Welfare Centre, Reading Room, Staff Club, Indoor/Outdoor Games facilities, Dish T.V., Temple, Children's Park, Dispensary, etc. It celebrates all the festivals such as Holi, Diwali, Dushehra, Janmashtami, Vishwakarma Puja, Republic Day, Nag Panchami, Van Mahotsava and New Year etc. involving its employees.

The Company continued to maintain healthy and cordial relationship with its employees throughout the year. A committee, comprising of senior officials, regularly reviews the issues related to the employees with a view to ensure immediate redressal.

The Company was employing 1097 permanent employees as on 31st March, 2015.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the Statement as important factors could influence the Company's operations such as Government policies, local, political and economical development, industrial relations, and risks inherent to the Company's growth and such other factors. 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 Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's Report on Corporate Governance for the year ended 31st March, 2015 is set out below:

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is a necessary tool for achieving all round business excellence reflected in enhanced shareholder value, without compromising on the need and interest of other stakeholders.

Universal Cables has been practicing the principles of good corporate governance over the years with a focus on transparency, professionalism, fairness, trusteeship and accountability.

Corporate Governance is not a destination but a continuous journey with an upward moving target. 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.

2. BOARD OF DIRECTORS

As on 31st March, 2015, the Board of Directors has eight (8) members including one Woman Director. The Company has a Non-Executive Chairman. The number of Independent Directors on the Board is Five (5), which is more than 1/3rd of the total number of Directors and the number of Non-Executive Director is seven (7), which is more than 50% of the total number of Directors, as laid down under revised Clause 49.

None of the Directors is a member of more than 10 committees and chairman of more than 5 committees (as specified in Clause 49), 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 in more than seven (7) listed companies.

During the financial year ended 31st March, 2015, five (5) Board Meetings were held on 19th May, 2014, 10th August, 2014, 11th November, 2014, 6th February, 2015 and 31st March, 2015. 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		Number 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	No	7	2	2
Dr. S.R. Jain	Independent Non-Executive	5	No	1	2	None
Shri S.S. Kothari	Independent Non-Executive	5	No	None	2	None
Shri S.C. Jain	Independent Non-Executive	5	No	1	1	None
Shri Dinesh Chanda	Independent Non-Executive	5	Yes	None	None	2
Shri B.R. Nahar (w.e.f. 19.05.2014)	Non-Executive	5	No	5	1	None
Shri D.R. Bansal (Chief Mentor & Executive Director)	Executive	5	Yes	3	2	None
Dr. Kavita A. Sharma (w.e.f. 06.02.2015)	Independent Non-Executive	1	N.A.	None	None	None

Notes :

- (i) Number of other Directorships held by the Directors, as mentioned above, do not include alternate directorships, directorships held in foreign companies, Indian private limited companies and Section 8 companies under the Companies Act, 2013 besides trustee/membership of managing committees of various trusts and other bodies and are based on the latest declarations received from the Directors. The details of Committee Membership/Chairmanship is in accordance with revised Clause 49 of the Listing Agreement and reflect the Membership/Chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone of all other public limited companies.



- (ii) Disclosure of the number of equity shares of the Company held by the Non-Executive Directors as on 31st March, 2015 :-

(a)	Shri Harsh V. Lodha	10701
(b)	Dr. S.R. Jain	100
(c)	Shri S.S. Kothari	100
(d)	Shri S.C. Jain	100
(e)	Shri Dinesh Chanda	150
(f)	Shri B. R. Nahar	100
(g)	Dr. Kavita A. Sharma	100

- (iii) None of the Directors on the Board have 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 Annexure-X to the Listing Agreement. 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 alongwith the Agenda and placed/reviewed in each Board Meeting.

The Board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company and the same has been posted on the website of the Company. For the year under review, all Directors and Senior Management Personnel of the Company have affirmed their adherence to the provisions of the said Code.

The information/details as required under Clause 49(VIII)(E) of the Listing Agreement of Directors appointing/re-appointing at the Annual General Meeting are given in the Notice of the AGM of the Company, annexed to this Annual Report.

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 31st March, 2015 consists of three Independent Non-Executive Directors as specified below:

- (a) Shri Dinesh Chanda : Chairman (Independent Non-Executive Director)
 (b) Dr. S. R. Jain : Member (Independent Non-Executive Director)
 (c) Shri S. S. Kothari : Member (Independent Non-Executive Director)

All the members of the Audit Committee are financially literate and having insight to interpret and understand financial statements.

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

The Terms of Reference stipulated by the Board to the Audit Committee are as contained in revised Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013 and broadly are as follows:

- (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 auditors' report thereon before submission to the board for approval, with particular reference to:
- Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' 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;
 - 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) Review and monitor 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 Member	Meetings held and attendance particulars			
	19th May, 2014	10th August, 2014	11th November, 2014	6th February, 2015
Shri Dinesh Chanda	Yes	Yes	Yes	Yes
Dr. S.R. Jain	Yes	Yes	Yes	Yes
Shri S.S. Kothari	Yes	Yes	Yes	Yes

The meeting of the Audit Committee is attended by the Secretary of the Committee and the necessary quorum was present at all the meetings. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The representatives of the Internal Auditors and Cost Auditors are invited to attend the meetings of the Audit Committee when the Internal Audit Report(s) and Cost Audit Report(s) are tabled for discussions in the Meeting. The Chief Mentor & Executive Director and other invited executives also attended the meetings to answer and clarify the issues raised at the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 19th May, 2014 has constituted Nomination and Remuneration Committee in lieu of previously constituted Remuneration Committee.

The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges. 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 three (3) meetings of the Nomination and Remuneration Committee were held on 10th August, 2014, 6th February, 2015 and 31st March, 2015. The composition and attendance of Directors at these meeting are as under:



Name of the Member	Category	No. of Meetings attended
Shri Dinesh Chanda (Chairman)	Independent Non-Executive	3
Dr. S.R. Jain (Member)	Independent Non-Executive	3
Shri S.S. Kothari (Member)	Independent Non-Executive	3
Shri S.C. Jain (Member)	Independent Non-Executive	3

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on 12th August, 2014.

The details of remuneration paid to Directors/Chief Mentor & Executive Director for the financial year ended March 31, 2015, as set out below :

(a) Non-Executive Directors :-

Name of the Director	Sitting Fees (₹ in lacs)
Shri Harsh V. Lodha	1.80
Dr. S.R. Jain	3.65
Shri S.S. Kothari	3.75
Shri S.C. Jain	2.35
Shri Dinesh Chanda	3.75
Shri B. R. Nahar	1.80
Dr. Kavita A. Sharma	0.40
Total	17.50

(b) Chief Mentor & Executive Director :-

(₹ in lacs)

Name	Salary	Perquisites etc.	Total
Shri D.R. Bansal	84.15	16.52	100.67

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

(2) The Company does not have any scheme for grant of Stock Options to its Directors, Chief Mentor & Executive Director or employees

(3) The Executive Director's remuneration is exclusive of contribution to gratuity fund and provision for pension and leave encashment benefits which are based on actuarial valuation done on an overall Company basis and hence not precisely ascertained.

(4) None of the employees is related to any of the Directors/Chief Mentor & Executive Director of the Company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 19th May, 2014 has constituted Stakeholders Relationship Committee in lieu of previously constituted Share Transfer and Shareholders'/Investors' Grievance Committee.

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 of the Company were held on 10th August, 2014 and 6th February, 2015. The composition of the Stakeholders Relationship Committee and the details of meeting attended by the members thereof are as follows:

Name of the Member	Category	No. of Meetings attended
Shri Dinesh Chanda (Chairman)	Independent Non-Executive	2
Shri S.S. Kothari (Member)	Independent Non-Executive	2
Shri S.C. Jain (Member)	Independent Non-Executive	2



Shri Om Prakash Pandey, Company Secretary also functions as the Compliance Officer.

During the year, 18 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. No request for transfer was pending for approval as on 31st March, 2015.

6. INDEPENDENT DIRECTORS' MEETING

During the year under review, a separate meeting of Independent Directors was held on March 31, 2015, interalia, to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

All the Independent Directors of the Company were present in the meeting.

7. PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the governing provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a formal annual evaluation was carried out by the Board of its own performance and that of its committees and individual directors. During the year under review, one meeting of the Independent Directors was held wherein the performance of non-independent directors, Chairman (Non-executive) of the Company and the Board as a whole were reviewed. The performance evaluation of Committees and Independent Directors was carried out by the entire Board, excluding the director being evaluated. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Directors to effectively and necessarily perform their duties. 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 improve the Board performance, interalia, by ensuring compliance with the requirements of the Companies Act, 2013 and code of corporate governance.

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 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 improving Board performance and plan for next Board, its Committee(s) and individual directors evaluation.

8. 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	Time
2011-12	Registered Office of the Company	AGM	28th June, 2012	11.00 A.M.
2012-13	P.O. Birla Vikas,	AGM	9th July, 2013	11.00 A.M.
2013-14	Satna - 485 005 (M.P.)	AGM	12th August, 2014	11.00 A.M.

All the resolutions set out in the respective notices of the above meetings were passed by the members as ordinary resolutions except two special resolutions concerning ratification, confirmation and approval of the remuneration paid to Shri D.R. Bansal, Managerial Personnel, designated as Chief Executive Officer of the Company for the financial year 2011-12 and appointment of Shri D.R. Bansal as Chief Mentor & Executive Director of the Company with effect from 5th May, 2012 for a period of three years.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot mandatorily.

Special Resolutions passed through Postal Ballot

During the financial year 2014-15, the Company passed the following resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the purposes as stated herein:



Postal Ballot Notice dated 21st June, 2014 :

- Item No. 1 : Special Resolution pursuant to provisions of Section 180(1)(c), 180(2) of the Companies Act, 2013 to borrow money in excess of the aggregate of paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 1000 Crores; and
- Item No. 2 : Special Resolution pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 to create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, upto ₹ 1000 Crores.

The results were announced at the registered office of the Company on August 5, 2014. Summary of the voting pattern as under:

Description	Item No.1		Item No.2	
	No. of valid vote cast	Percentage of vote cast	No. of valid vote cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	15228174	98.09	15228064	98.08
Total number of votes cast against the resolution	296847	1.91	296957	1.92

The above Special Resolutions were 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 was duly followed for the Postal Ballot conducted for the Special Resolutions mentioned above. Shri Ashish C Bhatt, Practicing Company Secretary was appointed as Scrutinizer for Postal Ballot Notice dated 21st June, 2014 for conducting the Postal Ballot exercise for the aforesaid matters.

9. DISCLOSURES

- There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with the related parties during the year in the ordinary course of business and at arm's length basis is disclosed in Note No. 31 of Notes to financial statements in the Annual Report.
- The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities on matter relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by these authorities.
- The Company has generally complied with all the mandatory requirements as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges to the extent applicable to the Company.
- While preparation of the financial statements during 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.
- 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. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.
- The designated senior management personnel of the Company have disclosed to the Board that no material, financial and 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.
- The Manager & Chief Operating Officer and the Chief Financial Officer have furnished a duly signed Certificate to the Board for the year ended March 31, 2015 in accordance with the provisions of revised Clause 49 IX of the Listing Agreement(s) and the same has been placed in the Board Meeting held on May 15, 2015.
- In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, Shri Om Prakash Pandey, 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 the Code by the Company and its designated employees. The Company also adheres to the disclosure practices for Prevention of Insider Trading as specified in the aforesaid SEBI Regulations.
- 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 under the policy and their outcome is being placed before the Audit Committee.



