

**UNIVERSAL CABLES LIMITED**

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.  
Phone : 07672-257121 to 257127, 414000 • Fax : 07672-257131  
E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in  
PAN No. : AAACU3547P • CIN : L31300MP1945PLC001114

Ref : UCL/SEC/2016-17

23.08.2016

<b>BSE Limited</b> Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, <b>Mumbai - 400 001</b>  <b>Scrip Code : 504212</b>	<b>National Stock Exchange of India Ltd.</b> Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East) <b>Mumbai - 400 051</b>  <b>Scrip Code : UNIVCABLES EQ</b>
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Dear Sirs,

**Sub : Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016**

In compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016 duly approved and adopted in the Annual General Meeting of the Company held on 19<sup>th</sup> August, 2016.

We hope you will find the same in order.

Thanking you,

Yours faithfully,  
**For UNIVERSAL CABLES LIMITED**

  
**(Om Prakash Pandey)**  
Company Secretary

Encl: As above

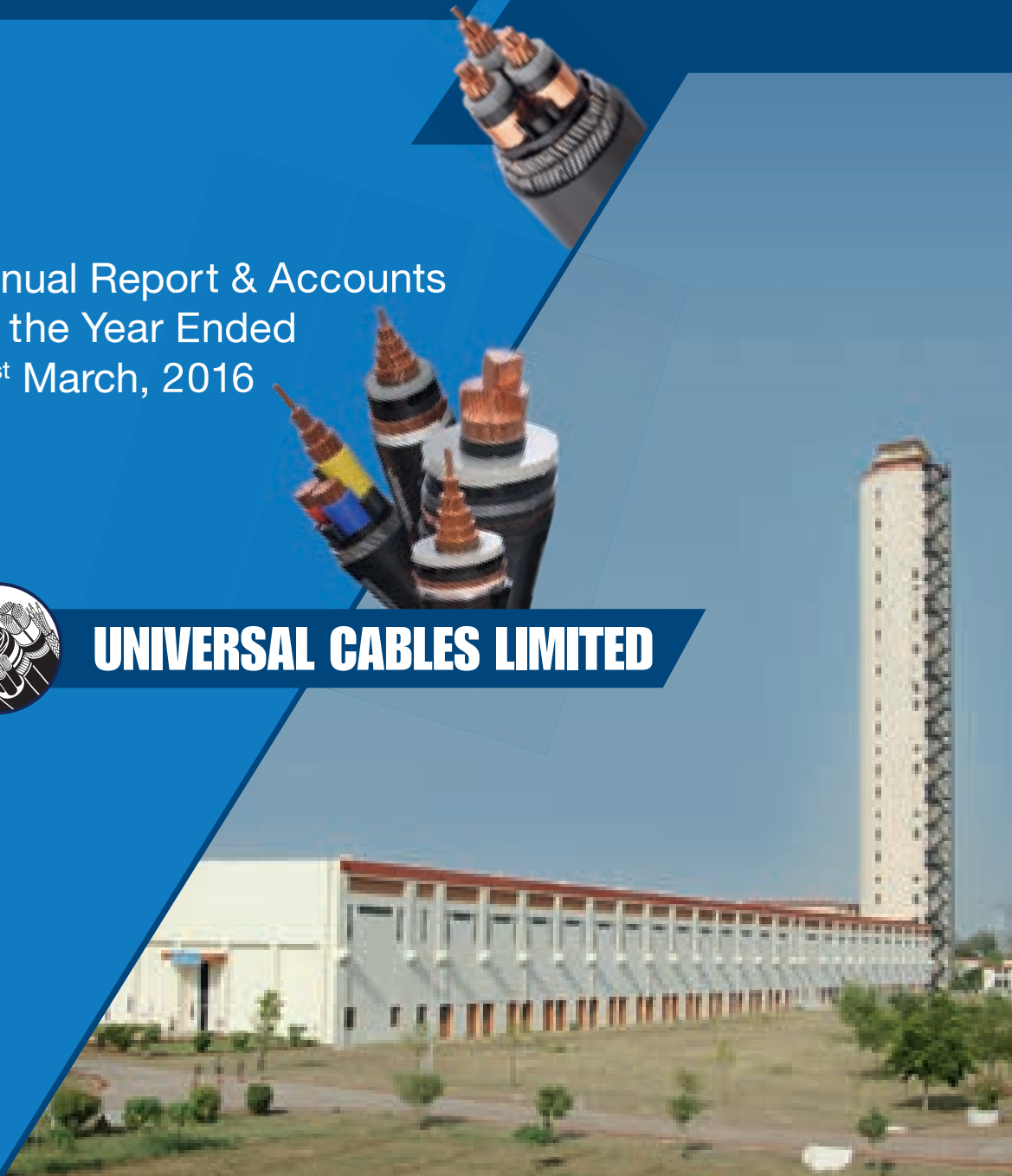


**UNI<sup>★</sup>STAR<sup>®</sup>**

Annual Report & Accounts  
for the Year Ended  
31<sup>st</sup> March, 2016



**UNIVERSAL CABLES LIMITED**





**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 2015-16

### DIRECTORS

SHRI HARSH V. LODHA

*Chairman*

DR. S. R. JAIN (*upto 23<sup>rd</sup> March, 2016*)

SHRI S.S. KOTHARI

SHRI S.C. JAIN

SHRI DINESH CHANDA

SHRI B.R. NAHAR

DR. KAVITA A. SHARMA

### AUDIT COMMITTEE

SHRI DINESH CHANDA

*Chairman*

DR. S.R. JAIN (*upto 23<sup>rd</sup> March, 2016*)

SHRI S.S. KOTHARI

SHRI S.C. JAIN (*w.e.f. 30<sup>th</sup> March, 2016*)

### CHIEF MENTOR & ADVISOR

SHRI D. R. BANSAL

### MANAGER & CHIEF EXECUTIVE OFFICER

SHRI Y.S. LODHA (*w.e.f. 15<sup>th</sup> 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 : (07672) 257121-27, 414000

FAX : (07672) 257129, 257131

E-mail : headoffice@unistar.co.in

Website : www.unistar.co.in

CIN : L31300MP1945PLC001114

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IS / ISO 9001:2000



IS / ISO 14001







# 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 OF SEVENTY-FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy-first Annual General Meeting of the Members of Universal Cables Limited will be held on Friday, 19<sup>th</sup> August, 2016 at 04.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) 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 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided 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 a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the approval of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members, Register of renewed and duplicate shares and/or any other Register required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, at the Office of the Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 or at any other place within the local limits of Mumbai (Maharashtra) under the custody of a person so authorised by the Board of Directors in this regard, instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered Office of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to this resolution.”

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

“RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,00,000/- (₹ One Lac only) plus applicable Service Tax and reimbursement of out of pocket expenses as fixed by the Board of Directors and payable to Messrs D. Sabyasachi & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts/records of the Company for the financial year ending 31<sup>st</sup> March, 2017, be and is hereby ratified and approved.

RESOLVED FURTHER 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.)

By Order of the Board of Directors  
for Universal Cables Limited

(Om Prakash Pandey)  
Company Secretary

18<sup>th</sup> May, 2016



### NOTES FOR MEMBERS' ATTENTION

1. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the 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 04.30 P.M. ON 17<sup>TH</sup> DAY OF AUGUST, 2016.**  
**A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed herewith.**
3. Corporate Members intending to attend the Annual General Meeting through their authorised representative(s) are requested to send a certified true copy of the board resolution, power of attorney or such other valid authorisation authorizing their such representative(s) to attend and vote on their behalf at the meeting.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 12<sup>th</sup> August, 2016 to Friday, the 19<sup>th</sup> August, 2016 (both days inclusive).
5. 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 to the said Registrar & Share Transfer Agents.
6. 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 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 & Share Transfer Agents.
7. 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 & Share Transfer Agents.
8. The Notice of the Seventy-first Annual General Meeting alongwith the Attendance Slip, Proxy Form, Route Map to the venue of the Meeting and the Annual Report for the year ended 31<sup>st</sup> March, 2016 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. Members may also note that the aforesaid documents will also be available on the Company's website [www.unistar.co.in](http://www.unistar.co.in).
9. All relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during 10.00 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 will be available for inspection at the Meeting (AGM).
10. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting are furnished and forms integral part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
11. 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. Members who hold shares in dematerialized form are requested to bring their DP Id and Client Id for easier identification of attendance at the Meeting.
12. Members desirous of obtaining any information on Financial Statements 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.
13. The Company has transferred ₹ 9,60,905/- being the unpaid and unclaimed dividend amount for the year 2007-08 on 29<sup>th</sup> September, 2015 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 31<sup>st</sup> March, 2009 onwards, are requested immediately to write to the Company or Company's Registrar & 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. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company [www.unistar.co.in](http://www.unistar.co.in).
14. **Voting through electronic means**
  - I. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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).