- (j) The Company is familiarizing the Independent Directors on its Board on a quarterly basis and the details of familiarization programme is posted on the website of the Company and is available at the following web link : http://www.unistar.co.in/pdf/familiarisation_independent_directors.pdf
- (k) The Company has presently not adopted non-mandatory requirements viz. maintenance of Non-Executive Chairman's office, sending half-yearly declaration of financial performance to each household of shareholders, reporting of internal auditors directly to the Audit Committee, etc.

10. MEANS OF COMMUNICATION

- (a) Quarterly Results : Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Agreement(s).
- (b) Newspapers wherein results are normally published : English Newspaper - Financial Express (All Editions)
Vernacular Newspaper - Dainik Bhaskar/
Nav Bharat/ Nav Swadesh/
Star Samachar (Satna Edition)
- (c) Any website, where displayed : www.unistar.co.in
- (d) Whether it also displays official news releases : No
- (e) The presentations made to institutional investors or to the analysts : Nil

11. GENERAL SHAREHOLDER INFORMATION

11.1 Annual General Meeting

Date, Time and Venue : 24th July, 2015 at 11:00 A.M.
at Registered Office of the Company at
P.O. Birla Vikas,
Satna - 485 005 (M.P.)

11.2 Financial Calendar (2015-16)

(tentative)

Quarterly Financial Results :

Ending June 30, 2015	Second week of August, 2015
Ending September 30, 2015	Second week of November, 2015
Ending December 31, 2015	Second week of February, 2016
Ending March 31, 2016	Second week of May, 2016

11.3 Book Closure date(s) : 18th July, 2015 to 24th July, 2015
(Both Days inclusive)

11.4 Dividend Payment date : Not Applicable

11.5 Listing on Stock Exchanges : (a) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
(b) National Stock Exchange of India Limited (NSE)
Exchange Plaza, Plot No. 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 2014-15 to BSE & NSE.

11.6 Stock Codes : BSE, Mumbai : 504212
NSE, Mumbai : UNIVCABLES EQ
Demat ISIN Number for NSDL & CSDL : INE279A01012

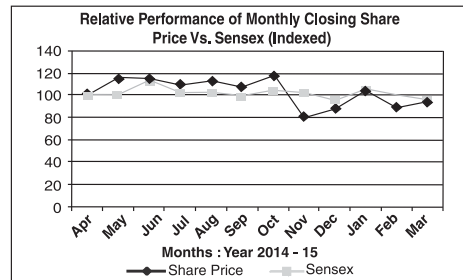
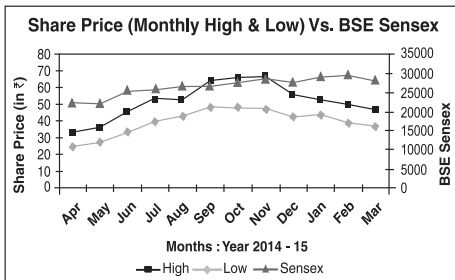


11.7 Stock Market Data :

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

Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Monthly Volume (in Nos.)	High (in ₹)	Low (in ₹)	Monthly Volume (in Nos.)
April, 2014	33.70	25.15	52911	34.15	25.30	31894
May, 2014	36.45	27.20	59109	36.40	27.00	140661
June, 2014	45.80	33.55	163823	45.50	33.00	55470
July, 2014	53.95	40.00	173557	53.95	39.50	165640
August, 2014	53.20	43.00	43926	53.75	43.05	65931
September, 2014	64.50	48.90	81378	64.90	50.00	130060
October, 2014	66.30	48.60	41882	66.25	47.85	60558
November, 2014	67.00	48.00	44849	66.75	47.65	101524
December, 2014	55.95	42.60	173526	53.85	43.05	134015
January, 2015	53.10	44.25	27442	53.20	44.00	44188
February, 2015	50.15	39.20	51704	48.45	39.30	65220
March, 2015	46.95	37.10	48201	43.70	33.95	90054

11.8 Share price performance in comparison to broad based indices - BSE Sensex :-



11.9 Registrar and Share : M/s Link Intime India Pvt. Limited

Transfer Agents

C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078
Phone : +91 22-25963838/25946970
Fax : +91 22-25946969
Email : mumbai@linkintime.co.in
rnt.helpdesk@linkintime.co.in

11.10 Share Transfer System :

Trading in Equity Shares of the Company is permitted only in dematerialized form for all classes of investors as per Notification issued by the Securities and Exchange Board of India (SEBI). All matters pertaining to share transfer and related activities are handled by the Registrar and Share Transfer Agents of the Company who are fully equipped to carry out the transfers of shares and redressal of investor complaints. All transactions in connection with transfer, transmission, etc. are processed and approved by them on fortnightly basis.

A summary of transfers/ transmissions of equity shares so approved by the Registrar and Share Transfer Agents is placed at every Board Meeting. Transfers upto 2500 shares in each deed are approved directly by the Registrar and Share Transfer Agents and transfers over and above 2500 shares per deed are sent to the Company for placing before the Stakeholders Relationship Committee of Board of Directors for approval. The average time taken for processing share transfer requests in physical form including despatch of share certificates is generally two weeks, on receipt of duly completed documents in all respects, while the request for dematerialization of Equity shares is confirmed/rejected within an average period of 15 days. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with share transfer formalities as required under clause 47(c) of the Listing Agreement(s) with Stock Exchange(s) and files a copy of the Certificate with the Stock Exchange(s).

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.



11.11 (a) Distribution of Shareholding as on 31st March, 2015:-

Number of Equity Shares held		Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1	- 5000	10726	98.58	2950403	12.75
5001	- 10000	60	0.55	435047	1.88
10001	- 50000	57	0.52	1342872	5.81
50001	- 100000	12	0.11	856280	3.70
100001	- 1000000	21	0.19	6380682	27.59
1000001	and above	5	0.05	11164970	48.27
Grand Total		10881	100.00	23130254	100.00
Physical Mode		4438	40.79	2281805	9.87
Electronic Mode		6443	59.21	20848449	90.13

(b) Category of Shareholders as on 31st March, 2015 :-

Category	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
Promoter(s)/Promoters Group *	22	0.20	12155664	52.55
Resident Individuals & Corporates **	10659	97.96	9985886	43.18
Financial Institutions/Insurance Companies/ Banks/Mutual Funds	18	0.17	932448	4.03
NRIs/FIIs/OCBs/ Foreign Shareholders	182	1.67	56256	0.24
Grand Total	10881	100.00	23130254	100.00

* For definitions of "Promoter Shareholding" and "Promoter Group" refer to Clause 40A of Listing Agreement(s) with the stock exchanges.

** Includes 1855706 equity shares (8.02%) continued to be held by certain Companies, Trusts, Societies, etc. earlier shown as a part of the Promoter Group but now shown under Public Shareholding as per amended Clause 35 of the Listing Agreement.

11.12 Dematerialization of Shares and liquidity :-

2,08,48,449 Equity Shares representing 90.13% of the total Equity Capital of the Company are held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st March, 2015.

Company's shares are reasonably liquid and are traded on BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai during the financial year 2014-15. Relevant data for the approximate average daily turnover in terms of volume for the financial year 2014-15 is given below :-

BSE	NSE	BSE + NSE
4112	4579	8691

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

11.13 Outstanding GDR/ADR/Warrants or any Convertible instruments, Conversion date and likely impact on equity : The Company has not issued any of these instruments so far.

11.14 Plant Location(s) : (i) P.O. Birla Vikas, Satna - 485 005 (M.P.)
(ii) Plot Nos. L - 58 to L - 60,
Verna Industrial Estate, Verna, Salcette,
Goa - 403 722

11.15 Address for Investor Correspondence : M/s Link Intime India Pvt. Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West), Mumbai - 400 078
Phone : +91 22-25963838/25946970
Fax : +91 22-25946969
Email : mumbai@linkintime.co.in
rnt.helpdesk@linkintime.co.in

OR

Share Department
Universal Cables Limited
P.O. Birla Vikas, Satna - 485 005 (M.P.)
Phone : +91 7672-257121 to 27, 414000
Fax : +91 7672-257131
Email : secretarial@unistar.co.in
investorgrievance@unistar.co.in



CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

As required under Clause 49(II)(E)(2) of the Listing Agreement(s) with Stock Exchanges relating to Corporate Governance, I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year 2014-15.

For Universal Cables Limited

(AMITAVA BOSE)

Manager & Chief Operating Officer

Place : New Delhi

Date : 15th May, 2015

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE SHAREHOLDERS OF UNIVERSAL CABLES LIMITED

1. We have examined the compliance of conditions of Corporate Governance by Universal Cables Limited ("the Company") for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of review 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 conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
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

Firm Registration No. 109208W

(R. Raghuraman)

Partner

Membership No. 081350

Place : New Delhi

Date : 15th May, 2015



Independent Auditors' Report

To the Members of UNIVERSAL CABLES LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of **Universal Cables Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, 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 Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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 judgement, 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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:

For V. SankarAiyar & Co.
Chartered Accountants
Firm Registration No.109208W

(R. Raghuraman)

Partner

Membership No. 081350

Place : New Delhi
Date : 15th May, 2015

Annexure referred to in the Independent Auditor's report to the members of Universal Cables Limited on the Financial statements for the year ended 31st March, 2015.

- i. (a) The Company is maintaining 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 a regular program 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.
- ii. (a) As explained to us, inventories except stock in transit, have been physically verified by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories. No material discrepancies were noticed on verification, between physical stocks and book records.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms 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) and (b) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control systems, commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system of the Company.
- v. The Company has not accepted deposits within the provisions of section 73 or any other provision of the Act and rule framed there under.
- vi. We have broadly reviewed the books of accounts maintained by the company, pursuant to rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained and the required statement are in the process of compilation. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or 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, wealth tax, service tax, duty of customs, duty of excise, cess, value added tax and any other material statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2015, 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, 2015 on account of, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess except as follows:

Name of the Statute	Nature of dues	Amount (₹ in lacs)	Period to which amount relates	Forum where dispute pending
Income Tax Act, 1961	Income tax	54.97	FY 2009-10	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	243.13	FY 2010-11	Commissioner of Income Tax (Appeals)

- (c) Amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Act and rules made there under has been duly transferred to the fund as soon as it became due.
- viii. The Company has no accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix. On the basis of the verification of records and information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding debentures and loans from financial institution during the year.
- x. According to the information and explanations given to us, the Company has given a corporate guarantee to a bank for credit facilities sanctioned to Birla Furukawa Fibre Optics Pvt. Limited (joint venture) amounting to Rs. 3520.00 lakhs as stated in note no 44. In our opinion, the terms and conditions of the guarantee given by the Company, for the credit facilities sanctioned to the joint venture by the bank, are not prejudicial to the interest of the Company. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from financial institutions.
- xi. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- xii. Based on the audit procedure performed and the representation obtained from the management, we report that no case of material fraud on or by the Company has been noticed or reported during the year under audit.

For V. SankarAiyar & Co.
Chartered Accountants
Firm Registration No. 109208W

(R. Raghuraman)
Partner
Membership No. 081350

Place : New Delhi
Date : 15th May, 2015


BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS
Balance Sheet as at 31st March, 2015

	Notes	31st March 2015 (₹ in lacs)	31st March 2014 (₹ in lacs)
EQUITY & LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	2313.32	2313.32
Reserves and Surplus	4	8794.35	12460.13
		11107.67	14773.45
NON-CURRENT LIABILITIES			
Long-term Borrowings	5	15500.00	11382.60
Other Long-term Liabilities	6	11.34	16.18
Long-term Provisions	7	756.24	696.86
		16267.58	12095.64
CURRENT LIABILITIES			
Short-term Borrowings	8	18580.99	18883.66
Trade Payables	9	9517.93	10323.03
Other Current Liabilities	9	6020.55	2786.15
Short-term Provisions	10	566.50	508.31
		34685.97	32501.15
	TOTAL	62061.22	59370.24
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
Tangible Assets		14519.57	15446.10
Intangible Assets		19.50	35.93
Capital Work-in-progress		-	97.00
Non-current Investments	12	5131.92	5131.92
Long-term Loans and Advances	13	612.10	568.87
Trade Receivables	16	1437.73	1331.72
Other Non-current Assets	14	45.39	408.17
		21766.21	23019.71
CURRENT ASSETS			
Inventories	15	11369.22	10492.86
Trade Receivables	16	23838.57	22330.33
Cash and Cash Equivalents	17	526.32	484.46
Short-term Loans and Advances	18	3389.69	1887.06
Other Current Assets	19	1171.21	1155.82
		40295.01	36350.53
	TOTAL	62061.22	59370.24

Summary of Significant Accounting Policies 2.1

The accompanying notes 3 to 45 form an integral part of the financial statements

As per our attached report of even date

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

 Amitava Bose
 Manager & Chief Operating Officer

 Harsh V. Lodha
 (Din : 00394094)

Chairman

 S.R. Jain
 (Din : 00364293)

 S.S. Kothari
 (Din : 00005428)

 S.C. Jain
 (Din : 00194087)

 Dinesh Chanda
 (Din : 00939978)

 B.R. Nahar
 (Din : 00049895)

 Kavita A. Sharma
 (Din : 07080946)

Directors

 R. Raghuraman
 Partner
 Membership No. 081350

 Rakesh Barmecha
 Chief Financial Officer

 Place : New Delhi
 Date : 15th May, 2015

 Om Prakash Pandey
 Company Secretary



Statement of Profit and Loss for the year ended 31st March, 2015

	Notes	For the year ended 31st March 2015 (₹ in lacs)	For the year ended 31st March 2014 (₹ in lacs)
INCOME			
Revenue from Operations (Gross)	20	75604.13	67583.73
Less : Excise Duty		6201.66	6032.26
Revenue from Operations (Net)		69402.47	61551.47
Other Income	21	887.09	1077.11
Total Revenue		70289.56	62628.58
EXPENDITURE			
Cost of Raw Materials Consumed	22	52551.81	46673.15
Purchase of Stock-in-trade		2156.08	2675.99
Decrease in Inventories of Materials under Process, Finished Goods, Scrap and Traded Goods	23	819.49	676.79
Employee Benefits Expense	24	4221.92	3995.30
Finance Costs	27	5069.19	3285.81
Depreciations and Amortization Expenses	26	1761.84	1687.34
Other Expenses	25	7180.37	8045.63
Total Expenditure		73760.70	67040.01
(Loss) before Tax		(3471.14)	(4411.43)
Tax Expense/(Credit)		-	(405.55)
Total Tax Expense/(Credit)		-	(405.55)
(Loss) for the year		(3471.14)	(4005.88)
Earnings Per Share (₹)			
Basic & Diluted Earnings per Share [Nominal Value of ₹ 10/- per share (Previous year ₹ 10/-)]	28	(15.01)	(17.32)
Summary of Significant Accounting Policies	2.1		
The accompanying notes 3 to 45 form an integral part of the financial statements			

As per our attached report of even date

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

Amitava Bose
Manager & Chief Operating Officer

Harsh V. Lodha
(Din : 00394094)

Chairman

R. Raghuraman
Partner
Membership No. 081350

Rakesh Barmecha
Chief Financial Officer

S.R. Jain

(Din : 00364293)

S.S. Kothari

(Din : 00005428)

S.C. Jain

(Din : 00194087)

Dinesh Chanda

(Din : 00939978)

B.R. Nahar

(Din : 00049895)

Kavita A. Sharma

(Din : 07080946)

Directors

Place : New Delhi
Date : 15th May, 2015

Om Prakash Pandey
Company Secretary


Cash Flow Statement for the year ended 31st March, 2015

Description	2014-15		2013-14	
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
(Loss) before Taxation		(3471.14)		(4411.43)
Adjustments for :				
Depreciation	1761.84		1687.34	
Profit on Disposal of fixed assets (Net)	(131.35)		(277.70)	
Interest Income	(28.48)		(37.06)	
Dividend Income	(163.15)		(117.74)	
Interest Expense	4674.37		3110.22	
Provision for Doubtful Debts and Advances	-		(48.92)	
Unrealised Foreign Exchange Loss	11.10		9.80	
		6124.33		4325.94
Operating Profit before Working Capital Changes		2653.19		(85.49)
Movement in Working Capital :				
(Decrease) in Trade Payables	(816.09)		(1875.81)	
Increase/(Decrease) in Long-term Provisions	59.38		(78.26)	
Increase/(Decrease) in Short-term Provisions	58.19		(45.68)	
Increase/(Decrease) in Other Current Liabilities	1290.80		(1591.30)	
Increase/(Decrease) in Other Long-term Liabilities	(4.84)		12.05	
(Increase) in Trade Receivables	(1614.36)		(1644.59)	
(Increase)/Decrease in Inventories	(876.36)		2186.19	
Decrease in Long-term Loans and Advances	0.76		19.71	
(Increase) in Short-term Loans and Advances	(1502.63)		(185.63)	
(Increase) in Other Current Assets	(14.15)		(432.48)	
Decrease in Other Non-Current assets	362.83		294.39	
		(3056.47)		(3341.41)
Cash from Operations		(403.28)		(3426.90)
Direct Taxes paid		(54.43)		(62.81)
Net cash (used in) Operating activities		(457.71)		(3489.71)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(968.70)		(2935.59)	
Proceeds from sale of Fixed assets	210.22		297.69	
Interest Received	27.19		38.52	
Investment made	-		(57.50)	
Dividend Received	163.15		117.74	
Net cash (used in) Investing activities		(568.14)		(2539.14)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long-term Borrowings	6500.00		8452.04	
Repayment of Long-term Borrowings	(444.61)		(374.79)	
Net Proceeds from Short-term Borrowings	(302.67)		1355.40	
Interest Paid	(4675.98)		(3185.81)	
Unclaimed Dividend Paid	(9.03)		(7.85)	
Net cash from Financing activities		1067.71		6238.99



Cash Flow Statement for the year ended 31st March, 2015 (Contd.)

Description	2014-15		2013-14	
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		41.86		210.14
Cash and Cash Equivalents at the beginning of the year		484.46		274.32
Cash and Cash Equivalents at the end of the year		526.32		484.46
Components of Cash and Cash Equivalents				
Cash on Hand		2.55		3.05
Cheques/Drafts on Hand		263.86		176.93
With Banks :				
On Current Accounts		94.37		210.10
On Unclaimed Dividend Accounts*		33.75		42.78
On Deposit Accounts		131.79		51.60
		526.32		484.46

*These balances are not available for use by the Company as they represent corresponding unpaid dividend Liabilities.

Note :

The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Accounting Standard - 3 on Cash Flow Statements.

As per our attached report of even date

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

Amitava Bose
Manager & Chief Operating Officer

Harsh V. Lodha
(Din : 00394094)

Chairman

S.R. Jain
(Din : 00364293)

S.S. Kothari
(Din : 00005428)

S.C. Jain
(Din : 00194087)

Dinesh Chanda
(Din : 00939978)

B.R. Nahar
(Din : 00049895)

Kavita A. Sharma
(Din : 07080946)

Directors

R. Raghuraman
Partner
Membership No. 081350

Rakesh Barmecha
Chief Financial Officer

Place : New Delhi
Date : 15th May, 2015

Om Prakash Pandey
Company Secretary



Notes to Financial Statements for the year ended 31st March, 2015

1. Nature of Operations

UNIVERSAL CABLES LIMITED is engaged in the manufacturing, laying, selling of Power Cables and Capacitors.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under the relevant provision of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention modified by revaluation of fixed assets, on an accrual basis except certain insurance claim and government subsidies/incentives which are recognised on acceptance basis, as and when the amount whereof can be ascertained with reasonable certainty. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2.1 Summary of Significant Accounting Policies :

(a) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Fixed Assets

(i) Tangible Fixed Assets

Fixed assets are stated at cost or revalued amount as the case may be, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. In case of revaluation of fixed assets, the revalued amount as determined by the valuer is considered in the books of account and the differential amount is transferred to Revaluation Reserve. Depreciation on excess of revalued amount over cost is transferred from Revaluation Reserve to Statement of Profit and Loss.

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. 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.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax imputed rate of interest that reflects current market assessment of the time value of money and risks specific to the asset.

(ii) Depreciation on Tangible Assets

Leasehold land is amortized on a straight line basis over the period of lease, i.e. 95 years.

Assets costing upto ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on buildings constructed on leasehold land at Goa Unit has been provided on straight line method on estimated useful life of 30 years.

Depreciation on other fixed assets is provided on straight line method and on the basis of estimated useful life of the assets prescribed in Schedule II of Companies Act, 2013.

(iii) Intangible Assets and Amortization of Intangible Assets

Cost relating to purchased softwares is capitalized and is amortized on a straight-line basis over their estimated useful lives of five years.



Consideration paid/payable for acquiring Know-how in connection with manufacturing process for a particular product is capitalized as these assets provide significant future economic benefits over a long period and are amortized on a straight line basis over their estimated useful lives of five years.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS-5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies".

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(c) Leases

Where the Company is the Lessee :

Leases where the lessor effectively retains substantially all the risks and benefits of ownership for the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

Where the Company is the Lessor :

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

(d) Investments

Investments that 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 long term investments.

On initial recognition, all investments are measured at cost. 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 fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

(e) Inventories

(i) Inventories are valued as follows :

Raw materials, Stores and Spare Parts	Lower of cost and net realisable value. Cost is determined on a weighted average basis for the Company. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
Traded Goods (Accessories)	Lower of cost and net realisable value. Cost is determined on transaction moving weighted average basis for the Company except for Goa Unit where annual weighted average method is followed.
Work in progress and Finished Goods	Lower of cost and net realisable value. Cost includes direct materials (determined on annual weighted average basis) and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of Finished Goods includes Excise Duty.
Scrap	Net Realisable value and includes Excise Duty.