II. 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.

III. The instructions for shareholders for voting electronically are as under:-

- (i) The voting period begins on 16<sup>th</sup> August, 2016 (9.00 a.m.) and ends on 18<sup>th</sup> August, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12<sup>th</sup> August, 2016, 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](http://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](http://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:

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

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).





- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- IV. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company prior to commencement of Book Closure date(s) for the Annual General Meeting i.e. 12<sup>th</sup> August, 2016. However, voting rights with respect to 27,05,553 equity shares allotted under the Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14<sup>th</sup> September, 2015 concerning the Rights Issue, in respect of which a status quo order passed by the Hon'ble High Court of Delhi is presently operative, shall be in accordance with further orders of the Hon'ble Court.
  - V. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pradeep Nayak, Chartered Accountant as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - VI. The Scrutinizer shall, immediately after the conclusion of voting at the 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.
  - VII. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.unistar.co.in](http://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 sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 18<sup>th</sup> May, 2016:

#### Item No. 4

As per the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the Register of Members and Index of Members, etc. are required to be maintained at the Registered Office of the Company unless a Special Resolution is passed in a general meeting authorising the keeping of the Registers and Index of Members at any other place in India in which more than one-tenth of the total members entered in the Register of Members reside and the Registrar of Companies has been given a copy of the proposed Special Resolution in advance to this effect.

Based on the geographic spread of the present shareholders base of the Company, it is ascertained that more than one-tenth of the total number of members entered in the Register of Members of the Company reside or having registered addresses at Mumbai thereby providing an option to the Company to keep the Register of Members, Index of Members and all other Registers pursuant to Section 88 at Mumbai instead of the Registered Office of the Company. In view of the above, as a measure of prompt service and facilitation of convenience to the Members of the Company, it is considered desirable to keep, maintain and preserve Register of Members and Index of Members, etc. at the Office of Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 or at any other place within the local limits of Mumbai (Maharashtra). A copy of the proposed Special Resolution as set out at Item No. 4 of the accompanying Notice is being forwarded in advance to the Registrar of Companies, Madhya Pradesh, Gwalior.

None of the Directors/Manager/Other 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. 4 of the accompanying Notice.

The Board commends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

#### Item No. 5

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017 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 in connection with audit of the cost accounts/records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, 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 of Directors 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 at Item No. 5 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017.

None of the Directors/Manager/Other 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. 5 of the accompanying Notice.

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



**Details of Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on 19<sup>th</sup> August, 2016.**

<b>Name of Director</b>	Shri Harsh V. Lodha
<b>Date of Birth</b>	13.02.1967
<b>Age</b>	49 years
<b>Date of Appointment</b>	24.04.1998
<b>Qualification &amp; Experience</b>	Shri Harsh V. Lodha, holds a Bachelor's Degree in Commerce from Calcutta University and is a qualified Chartered Accountant. He possess vast and varied experience of about 29 years in profession and industry. He has worked with Lodha & Co., Chartered Accountants, in the capacity as a partner from 1988 to 2008. He retired from the said firm as Joint Country Managing Partner in October 2008. He has served on various key positions of committee constituted by FICCI, ICAI, Department of Company Affairs, Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. He has also served as the Vice Consul of the Republic of Philippines for Eastern India.
<b>Number of Shares held in the Company</b>	18297 equity shares (include 2245 equity shares allotted in the Rights Issue of the Company on 20 <sup>th</sup> October, 2015 under Category 'C' of the Basis of Allotment i.e. additional shares, in respect of which credit in the demat account has not been completed in view of the order dated 18 <sup>th</sup> November, 2015 passed by the Hon'ble High Court of Delhi.)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None
<b>Number of Board meeting attended during the financial year 2015-16</b>	4
<b>List of outside Directorships held*</b>	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Ericsson Optical Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Vindhya Telelinks Ltd.
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	None
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies</b>	Chairman - (i) Stakeholders Relationship Committee of Birla Corporation Ltd. (ii) Investors Grievance Committee of Alfred Herbert (India) Ltd. Member - (i) Audit Committee of Punjab Produce Holdings Ltd.

\* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and are based on the latest declarations received from the Director. The details of Committee Membership/Chairmanship is in accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect 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.)