(ii) Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

**(f) Revenue Recognition**

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

Sale of Goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The Company collects service tax, sales taxes, and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise Duty deducted from gross revenue is the amount that is included in the gross revenue and not the entire amount of liability arising during the year.

Contract Revenue (Including Installation and Commissioning)

Revenue from fixed price construction contracts is recognized by reference to the stage of completion of the project at the Balance Sheet date. The stage of completion of the project is determined by the proportion that contract costs incurred for work performed upto the Balance Sheet date bear to the estimated total contract cost. The cost incurred is measured by jointly certified progress of work done by the Company and its Sub-contractor as at the end of the financial year, if the Sub-contractor/Supplier has not raised bills on the Company for the work completed by the Sub-contractor/Supplier.

Contract revenue earned in excess of billing has been reflected under other current assets and billing in excess of Contract revenue has been reflected under other current liabilities in the Balance Sheet.

Liquidated damages/penalties are provided for, based on management's assessment of the estimated liability, as per contractual terms and/or acceptances.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Revenue is recognized when the shareholders' right to receive payment is established by the Balance Sheet date.

Export Benefits

Duty Drawback and Duty benefits on import of raw materials against exports/deemed exports/project imports made by the Company are accounted for in the year of such export.

(g) Foreign Currency Transactions**(i) Initial Recognition**

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

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of short-term monetary items or on reporting Company's short-term monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

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 entered into to hedge foreign currency risk of an existing asset/liability.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Exchange differences on such contracts, are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

(h) Retirement and other employee benefits

- (i) Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the Statement of Profit and Loss of the year when the contribution to the fund is due.

- (ii) Retirement benefits in the form of Provident Fund (where contributed to the Regional PF Commissioner) is a defined contribution scheme. The contributions to the Provident Fund are charged to the Statement of Profit and Loss for the year when the contributions to the fund are due. The Company has no obligation, other than the contribution payable to the Provident Fund.

Retirement benefits in the form of Provident Fund contributed to the Trust set up by the employer is a defined benefit scheme and the payments are charged to the Statement of Profit and Loss of the year when the payments to the Trust are due. Shortfall in the funds, if any, is adequately provided for by the Company.

- (iii) The Company operates two defined benefit plans for its employees, viz., Gratuity and Pension liability. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the Statement of Profit and Loss.

- (iv) Accumulated leave, which is expected to be utilized within the next 12 months from the Balance Sheet date, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

(i) Income Taxes

Tax expense comprises current and deferred taxes. Current income tax are measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. 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 taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized 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 realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Company writes down the carrying amount of a 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.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

**(j) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

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

(k) Provisions

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

(l) Cash and Cash Equivalents

Cash and Cash Equivalents in the Cash Flow Statement comprise Cash at Bank and in Hand and short term Investments with an original maturity of three months or less.

(m) Government Grants and Subsidies

Grants and Subsidies from the Government are recognised when there is reasonable assurance that the Grant/ Subsidy will be received and all attaching conditions will be complied with.

When the Grant or Subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the Grant or Subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

(n) Borrowing Costs

Borrowing costs include interest, amortization of 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 directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.



31st March 2015 (₹ in lacs)	31st March 2014 (₹ in lacs)
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3. SHARE CAPITAL

Authorised

50,000	(50,000)	Preference Shares of ₹ 100/- each	50.00	50.00
4,45,00,000	(2,45,00,000)	Equity Shares of ₹ 10/- each	4450.00	2450.00
			4500.00	2500.00

Issued

2,31,36,074	(2,31,36,074)	Equity Shares of ₹ 10/- each	2313.61	2313.61
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Subscribed and Fully paid up

2,31,30,254	(2,31,30,254)	Equity Shares of ₹ 10/- each	2313.03	2313.03
		Add : Forfeited Shares (amount originally paid-up)	0.29	0.29
			2313.32	2313.32

(a) Reconciliation of the number of shares outstanding and the amount of share capital as at 31st March, 2015 and 31st March, 2014 is as under :

Description	31st March, 2015		31st March, 2014	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding at the beginning of the year	23,130,254	2313.32	23,130,254	2313.32
Outstanding at the end of the year	23,130,254	2313.32	23,130,254	2313.32

(b) Terms/Rights attached to Equity Shares :

The Company has only one class of Shares referred to as Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity Share is entitled to one vote per share.

(c) Details of Shareholders holding more than 5% shares in the Company is as under :

Name of the Shareholder	31st March, 2015		31st March, 2014	
	No. of Shares held	Holding % age	No. of Shares held	Holding % age
Vindhya Telelinks Limited	48,39,908	20.92	48,39,908	20.92
The Punjab Produce & Trading Co. Pvt. Limited	29,10,128	12.58	29,10,128	12.58
Gwalior Webbing Co. Pvt. Limited	16,88,573	7.30	16,88,573	7.30

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



	31st March 2015 (₹ in lacs)	31st March 2014 (₹ in lacs)
4. RESERVES AND SURPLUS		
Revaluation Reserve		
Balance as per last account	150.40	153.74
Less : Amount transferred to the Statement of Profit and Loss as reduction from depreciation	6.63	3.34
Less : Adjustment of WDV of assets whose lives expired as on 1st April 2014	<u>4.80</u>	-
Closing Balance	<u>138.97</u>	<u>150.40</u>
Securities Premium Account		
Balance as per last account	<u>1767.56</u>	<u>1767.56</u>
Closing Balance	<u>1767.56</u>	<u>1767.56</u>
General Reserve		
Balance as per last account	10103.14	10103.14
Less: Adjustment of WDV of assets whose lives expired as on 1st April 2014	<u>183.21</u>	-
Closing Balance	<u>9919.93</u>	<u>10103.14</u>
Surplus/Deficit in the Statement of Profit and Loss		
Balance as per last account	439.03	4444.91
(Loss) for the year	<u>(3471.14)</u>	<u>(4005.88)</u>
Net Surplus/(Deficit) in the Statement of Profit and Loss	<u>(3032.11)</u>	<u>439.03</u>
Total Reserves and Surplus	<u>8794.35</u>	<u>12460.13</u>
5. LONG-TERM BORROWINGS		
Secured		
Loans from Banks		
Foreign Currency Loan - Buyer's Credit	398.85	827.20
Less : Current Maturities of Long Term Borrowings (Refer Note No. 9)	<u>398.85</u>	<u>444.60</u>
	-	<u>382.60</u>
Unsecured		
(1) Loan from Related Party (Refer Note No. 31)	1500.00	-
(2) Other Loans		
Loans from Bodies Corporate	16000.00	11000.00
Less: Current Maturities of Long Term Loan (Refer Note No. 9)	<u>2000.00</u>	-
	<u>14000.00</u>	<u>11000.00</u>
Total Long-term Borrowings	<u>15500.00</u>	<u>11382.60</u>
(a) Foreign Currency Loan - Buyer's Credit from Bank(s) are secured by hypothecation of entire, present and future, current assets of the Company. As collateral security, these facilities are additionally secured by way of first hypothecation charges on movable fixed assets, both present and future, and first mortgage charges created on certain immovable properties of the Company by deposit of title deeds of such immovable properties. These foreign currency loans are repayable before March, 2016 and carries rate of interest ranging from 1.50% - 3.00%.		
(b) As per the renewed/revised terms and conditions loans from Bodies Corporate amounting to ₹ 2000 lacs as shown under Other Current Liabilities are repayable in full in the year ending on 31st March, 2016. Loan from Bodies Corporate of ₹ 14000 lacs and ₹ 1500 lacs provided by related party are repayable after March, 2016. These loans carry interest @ 10.50% - 12.50% (rate as on reporting date).		
6. OTHER LONG-TERM LIABILITIES		
Security Deposit	10.33	13.85
Other - Retention Money	1.01	2.33
	<u>11.34</u>	<u>16.18</u>



	31st March 2015 (₹ in lacs)	31st March 2013 (₹ in lacs)
7. LONG-TERM PROVISIONS		
Provision for Pension (Refer Note No. 29)	206.50	188.90
Provision for Compensated absences	549.74	507.96
	<u>756.24</u>	<u>696.86</u>
8. SHORT-TERM BORROWINGS		
Cash Credit facilities/Working Capital Demand Loans		
From Banks - Secured		
Cash Credit facilities	15548.47	16568.45
Export Packing Credit	757.23	-
	<u>16305.70</u>	<u>16568.45</u>
Other Short-term Loans - Unsecured		
Loan From a Bank (repayable on demand)	2275.29	2315.21
	<u>2275.29</u>	<u>2315.21</u>
Total Short-term Borrowings	<u>18580.99</u>	<u>18883.66</u>
Working Capital Demand Loans/Cash Credit facilities from Bank are secured by hypothecation of entire, present and future, current assets of the Company. As collateral security, these facilities are additionally secured by way of first hypothecation charges on moveable fixed assets, both present and future, and first charges created by way of mortgage by deposit of title deeds of certain immovable properties of the Company.		
9. OTHER CURRENT LIABILITIES		
Trade Payables	9517.93	10323.03
(Refer Note No. 41 for dues to Micro, Small & Medium enterprises)		
Other Current Liabilities		
Current Maturities of Long Term Borrowings (Refer Note No. 5)	2398.85	444.60
Interest accrued and due on Borrowings	2.13	3.74
Security Deposits	6.25	27.00
Excess of Billing Over Revenue (Refer Note No. 38)	69.50	187.25
Others		
Assigned Creditors	2000.83	-
Statutory Dues	373.82	439.93
Accrued Employee Benefits Expenses	122.13	138.77
Retention Money	6.03	11.84
Unclaimed Dividend	33.75	42.78
(This does not include any amount due and outstanding to be credited to Investor Education and Protection Fund)		
Advance from Customers	1007.26	1490.24
	<u>6020.55</u>	<u>2786.15</u>
Total Other Current Liabilities	<u>15538.48</u>	<u>13109.18</u>
10. SHORT-TERM PROVISIONS		
Provision for Employee Benefits		
for Pension (Refer Note No. 29)	24.45	24.38
for Compensated Absences [Refer Note No. 2.1(h)]	79.40	41.91
for Gratuity (Refer Note No. 29)	20.63	-
	<u>124.48</u>	<u>66.29</u>
Others		
for Taxation (net of advance tax)	442.02	442.02
Total Short-term Provisions	<u>566.50</u>	<u>508.31</u>


11. FIXED ASSETS

(₹ in lacs)

Nature of Fixed Assets	Gross Block				Depreciation/Amortization				Net Block	
	As at 1st April, 2014	Additions During the Year	Deductions/ Adjustments during the Year	As at 31st March, 2015	As at 1st April, 2014	For the year**	Deductions during the year	As at 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets										
Freehold Land	191.01	-	-	191.01	-	-	-	-	191.01	191.01
Leasehold Land	267.07	-	-	267.07	76.28	2.51	-	78.79	188.28	190.79
Buildings*	6158.63	12.38	80.06	6090.95	2063.94	313.04	7.29	2369.69	3721.26	4094.69
Plant & Equipments*#	23281.55	1042.32	-	24323.87	12697.05	1463.90	-	14160.95	10162.92	10584.50
Office Equipments	620.59	9.99	1.65	628.93	410.24	107.89	1.38	516.75	112.18	210.35
Furniture & Fixtures	223.47	10.00	3.27	230.20	152.21	17.05	2.64	166.62	63.58	71.26
Vehicles	212.58	15.20	14.92	212.86	137.51	32.70	9.72	160.49	52.37	75.07
Leasehold improvements	31.01	-	-	31.01	2.58	0.46	-	3.04	27.97	28.43
Total	30985.91	1089.89	99.90	31975.90	15539.81	1937.55	21.03	17456.33	14519.57	15446.10
Intangible Assets										
Computer Software	136.74	2.50	-	139.24	111.93	7.81	-	119.74	19.50	24.81
Technical Know-how	222.51	-	-	222.51	211.39	11.12	-	222.51	-	11.12
Total	359.25	2.50	-	361.75	323.32	18.93	-	342.25	19.50	35.93
Capital Work-in-Progress										
Grand Total	31345.16	1092.39	99.90	32337.65	15863.13	1956.48	21.03	17798.58	14539.07	15579.03
Previous Year	27944.66	3443.94	43.44	31345.16	14195.91	1690.68	23.46	15863.13	15579.03	-

* Includes ₹ Nil (Previous year ₹ 46.56 lacs) on account of Borrowing Costs capitalised during the year.

Includes ₹ 23.37 lacs (Previous year ₹ 103.05 lacs) pertaining to exchange loss capitalised as per para 46A of AS-11.

** Depreciation for the year includes ₹ 183.21 lacs and ₹ 4.80 lacs in respect of assets where remaining useful life is ₹ Nil and adjusted from General Reserve & Revaluation Reserve respectively as per the provisions of Schedule II to the Companies Act, 2013.

Notes :

- (i) Gross Block and WDV in respect of the Fixed Assets viz. Land, Buildings and Plant & Equipments include the following amounts on account of addition on revaluation made during the year ended 31st March, 1984 as per valuation carried out by an approved valuer on the basis of existing use value method as under :

(₹ in lacs)

Sl. No.	Assets	Gross Block		WDV	
		2015	2014	2015	2014
1	Land	37.87	37.87	37.87	37.87
2	Buildings	541.43	541.43	101.10	112.53
3	Plant & Equipments	999.47	999.47	-	-
	Total	1578.77	1578.77	138.97	150.40

- (ii) Gross Block, Depreciation and WDV in respect of Fixed Assets given on operating lease by the Company and comprised in the Fixed Assets are as under :

(₹ in lacs)

Sl. No.	Assets	Gross Block		Depreciation during the year		Total Depreciation Including Adjustment		Net Block	
		2015	2014	2015	2014	2015	2014	2015	2014
1	Land	127.67	127.67	1.09	1.34	39.36	38.27	88.31	89.40
2	Buildings	1670.51	1670.51	70.43	36.78	364.84	294.41	1305.67	1376.10
	Total	1798.18	1798.18	71.52	38.12	404.20	332.68	1393.98	1465.50

- (iii) Gross Block, Depreciation and WDV in respect of Buildings constructed on leasehold land are as under :

(₹ in lacs)

Description	2015	2014
Gross Block	2209.95	2280.87
Depreciation Charge for the Current Year	105.32	55.86
Accumulated Depreciation	565.82	467.79
Written Down Value	1644.13	1813.08



31st March
2015
(₹ in lacs)

31st March
2014
(₹ in lacs)

12. NON-CURRENT INVESTMENTS

Trade Investments (Valued at Cost)

Investments in Equity Instruments

Fully paid Equity Shares of ₹ 10/- each

Quoted

	No. of Shares Current year	No. of Shares Previous year		
Vindhya Telelinks Limited	34,54,530	34,54,530	1897.31	1897.31
Investment in Joint Venture				
Birla Ericsson Optical Limited	39,00,100	39,00,100	850.01	850.01

Unquoted

Universal Telelinks Private Limited	9,800	9,800	0.98	0.98
Universal Electricals Private Limited	9,800	9,800	0.98	0.98
Investment in Joint Venture				
Birla Furukawa Fibre Optics Private Limited	4,588,465	45,88,465	2298.50	2298.50

Non Trade Investments (Valued at Cost)

Investments in Equity Instruments

Quoted

Fully paid Equity Shares of ₹ 10/- each

Birla Corporation Limited	2,96,730	2,96,730	52.78	52.78
Rameshwara Jute Mills Limited	900	900	0.11	0.11

Unquoted

Fully paid Equity Shares of ₹ 10/- each

Birla Financial Corporation Limited	3,00,366	3,00,366	30.04	30.04
Chennai Willingdon Corporate Foundation	55	55	0.01	0.01

Fully paid Equity Shares of ₹ 100/- each

Industry House Limited	600	600	0.40	0.40
Baroda Agents & Trading Co. Private Limited	800	800	0.62	0.62

Investments in Government Securities

Unquoted

6 year National Savings Certificates (Deposited with Sales Tax Authorities)			0.18	0.18
			5131.92	5131.92

Aggregate Amount of Quoted Investments			2800.21	2800.21
Market Value of Quoted Investments			20540.73	7338.96
Aggregate Amount of Unquoted Investments			2331.71	2331.71

13. LONG TERM LOANS AND ADVANCES

Unsecured and Considered Good :

Capital Advances			35.14	45.57
Loans To Employees			2.73	4.09
Advance Income Tax			160.18	105.76
Balances with Statutory/Government Authorities			98.75	120.90
Security Deposits			315.30	292.55
			612.10	568.87



	31st March 2015 (₹ in lacs)	31st March 2014 (₹ in lacs)
14. OTHER NON-CURRENT ASSETS (Unsecured and Considered Good)		
Industrial Investment Promotion Assistance	-	362.83
Non Current Bank Balances		
Deposit Accounts with Original Maturity of more than 12 Months (lodged with government departments)	45.22	45.22
Interest Receivable	0.17	0.12
	<u>45.39</u>	<u>408.17</u>
15. INVENTORIES (Valued at lower of Cost or Net Realisable Value)		
Raw Materials [including material in transit ₹ 1554.05 lacs (Previous year ₹ 830.18 lacs)] (Refer Note No. 22)	4783.00	3071.62
Work in Progress (Refer Note No. 23)	3661.98	2737.73
Finished Goods [including material in transit ₹ Nil (Previous year ₹ 40.46 lacs)] (Refer Note No. 23)	1900.65	3686.27
Traded Goods [including material in transit ₹ 20.41 lacs (Previous year ₹ Nil)] (Refer Note No. 23)	63.71	3.48
Stores and Spares [including material in transit ₹ 10.39 lacs (Previous year ₹ 11.88 lacs)]	780.32	795.85
Scrap [Refer Note No. 2.1(e)]	179.56	197.91
	<u>11369.22</u>	<u>10492.86</u>
16. TRADE RECEIVABLES (Unsecured)		
Non-Current		
Other Debts -		
Considered Good	1437.73	1331.72
	<u>1437.73</u>	<u>1331.72</u>
Current		
Debts outstanding for a period exceeding six months from the date they are due for payment -		
Considered Good	4209.28	2407.49
Considered Doubtful	-	-
	<u>4209.28</u>	<u>2407.49</u>
Other Debts -		
Considered Good	19629.29	19922.84
	<u>23838.57</u>	<u>22330.33</u>
Less : Provision for Doubtful Debts	-	-
	<u>23838.57</u>	<u>22330.33</u>
Total Trade Receivables	<u>25276.30</u>	<u>23662.05</u>



31st March
2015
(₹ in lacs)

31st March
2014
(₹ in lacs)

17. CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents

Balance with Banks

On Current Accounts	94.37	210.10
On Deposit Accounts with Original Maturity of less than 3 Months	131.79	51.60
On Unpaid Dividend Accounts	33.75	42.78
Cheques/Drafts on Hand	263.86	176.93
Cash on Hand	2.55	3.05

Other Bank Balances

On Deposit Accounts with Original Maturity of more than 12 Months	45.22	45.22
	<u>571.54</u>	<u>529.68</u>
Less : Amount disclosed under Other Non-Current Capital Assets (Refer Note No. 14)	45.22	45.22
	<u>526.32</u>	<u>484.46</u>

18. SHORT TERM LOANS AND ADVANCES

Unsecured and Considered Good

Loans To Employees	21.31	30.73
Advances recoverable in cash or in kind	1104.52	576.90
Balances with Statutory/Government Authorities	1937.77	1019.87
Security Deposits	326.09	259.56
	<u>3389.69</u>	<u>1887.06</u>

Unsecured and Considered Doubtful

Security Deposits	11.24	11.24
	<u>3400.93</u>	<u>1898.30</u>
Less : Provision for Doubtful Security Deposits	11.24	11.24
	<u>3389.69</u>	<u>1887.06</u>

19. OTHER CURRENT ASSETS

(Unsecured and Considered Good)

Receivables on account of -

Interest on Deposits	2.46	1.22
Export/Deemed Export Benefits	330.66	191.02
Industrial Investment Promotion Assistance	675.73	702.24
Unamortized Premium on Forward Contract	-	2.26
Unbilled Revenue (Refer Note No. 38)	162.36	259.08
	<u>1171.21</u>	<u>1155.82</u>



	For the year ended 31st March 2015 (₹ in lacs)	For the year ended 31st March 2014 (₹ in lacs)
20. REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods	70172.99	62025.00
Traded Goods	2941.26	3678.95
Sale of Services		
Installation and Commissioning Charges	1390.89	691.01
Other Operating Revenue		
Scrap Sales	1067.13	1175.19
Duty Drawback	31.86	13.58
Revenue from Operations (Gross)	75604.13	67583.73
Less : Excise Duty	6201.66	6032.26
Revenue from Operations (Net)	69402.47	61551.47
DETAILS OF PRODUCTS SOLD		
Manufactured Goods Sold		
Electrical Cables, Wires, Conductors and Strips of all types	67713.55	58924.40
Capacitors	2459.44	3100.60
	70172.99	62025.00
Traded Goods Sold		
Associated Equipments	2941.26	3678.95
	2941.26	3678.95
Total Sale of Products	73114.25	65703.95

21. OTHER INCOME

Interest		
On Bank Deposits	12.35	2.69
Others	16.13	34.37
Dividend - On Non-current Investments	163.15	117.74
Rent received	284.44	203.92
Foreign Exchange Fluctuation (Net)	111.09	-
Industrial Investment Promotion Assistance	-	362.83
Profit on Disposal of Fixed Assets	131.35	277.70
Other Non Operating Income	168.58	77.86
	887.09	1077.11