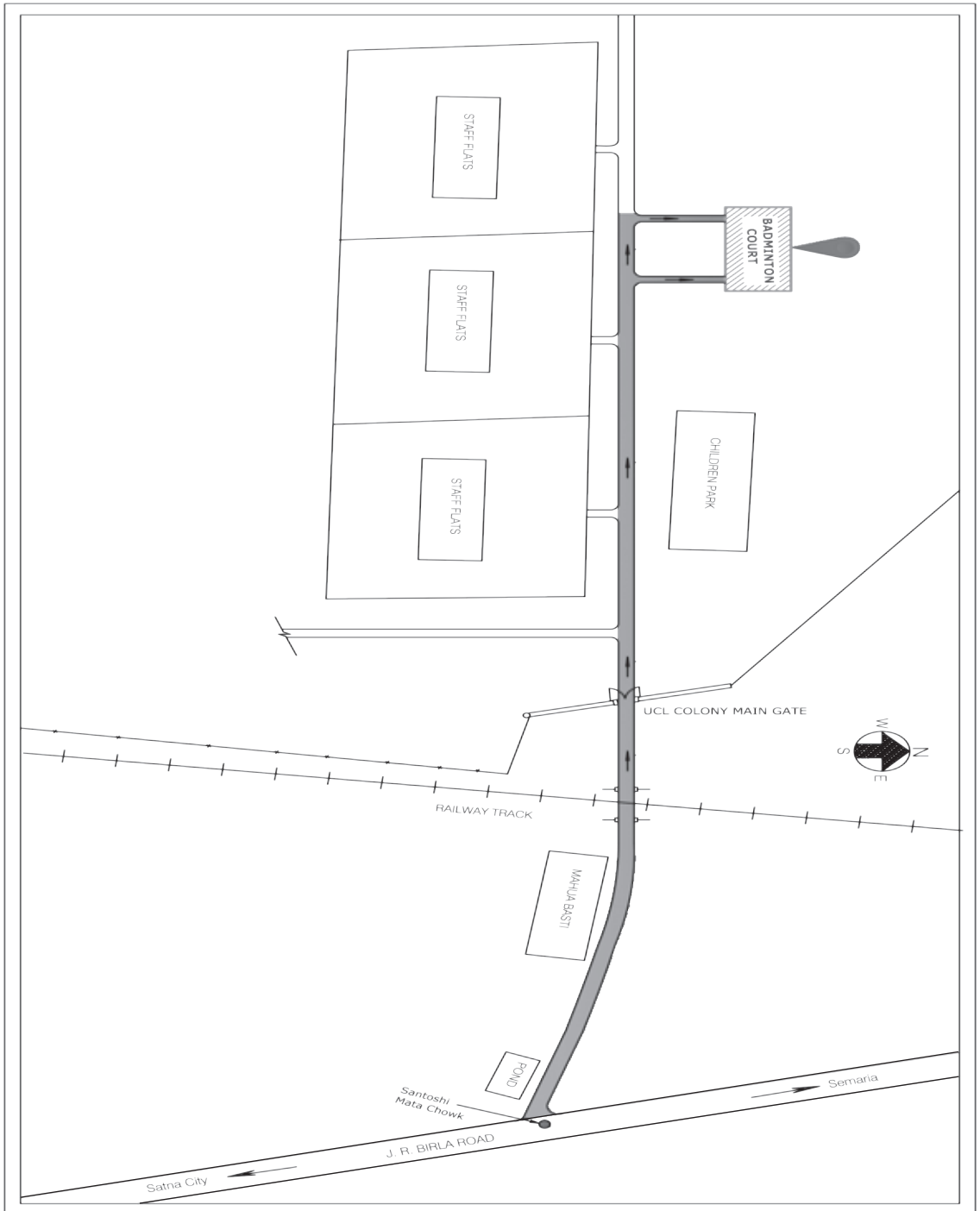
By Order of the Board of Directors  
for Universal Cables Limited

**(Om Prakash Pandey)**  
Company Secretary

18<sup>th</sup> May, 2016



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING





# Directors' Report

## TO THE SHAREHOLDERS

Your Directors have the pleasure of presenting their Seventy-first Annual Report, together with the Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2016.

## SUMMARY OF FINANCIAL RESULTS & STATE OF COMPANY'S AFFAIRS

Description	2015-16 (₹ in lacs)	2014-15 (₹ in lacs)
Gross Revenue and Other Income	<b>84105.84</b>	76491.22
Earnings before Finance Costs, Depreciation and Tax	<b>8618.47</b>	3359.89
Finance Costs	<b>5117.48</b>	5069.19
Profit/(Loss) before Depreciation and Tax	<b>3500.99</b>	(1709.30)
Depreciation and Amortization	<b>1765.19</b>	1761.84
Profit/(Loss) before Tax	<b>1735.80</b>	(3471.14)
Tax Expense / (Credit) – Current Tax	<b>(219.15)</b>	-
Net Profit / (Loss) for the year	<b>1954.95</b>	(3471.14)

## GENERAL & CORPORATE MATTERS

Your Company has achieved the gross revenue of ₹ 841.06 Crores in the current fiscal as compared to ₹ 764.91 Crores for the previous fiscal. Your Company has made a substantial swing in its overall financial performance from its previous year's loss of ₹ 34.71 Crores to a profit of ₹ 19.55 Crores. Detailed operational working of your Company is provided in the Management Discussion and Analysis forming part of the Annual Report.

The change of fortune in your Company has been primarily due to the strategic positioning of your Company in the high-end market segment. Envisioning the imminent change in the market structure where higher voltage cable demand would grow at a significant pace, your Company had upgraded the manufacturing infrastructure to take advantage of this opportune moment and is optimistic to continue its growth in a sustainable and profitable manner.

Your Company had made heavy investments in the past for up-grading and modernizing its technology and plant & machinery. As the market had continued to remain depressed, your Company fell under financial duress leading to heavy interest burden which eroded its profitability and created a constraint on its working capital. As a measure of improving liquidity and reduce finance costs, your Company raised funds through Rights Issue by offering 1,15,65,127 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 51/- per equity share aggregating ₹ 5,898.21 lacs and re-paid/prepaid in part certain unsecured inter-corporate loans and utilised the remaining proceeds for general corporate purposes as specified in the Letter of Offer. Your Company had received full subscription and the issue was closed on 14<sup>th</sup> October, 2015.

Your Company has chalked-out a road-map on its strategic business plan considering the achievable goals rather than the aspirational ones. The strategic fundamentals have been on expanding the business in the extra-high-voltage underground power transmission cables. Presently, the market growth has been robust in this segment and your Company has been able to take good mileage out of this opportunity. Your Company foresees a sustainable growth in this segment.

Your Company is largely dependent on the demand from the power & infrastructural sectors. The power sector is heavily reliant on the conventional energy which contributes 72% of the power generation. As a consequence, the constraints on fuel linkages has undermined the power sector. With the coal production improving significantly, the industry can expect better response in terms of larger demand from the power generation sector. The balance 28% of the power generation is through renewable sources. The Government has given immense thrust on solar and wind energy where the resources are in abundance in the country. Your Company plays a dominant role in the wind energy sector. It is reported that the power generation capacity has to multiply five times by 2032 to maintain a GDP growth rate of 8-9%. From this, it is evident that there has to be a consistent year-on-year growth with a capacity addition of 20 GW to meet this target. Your Company keeps a track on the gradual changes in the energy-mix of the power sector where the renewable energy is gaining prominence, thus influencing the demand and product-mix for power cables. This could entail a change in the business strategy.

The power transmission sector poses a colossal challenge as it is reported that projects worth ₹ 33,900 Crores planned for implementation are in a static mode, thereby creating bulk power evacuation a serious concern. To resolve this issue, huge



investments are imperative for constructing multiple power corridors. Your Company is already experiencing the growth wave from the sub-transmission sector. Your Company is the forefront player in the EHV cable market, hence with its strong manufacturing infrastructure, it is geared to reap the harvest from this market potential.

The power distribution companies (Discoms), the last mile of the power chain are in financial duress. Overcoming the financial woes of Discoms is critical for the Government to achieve its target of 100% village electrification, 24x7 power supply and renewable energy capacity addition, as well as for implementing the smart cities and national flagship initiatives e.g., "Make in India" and "Digital India". As the Government is taking serious revival strategy, this segment would give a boost to the demand of cables which is a major component of the power distribution system.

The infrastructural sector is undergoing encouraging changes with the national policy for development & modernization. The capital outlay for the infrastructural sector consisting of metro railways, roads, ports, airports, etc., as announced in the Union Budget would be around ₹ 2,20,000 Crores. This investment would induce growth in demand for the overall engineering sector where power cable is no exception.

Presently, the Indian Electrical Equipment manufacturers have less than 1% share in the global market, hence, a significant export growth potential for the industry is imminent. Your Company is steadily increasing its overseas customer base. Considering, the growing business potential around the Indian Ocean rim, your Company has embarked on a strategic mission to expand its overseas business in a sustainable manner.