	For the year ended 31st March 2015 (₹ in lacs)	For the year ended 31st March 2014 (₹ in lacs)
22. COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	3071.62	4436.19
Add : Purchases (Net)	54263.19	45308.58
	<u>57334.81</u>	<u>49744.77</u>
Less : Inventories at the end of the year	4783.00	3071.62
	<u>52551.81</u>	<u>46673.15</u>
Details of Raw Materials Inventories		
Aluminium	502.01	310.98
Copper	972.74	588.33
PVC Compound	282.56	228.97
XLPE Compound	1324.05	640.34
Others	1701.64	1303.00
	<u>4783.00</u>	<u>3071.62</u>
Details of Raw Materials Consumed		
Aluminium	9391.78	10461.21
Copper	24104.21	16576.98
PVC Compound	3020.76	4220.24
XLPE Compound	6922.17	5848.80
Others*	9112.89	9565.92
	<u>52551.81</u>	<u>46673.15</u>
* None of these individually account for more than 10% of total cost of materials consumed.		
23. (INCREASE)/DECREASE IN INVENTORIES		
Inventories at the end of the year		
Work in Progress	3661.98	2737.73
Finished Goods	1900.65	3686.27
Scrap	179.56	197.91
Traded Goods	63.71	3.48
	<u>5805.90</u>	<u>6625.39</u>
Inventories at the beginning of the year		
Work in Progress	2737.73	3919.44
Finished Goods	3686.27	3025.20
Scrap	197.91	206.15
Traded Goods	3.48	151.39
	<u>6625.39</u>	<u>7302.18</u>
Decrease in Inventories	<u>819.49</u>	<u>676.79</u>



	For the year ended 31st March 2015 (₹ in lacs)	For the year ended 31st March 2014 (₹ in lacs)
23. (INCREASE)/DECREASE IN INVENTORIES (Contd.)		
Details of Purchase of Traded Goods		
Associated Equipments	2156.08	2675.99
	<u>2156.08</u>	<u>2675.99</u>
Details of Inventories		
Work in Progress		
Cables	3510.89	2611.77
Capacitors	151.09	125.96
	<u>3661.98</u>	<u>2737.73</u>
Finished Goods		
Electrical Cables, Wires, Conductors and Strips of all types	1753.16	3607.42
Capacitors	147.49	78.85
	<u>1900.65</u>	<u>3686.27</u>
Traded Goods - Associated Equipments	63.71	3.48
Scrap	179.56	197.91
Total Inventories	<u>5805.90</u>	<u>6625.39</u>
24. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Benefits, etc.	3378.50	3264.48
Contribution to Provident and Other Funds	256.41	244.10
Gratuity Expenses (Net)	124.46	(2.27)
Other Post Employment Benefits	72.92	76.76
Staff Welfare Expenses	389.63	412.23
	<u>4221.92</u>	<u>3995.30</u>
25. OTHER EXPENSES		
Consumption of Stores and Spare Parts	552.92	549.63
Packing Expenses	1548.66	1690.86
Power and Fuel	1507.60	1510.21
Processing and Job Work Charges	61.22	73.02
Sub-contracting for Installation and Commissioning	1129.46	633.79
Sales Commission (other than Sole Selling Agent)	312.49	771.50
Freight and Transportation Charges (Net)	790.18	876.40
(Decrease) of Excise Duty on Change in Inventories	(50.12)	(20.99)
Rent	87.33	115.73
Rates and Taxes	87.31	92.80
Insurance Charges	81.89	85.42
Repair and Maintenance :		
Machinery	74.02	97.55
Buildings	72.32	59.58
Others	42.48	53.66



	For the year ended 31st March 2015 (₹ in lacs)	For the year ended 31st March 2014 (₹ in lacs)
25. OTHER EXPENSES (Contd.)		
Directors' Sitting Fees	17.50	7.80
Auditors' Remuneration:		
As auditors		
Audit Fees	8.75	7.50
Tax Audit Fees	1.00	1.00
Limited Review	3.75	3.75
For Other Services		
Certification etc.	1.95	0.55
For Reimbursement of Expenses	0.28	0.75
Foreign Exchange Fluctuation (Net)	-	308.54
Donations and Contributions	2.69	3.75
Bad Debts/Sundry Balances written off	-	94.62
Cash Discount	73.76	87.55
Premium on Forward Exchange Contract Amortized	27.29	106.84
Miscellaneous Expenses	745.64	833.82
	<u>7180.37</u>	<u>8045.63</u>
26. DEPRECIATION AND AMORTISATION		
Depreciation on Tangible Assets	1937.55	1680.10
Amortization of Intangible Assets	18.93	10.58
	<u>1956.48</u>	<u>1690.68</u>
Less : Recoupment from Revaluation Reserve	11.43	3.34
Less: Transfer to Reserve and Surplus	183.21	-
	<u>1761.84</u>	<u>1687.34</u>
27. FINANCE COSTS		
Interest	4674.37	3110.22
Bank Charges	394.82	222.15
	<u>5069.19</u>	<u>3332.37</u>
Less: Transferred to fixed assets	-	46.56
	<u>5069.19</u>	<u>3285.81</u>
28. EARNINGS PER SHARE (EPS)		
(Loss) as per Statement of Profit and Loss	(3471.14)	(4005.88)
Number of Equity Shares Outstanding at the beginning of the year	23130254	23130254
Number of Equity Shares Outstanding at the end of the year	23130254	23130254
Weighted Average Number of Equity Shares Outstanding during the year	23130254	23130254
Basic and Diluted Earnings Per Share (₹)	(15.01)	(17.32)
[Nominal Value of ₹ 10/- per share (Previous year ₹ 10/-)]		


29. Employee Benefit Plans :

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 schemes viz. Pension (applicable only to certain 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.

The following tables summarise the components of net benefit expense recognized in the Statement of Profit and Loss, the funded status and the amounts recognized in the Balance Sheet for the respective plans.

Net Employee Benefits Expense recognized in the Statement of Profit and Loss :

(₹ in lacs)

Description	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Current Service Cost	72.86	64.47	-	-
Interest Cost on benefit obligation	84.25	99.14	13.79	19.60
Expected Return on Plan Assets	(101.51)	(95.69)	-	-
Net Actuarial (Gain)/Loss recognized during the year	55.84	(69.19)	28.10	(33.89)
Add: Movement in short term liability of current employees	13.02	(1.00)	0.07	(0.08)
Net Benefit Expense	124.46	(2.27)	41.96	(14.37)

Amounts recognized in the Balance Sheet :

(₹ in lacs)

Description	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Defined Benefit Obligation at end of the period	1248.32	1092.47	230.95	213.28
Plan Assets at end of the period	1227.69	1146.16	-	-
Plan Assets/(Liabilities)	(20.63)	53.69	(230.95)	(213.28)

Experience Adjustment :

(₹ in lacs)

Description	Gratuity					Pension				
	2014-15	2013-14	2012-13	2011-12	2010-11	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligation at end of the period	1248.32	1092.47	1137.79	1192.35	1098.21	230.95	213.28	251.95	248.41	252.61
Plan Assets at end of the period	1227.69	1146.16	1111.71	1141.66	1074.07	-	-	-	-	-
Plan Assets/(Liabilities)	(20.63)	53.69	(26.08)	(50.69)	(24.14)	(230.95)	(213.28)	(251.95)	(248.41)	(252.61)
Experience (Gain)/Loss adjustments on Plan Liabilities	55.84	(69.19)	9.18	36.69	41.66	28.10	(33.89)	11.30	2.59	6.93
Experience (Gain)/Loss adjustments on Plan Assets	(37.70)	(11.39)	44.26	52.43	-	-	-	-	-	-
Actuarial (Gain) due to change of assumptions	18.14	(57.80)	(35.08)	(15.74)	-	-	-	-	-	-



Changes in Present Value of the Defined Benefit Obligation are as follows :

(₹ in lacs)

Description	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Opening Defined Benefit Obligation	1092.47	1137.79	213.28	251.95
Interest Cost	84.25	99.14	13.79	19.60
Current Service Cost	72.86	64.47	-	-
Benefits paid	(69.05)	(138.38)	(24.29)	(24.30)
Actuarial (Gain)/Loss on obligations	55.84	(69.19)	28.10	(33.89)
Add: Differential liability (short term) for current employees	11.95	(1.36)	0.07	(0.08)
Closing Defined Benefit Obligation	1248.32	1092.47	230.95	213.28

Changes in the Fair Value of Plan Assets are as follows :

(₹ in lacs)

Description	Gratuity	
	2014-15	2013-14
Opening Fair Value of Plan Assets	1146.16	1111.71
Expected Return	100.43	95.38
Contributions by employer	50.15	77.45
Benefits paid	(69.05)	(138.38)
Closing Fair Value of Plan Assets	1227.69	1146.16

The major categories of Plan Assets as a percentage of the Fair Value of total Plan Assets are as follows :

Description	Gratuity (%)	
	2014-15	2013-14
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 principal assumptions used in determining gratuity and pension benefit obligations for the Company's plans are shown below:

Description	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Mortality Table	IAL 2006-08	IAL 2006-08	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate
Attrition Rate	5.00%	5.00%	N.A.	N.A.
Imputed Rate of Interest	7.80%	9.10%	7.80%	9.10%
Salary Rise	7.50%	7.50%	N.A.	N.A.
Return on Plan Assets	8.93%	8.85%	N.A.	N.A.
Remaining Working Life (Years)	12.87	11.82	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.

The Company expects to contribute ₹ 80 lacs (Previous year ₹ 70 lacs) to the Gratuity Fund during the year 2015-16.

Defined Contribution Plan :

(₹ in lacs)

Description	2014-15	2013-14	2012-13	2011-12	2010-11
Contribution to Family Pension Fund	112.53	96.12	94.69	91.25	92.40
Contribution to Provident Fund	126.46	139.53	137.81	122.92	115.12
Contribution to Superannuation Fund	72.92	76.76	85.74	85.31	86.12
Total	311.91	312.41	318.24	299.48	293.64

The Provident Fund being administered by a Trust is a Defined Benefit Scheme whereby the Company deposits



an amount determined as a fixed percentage of basic pay to the Fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to conform to the interest rate declared by the government for the Employees Provident Fund. The Guidance Note on implementing AS-15, Employee Benefits (Revised 2005) issued by the Accounting Standard Board (ASB) states that Provident Funds set up by employers, which require interest shortfall to be met by the employer, needs to be treated as Defined Benefit Plan. The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The Actuary has accordingly provided a valuation and based on the below provided assumptions, there is no shortfall as at 31st March, 2015.

Details of Fund and Plan Assets Position as of 31st March, 2015, are as follows :

(₹ in lacs)

Description	2014-15	2013-14
Plan Assets at Fair Value	7214.23	4832.29
Present Value of Defined Benefit Obligation	7001.17	4606.92
Surplus in Fund	213.06	225.37
Asset recognized in the Balance Sheet	-	-

30. Segment Reporting AS-17 :

In the opinion of the management, there is only one reportable segment ("Manufacturing, Laying, Selling of Power Cables and Capacitors") as envisaged by Accounting Standard 17 "Segment Reporting". Further, from a geographical segment perspective, export sale constitute less than 10% of enterprise revenues. Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company.

31. Related Party Disclosure (As per Accounting Standard 18) :

Related Parties with whom transactions have taken place during the year are as follows :

Key Management Personnel	Shri D.R. Bansal (Chief Mentor & Executive Director)
Joint Ventures	Birla Ericsson Optical Limited (BEOL) Birla Furukawa Fibre Optics Private Limited (BFPL)
Enterprise which is significantly influenced by the Company	Vindhya Telelinks Limited (VTL)
Enterprise over which a Director is able to exercise significant influence	Shakun Polymers Limited (SPL)

(₹ in lacs)

Sl. No.	Particulars	Year	Key Management Personnel	Joint Ventures		Enterprises which are significantly influenced by the Company/Director (either individually or with others)		
			D.R. Bansal	BEOL	BFPL	VTL	SPL	Total
(A)	Transactions during the year							
1	Purchase of Raw Materials, Stores, Spares and Packing Materials	2015	-	1235.21	1246.66	2060.03	391.32	2451.35
		2014	-	24.69	-	91.12	240.69	331.81
2	Sale of Raw Materials, Stores, Spares and Packing Materials	2015	-	45.09	-	88.80	-	88.80
		2014	-	15.42	-	245.84	-	245.84
3	Other Service Charges and Rent Received	2015	-	-	307.82	34.00	-	34.00
		2014	-	0.17	212.96	0.04	-	0.04
4	Other Service Charges & Lease Rent Paid	2015	-	11.38	-	32.70	-	32.70
		2014	-	28.65	-	88.39	-	88.39
5	Sales of Finished & Other Goods	2015	-	105.19	2.94	154.93	-	154.93
		2014	-	0.28	28.04	1385.06	-	1385.06
6	Purchase of Finished & Other Goods	2015	-	2.22	-	51.24	-	51.24
		2014	-	0.79	-	22.90	-	22.90
7	Purchase of Fixed Assets	2015	-	6.72	-	0.63	-	0.63
		2014	-	29.68	-	-	-	-
8	Sale of Fixed Assets (Including Immovable property)	2015	-	-	-	202.68	-	202.68
		2014	-	0.07	-	-	-	-



(₹ in lacs)

Sl. No.	Particulars	Year	Key Management Personnel	Joint Ventures			Enterprises which are significantly influenced by the Company/Director (either individually or with others)		
			D.R. Bansal	BEOL	BFPL	VTL	SPL	Total	
9	Inter Corporate Loans Security Deposit taken	2015	-	900.00	-	2100.00	-	2100.00	
		2014	-	550.00	-	500.00	-	500.00	
10	Inter Corporate Loans repaid	2015	-	900.00	-	600.00	-	600.00	
		2014	-	550.00	-	500.00	-	500.00	
11	Inter Corporate Loans given	2015	-	-	-	300.00	-	300.00	
		2014	-	-	-	1115.00	-	1115.00	
12	Inter Corporate Loans received back	2015	-	-	-	300.00	-	300.00	
		2014	-	-	-	1115.00	-	1115.00	
13	Interest on Inter Corporate Loans/Security Deposit & Trade Payable Paid	2015	-	77.63	42.25	199.67	-	199.67	
		2014	-	12.07	0.70	3.98	-	3.98	
14	Interest on Inter Corporate Loans received	2015	-	-	-	0.59	-	0.59	
		2014	-	-	-	3.26	-	3.26	
15	Investments made in Equity Shares	2015	-	-	-	-	-	-	
		2014	-	-	57.50	-	-	-	
16	Dividend Received	2015	-	39.00	36.36	69.09	-	69.09	
		2014	-	-	103.50	-	-	-	
17	Remuneration Paid*	2015	100.67	-	-	-	-	-	
		2014	100.45	-	-	-	-	-	
18	Reimbursements received/receivable	2015	-	33.37	7.30	22.00	-	22.00	
		2014	-	4.99	9.06	0.70	-	0.70	
19	Reimbursements paid/payable	2015	-	24.10	13.85	2.52	-	2.52	
		2014	-	-	-	6.29	-	6.29	
(B)	Balance outstanding as at the year end								
1	Trade Payables/Other Liabilities	2015	-	1229.16	369.26	1891.50	26.81	1918.31	
		2014	-	-	7.30	226.92	-	226.92	
2	Trade Receivable	2015	-	-	-	-	-	-	
		2014	-	-	-	1218.32	-	1218.32	
3	Corporate Guarantee accepted	2015	-	-	-	5800.00	-	5800.00	
		2014	-	-	-	-	-	-	
4	Corporate Guarantee given	2015	-	-	3520.00	-	-	-	
		2014	-	-	3520.00	-	-	-	
5	Non-current Investment in equity shares	2015	-	850.01	2298.50	1897.31	-	1897.31	
		2014	-	850.01	2298.50	1897.31	-	1897.31	
6	Loan Outstanding	2015	-	-	-	1500.00	-	1500.00	
		2014	-	-	-	-	-	-	

*As the liability of Gratuity and Leave encashment is provided on an actuarial basis for the Company as a whole, amount pertaining to Shri D.R. Bansal (Key Management Personnel), is therefore not included above.

Note : (1) No amount has been provided as doubtful debts or advances/written off or written back in respect of debts due from/to above parties.

(2) Transactions with related parties are done on arm's length basis in the ordinary course of business.

32. Leases :

Assets Given on Operating Lease :

The Company has leased out Land and Buildings to Birla Furukawa Fibre Optics Private Limited on Operating Lease. The lease term is for 55 months and thereafter renewable by mutual consent on mutually agreed terms. There is an escalation clause of 3% in the Lease Agreement for every subsequent period of 11 months. There is no restriction imposed by Lease Agreements. The leases are cancellable.

During the year, the Company has received lease rent of ₹ 268.53 lacs (Previous year ₹ 189.92 lacs) which is disclosed as rent received under Note No. 21 "Other Income".

Assets Taken on Operating Lease :

The future minimum lease payments under non-cancellable operating lease is ₹ Nil (Previous year ₹ Nil).


33. Deferred Tax Liabilities (Net)

(₹ in lacs)

Sl. No.	Particulars	2014-15	2013-14
(a)	Deferred Tax Assets		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes in following years	283.04	242.93
	Unabsorbed depreciation*	1363.57	2239.41
	Carry forward business loss*	1541.38	74.42
	Provision for Doubtful Debts and Advances	3.89	3.82
		3191.88	2560.58
(b)	Deferred Tax Liabilities		
	Impact of difference in Depreciation and other differences in block of Fixed Assets and Intangible Assets as per Tax and Financial Books	3191.88	2560.58
		3191.88	2560.58
	Net Deferred Tax Liabilities or Assets	-	-

*The Company has recognized deferred tax assets on carry forward business losses and unabsorbed depreciation, as the Company is having timing differences, the reversal of which will result in sufficient income to realise the deferred tax asset.

34. Interest in Joint Venture Companies :

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

Name of the JVCs	Country of Incorporation	Proportion of Ownership Interest	Description of Interest
Birla Ericsson Optical Limited (BEOL)	India	13.00%	Established principally for manufacture of Optical Fibre Cables and Copper Communication/data Cables
Birla Furukawa Fibre Optics Private Limited (BFPL)	India	37.28%	Established principally for manufacture of Optical Fibre.

- (b) 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 year(s) ended 31st March, 2015 and 31st March, 2014 in the above Companies, as per their financial statements are as under :

(₹ in lacs)

Particulars	BEOL		BFPL	
	2014-15 (Unaudited)	2013-14 (Audited)	2014-15 (Unaudited)	2013-14 (Audited)
LIABILITIES				
NON-CURRENT LIABILITIES				
Long-term Borrowings	176.63	196.73	374.50	624.34
Deferred Tax Liabilities (Net)	49.01	44.85	221.30	236.81
Long-term Provisions	18.80	15.09	-	-
CURRENT LIABILITIES				
Short-term Borrowings	570.17	415.42	1340.64	1333.14
Trade Payables	614.21	1206.80	1518.31	1512.16
Other Current Liabilities	218.40	65.12	468.39	422.29
Short-term Provisions	14.20	59.24	26.05	17.69
TOTAL	1661.42	2003.25	3949.19	4146.43



(₹ in lacs)

Particulars	BEOL		BFPL	
	2014-15 (Unaudited)	2013-14 (Audited)	2014-15 (Unaudited)	2013-14 (Audited)
ASSETS				
NON-CURRENT ASSETS				
Fixed Assets				
Tangible Assets	533.92	500.25	2512.41	2876.01
Intangible Assets	-	0.01	0.72	1.10
Capital Work-in-progress	12.14	18.77	12.46	-
Non-current Investments	182.80	182.80	-	-
Long-term Loans and Advances	59.42	59.81	120.39	114.32
Other Non-current Assets	15.82	25.46	1.11	27.77
CURRENT ASSETS				
Inventories	568.95	694.35	676.71	1095.36
Trade Receivables	1061.86	1221.16	3160.26	2560.82
Cash and Bank Balances	132.44	84.44	121.41	73.09
Short-term Loans and Advances	140.67	197.68	466.83	408.90
Other Current Assets	129.50	32.18	11.04	12.50
TOTAL	2837.52	3016.91	7083.34	7169.87
Income				
Revenue From Operations less Excise Duty	3430.65	3777.71	7718.30	6560.37
Other Income	48.46	28.58	32.78	12.67
Expenses				
Cost of Raw Material Consumed	2519.35	2988.52	4773.06	3781.41
Purchase of Stock in Trade	22.39	17.73	898.96	1174.29
(Increase)/Decrease in Inventories of Materials under process, Finished Goods, Scrap and Traded Goods	3.54	(102.47)	163.78	(3.59)
Employee Benefits Expenses	158.71	127.17	246.78	214.68
Finance Costs	107.93	115.31	152.17	111.56
Depreciation/Amortization	77.68	60.28	412.81	247.86
Other Expenses	349.41	294.61	911.22	825.13
Provision for Tax	77.65	55.02	72.56	70.93
Contingent Liabilities	7414.45	2895.00	-	-
Capital Commitments	226.13	18.56	571.52	54.09

35. In view of excise duty tariff rates on the Company's finished products being lower than cenvatable duty on inputs, the Company has accumulated CENVAT credits aggregating to ₹ 1295.12 lacs (Previous year ₹ 729.63 lacs). Since there is no time limit for utilization of these balances and based on the alternative mechanism devised for reduction of cenvat credit balances on a year on year basis, in the opinion of the management this does not call for any provision there against.

36. Capital and other commitments :

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 200.45 lacs (Previous year ₹ 320.82 lacs).
- The Company has entered into EPC contracts and contracts for sale of cables, Non-fulfillment of contract within specified period will lead to payment of Liquidated Damages ranging from 5% to 10%. Provision has been made on this account wherever necessary.
- For commitment relating to Lease arrangement, Refer to Note No. 32 "Leases".


37. Contingent Liabilities (not provided for) :

(₹ in lacs)

Sl. No.	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Income Tax	234.93	274.93
2	Terminal Tax Liability	227.37	227.37
3	Excise and Service Tax Cases	245.97	241.32
4	Bills of exchange discounted with Banks	6810.66	1854.51
5	Corporate Guarantee issued in favour of SBI on behalf of the Joint Venture Company viz. "Birla Furukawa Fibre Optics Pvt. Ltd."	3520.00	3520.00

Notes :

- (a) Income Tax demand comprise demand from the Indian Tax Authorities for payment of additional tax of ₹ 234.93 lacs (Previous year ₹ 274.93 lacs), upon completion of tax assessments for the financial years 2008-09, 2009-10 and 2010-11. The Tax demands are mainly on account of disallowance of benefits which is linked to Capital Investments (determined @ 75% of total Commercial Tax (VAT + CST) paid and exemption from Entry Tax), Additional Depreciation, and other expenses under the Income Tax Act, 1961.