In general, the OEM industries e.g., heavy engineering equipment manufacturers are not in a vibrant state due to lack of funds resulting to deferment of various projects. Your Company feels that this is a temporary status and expects revival of such OEMs in the forthcoming years with the proposed investments.

The statistical report on the loss of market share suffered by the Indian Electrical Industry as a consequence of imports has been 43%. Nevertheless, the cable industry in particular has not conceded its share to the overseas players to this extent. Your Company expects to maintain its growth of business in the overseas market.

The brand of your Company maintains its pre-eminent position as the most trusted name in the market. In order to retain its brand image and market position, your Company is enhancing the manufacturing capacity of various production lines by implementing CAPEX plan in a phase wise manner.

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.

#### **DIVIDEND**

Though the Company turned profitable, there is still a net deficit in the Statement of Profit & Loss after adjusting profit of the year. Therefore, your Directors decided not to propose dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2016.

#### **SHARE CAPITAL**

During the year under review, the Issued, Subscribed and Fully paid-up equity share capital of your Company have been increased from ₹ 2313.61 lacs to ₹ 3470.12 lacs and from ₹ 2313.03 lacs to ₹ 3469.54 lacs respectively, due to Rights Issue of the equity shares. Your Company has issued and allotted 1,15,65,127 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 51/- per equity share (including a premium of ₹ 41/- per equity share) aggregating to ₹ 5898.21 lacs, pursuant to Letter of Offer dated 14<sup>th</sup> September, 2015. However, dispatch of share certificate(s) in physical form and credit in the respective demat account(s) in respect of 27,05,553 additional equity shares, in aggregate, allotted to certain allottees under category "C" of the basis of allotment as per Letter of Offer have not yet been completed in view of the status-quo order passed by the Hon'ble High Court of Delhi on 18<sup>th</sup> November, 2015. Accordingly, out of total equity shares issued and allotted 88,59,574 equity shares have been admitted for trading on BSE Limited and the National Stock Exchange of India Limited with effect from 2<sup>nd</sup> December, 2015.

#### **DEPOSITS/FINANCE**

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

Your Company continued to optimise bank borrowings during the year by focusing on cash flows and working capital management in order to ensure efficiency in its borrowing costs.

#### **CORPORATE GOVERNANCE**

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



## **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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 and the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## **RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which your Company pursues its objectives. Additionally, the Audit Committee and the Board of Directors assess the implementation of risk management and risk mitigation measures through their review of potential risks which could negatively impact the operations including additional oversight in the area of financial risks and controls, the proposed budget and plan, your Company's strategic framework. Major risks identified by the Company's business and functions are systematically addressed through mitigating actions on a continuing basis. In the view of the Board of Directors, there are no material risks, which may threaten the existence of your Company.

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

The management is committed to ensure effective internal financial controls environment, which provides assurance on the efficiency of its business operations coupled with adherence to its established policies, safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. Your Company has defined organisation structure, authority levels, delegated powers, internal procedures, rules and guidelines for conducting business transactions. Your 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.

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

## **INDUSTRIAL RELATIONS AND SAFETY**

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

Your Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plant and facilities to maintain high awareness levels. Your Company has also stressed the need to adopt the highest safety standards on turnkey projects undertaken for EHV power cables with the emphasis on ensuring that safety on all projects under execution are given a great deal of importance. The Company is conscious of the importance of environmentally clean and safe operations so as to ensure safety of all concerned and compliance of





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

## **RECOGNITION**

Your Company's manufacturing facilities and functional departments continue to remain certified by independent and reputed external agencies as being compliant as well as aligned with the international standards for Quality Management System ISO 9001:2008, Environmental Management System ISO 14001:2004, Occupational Health and Safety Management System OHSAS 18001:2007 and Social Accountability Policy SA-8000. During the year, the audits for these Certifications established continuous improvement in performance against these standards.

## **DIRECTORS**

Dr. S.R. Jain [DIN 00364293], an Independent Director has resigned from the Board of Directors of your Company with effect from 24<sup>th</sup> March, 2016. The Board placed on records its deep sense of appreciation and gratitude for valuable services rendered by Dr. S.R. Jain during his tenure as member of the Board of Directors of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Harsh V. Lodha [DIN 00394094], Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