The Company is contesting the demands and the management, believes that its position is likely to be upheld in the appellate process. The Company has accrued ₹ 1165.93 lacs (Previous year ₹ 1165.93 lacs) in the financial statements for the tax demand raised and balance of ₹ 234.93 lacs (Previous year ₹ 274.93 lacs) has been disclosed as contingent liability. The management also 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) Terminal Tax liability is in respect of demand raised by the Municipal Corporation of Satna (M.P.) under provisions of the Madhya Pradesh Municipal Corporation Act, 1956. The Company has contested the demand inter alia by challenging its constitutional validity. The Company has been legally advised that the said demand against the Company is unsustainable and therefore there is no likelihood of the Company being subjected to any Terminal Tax Liability.
- (c) The future cash outflow in respect of items 1 to 3 above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and authorities concerned.

*** On the basis of current status of individual cases and as per legal advice obtained by the Company, wherever applicable, the Company is confident that no provision is required in respect of these cases at this point in time.

38. Information pursuant to Accounting Standard 7 (Revised) on "Construction Contracts" together with the completed contracts are furnished hereunder :

(₹ in lacs)

Particulars	2014-2015	2013-2014
Contract revenue recognized as revenue during the year	7051.89	5196.77
Contract cost incurred plus recognized profits upto reporting date	18346.77	20791.17
Advances received	-	29.96
Amount outstanding/retentions	6117.91	5552.73
Gross amount due from customers for contract work presented as an asset	162.36	259.08
Gross amount due to customers for contract work presented as a liability	69.50	187.25

Contract revenue recognized as revenue during the year relating to Ongoing and Completed projects

(₹ in lacs)

Particulars	2014-2015	2013-2014
Contract revenue recognized as revenue during the year relating to ongoing projects	6411.65	5131.19
Contract revenue recognized as revenue during the year relating to completed projects	640.24	65.58
Total	7051.89	5196.77

39. The Company has exercised option provided in Para 46A of Accounting Standard - 11 on Effects of changes in Foreign Exchange rates with regard to the treatment of foreign exchange fluctuation gain/loss. Accordingly, loss on exchange fluctuation on long-term foreign currency monetary items amounting to related ₹ 23.37 lacs (Previous year ₹ 103.05 lacs) have been adjusted to the cost of capital asset and depreciated over the balance life of the asset. This has resulted in decrease in loss of the year by ₹ 23.08 lacs (net of depreciation of ₹ 0.29 lac) [Previous year ₹ 93.81 lacs (net of depreciation of ₹ 9.24 lacs)].



40. Derivative Instruments and Unhedged Foreign Currency Exposure

(a) Forward Contracts outstanding as at the Balance Sheet Date :

Particulars	Currency	2014-15			2013-14		
		Amount in Foreign Currency	Exchange Rate	₹ in lacs	Amount in Foreign Currency	Exchange Rate	₹ in lacs
Payables	USD	-	-	-	872923.53	60.49	528.03

(b) Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet Date :

Particulars	Currency	2014-15			2013-14		
		Amount in Foreign Currency	Exchange Rate	₹ in lacs	Amount in Foreign Currency	Exchange Rate	₹ in lacs
Payables	USD	1740641.66	63.06	1097.65	1037127.48	60.49	627.36
	SEK	12600.00	7.35	0.93	134000.00	9.36	12.54
	EUR	26368.00	68.42	18.04	128404.07	83.48	107.19
FC Loans - Buyer's Credit	USD	632500.00	63.06	398.85	1367500.00	60.49	827.20
Interest Accrued and not due on Loans	USD	6365.38	63.06	4.01	14960.43	60.49	9.05
Trade Receivables	USD	677.24	62.22	0.42	-	-	-
Non Trade Receivables	USD	101500.00	62.22	63.15	-	-	-
Advance from Customers	USD	1538.82	63.06	0.97	1265.00	60.49	0.77
Loans and Advances	EUR	-	-	-	25700.00	81.31	20.90
	USD	18551.86	62.22	11.54	-	-	-

(c) A sum of ₹ Nil (Previous year ₹ 2.26 lacs) on account of unamortized 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.

41. Details of dues to Micro, Small & Medium Enterprises as per Micro, Small and Medium Enterprise Development (MSMED) Act, 2006

(₹ in lacs)

Sl.No.	Particulars	2014-15	2013-14
(i)	the principal amount and the interest due thereon remaining unpaid to any supplier : Principal amount Interest thereon	1023.74 Nil	1808.15 Nil
(ii)	the amount of interest paid by the buyer in terms of Section 16, alongwith the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
(iii)	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	Nil	Nil
(iv)	the amount of interest accrued and remaining unpaid.	Nil	Nil
(v)	the amount of further interest remaining due and payable even in the succeeding years, 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 (MSMED) Act, 2006.	Nil	Nil

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

43. Supplementary Statutory Information

(₹ in lacs)

(A) Earnings in Foreign Currency (on accrual basis)

1. Export at F.O.B. Value

(B) Expenditure in Foreign Currency (on accrual basis)(Including Taxes, if any)

1. Travelling

2. Interest

4. Technical Services

5. Others

(C) Value of imports calculated on C.I.F. basis (on accrual basis)

1. Raw Materials

2. Stores & Spare Parts

3. Capital Goods

4. Goods purchased for re-sale

	2014-15	2013-14
	1436.70	364.35
	12.45	7.73
	14.28	53.29
	73.92	28.99
	0.65	5.24
	9740.91	9149.02
	99.60	41.04
	273.26	820.96
	379.83	510.60



(D) Imported and Indigenous Raw Materials and Stores & Spare Parts Consumed and percentage thereof :

(₹ in lacs)

Sl. No.	Particulars	Total Value of Consumption	Imported Value*	Indigenous Value*	Percentage of total consumption	
					Imported	Indigenous
1	Raw Materials	52551.81 (46673.15)	10442.25 (10446.98)	42109.56 (36226.17)	19.87 22.38	80.13 77.62
2	Stores & Spare Parts	552.92 (549.63)	63.31 (36.49)	489.61 (513.14)	11.45 6.64	88.55 93.36

*As certified by the Management.

44. Particulars of loans given, guarantee given or security provided and investment made during the year as per section 186(4) of the Companies Act, 2013

Guarantee Given:

(₹ in lacs)

Sl. No.	Party Name	As on 01.04.2014	As on 31.03.2015	Purpose
(a)	Birla Furukawa Fibre Optics Private Limited (BFPL)	3520	3520	Corporate guarantee given to Bank as collateral against Working Capital facilities granted to BFPL by Banks.

45. Previous Year Figures

The Company has reclassified/regrouped previous year figures wherever necessary, to conform to this year's classification. Figures shown in brackets, represent those of the previous year.

As per our attached report of even date

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm Registration No. 109208W

Amitava Bose
Manager & Chief Operating Officer

Harsh V. Lodha
(Din : 00394094)

Chairman

S.R. Jain
(Din : 00364293)

S.S. Kothari
(Din : 00005428)

S.C. Jain
(Din : 00194087)

Dinesh Chanda
(Din : 00939978)

B.R. Nahar
(Din : 00049895)

Kavita A. Sharma
(Din : 07080946)

Directors

R. Raghuraman

Partner

Membership No. 081350

Rakesh Barmecha
Chief Financial Officer

Om Prakash Pandey
Company Secretary

Place : New Delhi

Date : 15th May, 2015

Associates and Joint Ventures:

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

Sl. No.	Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associates/Joint Ventures held by the Company on the year end			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 (₹ in lacs)	Extend of Holding %	Considered in Consolidation (₹ in lacs)	Not Considered in Consolidation (₹ in lacs)		
1	Birla Ericsson Optical Ltd. (BEOL)	31.03.2015	3900100	850.01	13.00	NIL	162.45	The Company is a Joint Venture partner	As per circular issued by MCA joint venture are not be consolidated for FY 2014-15
2	Birla Furukawa Fibre Optics Pvt. Ltd. (BFPL)	31.03.2015	4588465	2298.50	37.28	NIL	119.74		
3	Vindhya Teelinkns Ltd. (VTL)	31.03.2015	3454530	1897.31	29.15	NIL	2173.58	The Company holds 29.15% shares in Paid up equity capital	

Amitava Bose
Manager & Chief Operating Officer

Harsh V. Lodha
(Din : 00394094)

Chairman

S.R. Jain
(Din : 00364293)

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Dinesh Chanda
(Din : 00939978)

B.R. Nahar
(Din : 00049895)

Kavita A. Sharma
(Din : 07080946)

Directors

Place : New Delhi

Date : 15th May, 2015

Om Prakash Pandey
Company Secretary



UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

E-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

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) ofshares 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;
- 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 Seventieth Annual General Meeting of the Company to be held on 24th July, 2015 at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P) 485 005 and at any adjournment thereof in respect of the following resolutions:

Resolution No	Resolution
Ordinary Business	
1	Adoption of audited Financial Statements, Directors' Report and Auditors' Report for the financial year ended 31st March, 2015.
2	Re-appointment of Shri B.R. Nahar, who retires by rotation.
3	Ratification of appointment of Statutory Auditors and fix their remuneration.
Special Business	
4	Appointment of Dr. Kavita A. Sharma as an Independent Director.
5	Appointment of Shri Y.S. Lodha as Manager and Chief Executive Officer.
6	Ratification of remuneration to Cost Auditors.

Signed this _____ day of _____ 2015

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

NOTE:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P) 485 005 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 Seventieth Annual General Meeting.





UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

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ATTENDANCE SLIP

Regd. Folio No./DP ID & Client ID	
Name and Address of the Shareholder	
No. of Shares held	

(1) I hereby record my presence at the SEVENTIETH ANNUAL GENERAL MEETING of Universal Cables Limited being held on 24th July, 2015 at 11.00 a.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P) 485 005.

(2) Signature of the Shareholder/Proxy/
Representative present

--

(3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

(4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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

✂.....

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN / Sequence No.
150619002	*

* 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 e-voting, please read the instructions printed under the Note No.16 to the Notice dated May 15, 2015 of the Seventieth Annual General Meeting. The Voting period begins on 21st July, 2015 (9.00 a.m.) and ends on 23rd July, 2015 (5.00 p.m.). The e-voting module shall be disabled by CDSL for voting thereafter.



New overseas markets : Cables exported to China and Abu Dhabi



Erected iron railing in the Kamadgiri circumambulation route at renowned pilgrimage centre Chitrakoot (District : Satna) – a CSR initiative



New PVC Compounding Plant



New addition : State-of-the-Art Dimensional Analysis Equipment

BOOK - POST
PRINTED MATTER

UNIVERSAL CABLES LIMITED

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Visit us at:
www.unistar.co.in

If undelivered please return to:
UNIVERSAL CABLES LIMITED
Regd. Office : P.O. Birla Vikas, Satna - 485 005 (M.P.)