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

## **KEY MANAGERIAL PERSONNEL**

Shri Y.S. Lodha, Manager & Chief Executive Officer (with effect from 15<sup>th</sup> May, 2015), Shri Sanjay Kumar, Chief Financial Officer (with effect from 9<sup>th</sup> February, 2016) and Shri Om Prakash Pandey, Company Secretary are the key managerial personnel of the Company. During the year under review, Shri Amitava Bose, who was appointed as Manager & Chief Operating Officer of the Company with effect from 5<sup>th</sup> May, 2015, was re-designated as Chief Operating Officer of the Company with effect from 5<sup>th</sup> November, 2015 and Shri Rakesh Barmecha, resigned as Chief Financial Officer of the Company with effect from 5<sup>th</sup> February, 2016. The Board of Directors at its Meeting held on 9<sup>th</sup> February, 2016 has appointed Shri Sanjay Kumar as Chief Financial Officer (a Key Managerial Personnel) of the Company.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors of your Company viz. Shri S.S. Kothari, Shri S.C. 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. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified under the governing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **MEETINGS OF BOARD AND COMPOSITION OF COMMITTEES**

During the year under review, the Board met four times viz. on 15<sup>th</sup> May, 2015, 10<sup>th</sup> August, 2015, 5<sup>th</sup> November, 2015 and 9<sup>th</sup> February, 2016.

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

## **PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company carried out the formal annual evaluation of its own performance and that of its Committees and individual Directors. 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 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 considered the criteria for evaluation of performance of Independent Directors and the Board of Directors formulated by the Nomination and Remuneration Committee. The Board of Directors also reviewed and discussed the annual performance evaluation of Directors carried out by the Nomination and Remuneration Committee and review of the performance of the Chairman (taking into account the views of non-executive directors), the Non-independent Directors and the Board as a whole carried out by the Independent Directors. A statement indicating the manner, in which formal annual evaluation has been made by the Board of Directors, is given in the Report on Corporate Governance which forms a part of the Annual Report.

#### **SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

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

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

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

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

#### **AUDITORS**

Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No. 109208W), were appointed as Statutory Auditors to hold office for a term of 3 (three) years until the conclusion of the 72<sup>nd</sup> (seventy second) Annual General Meeting of the Company to be held for the financial year 2016-17, subject to ratification of their appointment as a such by members at every Annual General Meetings. They have confirmed to the Company that their appointment, if ratified by the members at the ensuing 71<sup>st</sup> (seventy first) Annual General Meeting, would be according to the terms and conditions prescribed under Section(s) 139 and 141 of the Companies Act, 2013 and rules framed thereunder and that they are not disqualified for appointment as Auditors within the meaning of the said Act, The Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

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

#### **AUDITORS' REPORT**

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

#### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Messrs R.K. Mishra & Associates, Company Secretaries (PCS Registration No.14474) were appointed to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2016. The Report of the Secretarial Auditor is given in Annexure 'A', which is attached hereto and forms a part of the Directors' Report. No qualification or observation or other remarks have been made by Messrs R.K. Mishra & Associates in the Secretarial Audit Report, which calls for any comments or explanations.





## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into by the Company during the financial year under review were on an arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. There are no material significant related party transactions entered into 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. Further, none of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

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

## **JOINT VENTURE COMPANIES AND ASSOCIATE**

Your Company has two joint venture companies viz. Birla Ericsson Optical Limited and Birla Furukawa Fibre Optics Private Limited and an associate company viz. Vindhya Telelinks Ltd.

Birla Ericsson Optical Limited, joint venture company, established in pursuance to a Joint Venture Agreement entered into by your Company alongwith Vindhya Telelinks Limited and Ericsson Cables AB, Sweden and engaged in the business of manufacturing and sales of Telecommunication Cables and other types of specialty wire and cables. Birla Furukawa Fibre Optics Private Limited, joint venture company, established in pursuance to a Joint Venture Agreement entered into between your Company and Furukawa Electric Co. Ltd., Japan and engaged in the business of manufacturing and sales of telecommunication grade Optical Fibres. Vindhya Telelinks Ltd., an associate company is engaged in the business of manufacturing and sales of Telecommunication Cables, other types of wires and cables, FRP rods/Glass rovings, etc. and Engineering, Procurement and Construction (EPC) business. Both the joint venture companies and an associate company have achieved satisfactory financial performance during the year under review.

A Statement containing the salient features of the financial statements of an associate company and joint venture companies as prescribed under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013, is annexed and forms part of the Annual Report and hence financial performance of each of the joint ventures and an associate are not repeated herein for the sake of brevity.

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

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

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

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Statement of Disclosure of Remuneration and such other details as prescribed therein are given in Annexure '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(2) 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 or events on these items during the year under review:

- (a) The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has granted stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on 31<sup>st</sup> March, 2016.
- (b) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its operations in future.
- (c) The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and Rules made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.
- (d) There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Directors' Report.

## 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 to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

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

*Chairman*

*Directors*

New Delhi, 18<sup>th</sup> May, 2016

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 according to the provisions of:-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period)
- (vi) The Factories Act, 1948
- (vii) The Industrial Dispute Act, 1947
- (viii) The Payment of Wages Act, 1936
- (ix) The Minimum Wages Act, 1948
- (x) The Employees State Insurance Act, 1948
- (xi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (xii) The Payment of Bonus Act, 1965 and Payment of Bonus (Amendment) Act, 2015



- (xiii) The Payment of Gratuity Act, 1972
- (xiv) The Contract Labour (Regulation and Abolition) Act, 1970
- (xv) The 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 (ICSI);
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited; and
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (with effect from 1<sup>st</sup> December, 2015).

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

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

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

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

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

I further report that during the audit period, the Company has issued and allotted 1,15,65,127 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 51/- per equity share (including a premium of ₹ 41/- per share) aggregating ₹ 5,898.21 Lacs, pursuant to Letter of Offer dated 14<sup>th</sup> September, 2015. However, dispatch of share certificate(s) in physical form and credit in the respective demat account(s) in respect of 27,05,553 number of additional equity shares, in aggregate, allotted to certain allottees under category "C" of the basis of allotment as per the Letter of Offer have not yet been completed in view of the status-quo order passed by the Hon'ble High Court of Delhi on 18<sup>th</sup> November, 2015.

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 equity shares.
- (iii) Merger/amalgamation/reconstruction etc.
- (iv) Foreign technical collaboration.

For **R.K. MISHRA AND ASSOCIATES**

**Rajesh Kumar Mishra**  
(Partner)

Place: Satna  
Date: 18<sup>th</sup> May, 2016

CP No. 4433  
FCS No. 5383

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



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

The Secretarial Audit Report of even date is to be read along with this letter.

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

For **R.K. MISHRA AND ASSOCIATES**

**Rajesh Kumar Mishra**  
(Partner)  
CP No. 4433  
FCS No. 5383

Place: Satna  
Date: 18<sup>th</sup> May, 2016



**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(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

1. The percentage increase in remuneration of each Director, Manager & Chief Executive Officer, Manager & Chief Operating Officer, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16 (₹ in lacs)	% increase in Remuneration in the Financial Year 2015-16	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 Chief Mentor & Executive Director (upto 04.05.2015)	24.54	Nil	14.27:1	The total remuneration of Key Managerial Personnel during the financial year 2015-16 was ₹ 119.87 Lacs. During the financial year 2015-16, the Company has achieved the gross revenue of ₹ 841.06 Crores and generated the profit of ₹ 19.55 Crores.
2	Shri Y.S. Lodha Manager & Chief Executive Officer (w.e.f. 15.05.2015)	41.76	Nil*	N.A.	
3	Shri Amitava Bose Manager & Chief Operating Officer (w.e.f.05.05.2015 to 04.11.2015)	19.20	Nil*	N.A.	
4	Shri Rakesh Barmecha Chief Financial Officer (upto 04.02.2016)	19.78	3.59	N.A.	
5	Shri Sanjay Kumar Chief Financial Officer (w.e.f.09.02.2016)	2.41	Nil*	N.A.	
6	Shri Om Prakash Pandey Company Secretary	12.18	2.50	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 2015-16.
- (ii) \*Shri Y.S. Lodha, Manager & Chief Executive Officer, Shri Amitava Bose, Manager & Chief Operating Officer (upto 04.11.2015) and Shri Sanjay Kumar, Chief Financial Officer were appointed during the financial year 2015-16.
2. The median remuneration of employees of the Company during the financial year was ₹ 1.72 Lacs.
3. In the financial year 2015-16, there was an decline of 1.15% in the median remuneration of employees.
4. There were 1039 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2016.
5. Relationship between average increase in remuneration and company performance:  
During the financial year 2015-16, 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 able to achieve gross revenue of ₹ 841.06 Crores in the financial year 2015-16 as compared to ₹ 764.91 Crores for the previous year. Company has made a substantial swing in its performance from its previous year's loss of ₹ 34.71 Crores to a profit of ₹ 19.55 Crores.
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	Market Capitalisation (₹ in lacs)		Price Earning Ratio	
	As on 31.03.2015	As on 31.03.2016		As on 31.03.2015	As on 31.03.2016	As on 31.03.2015	As on 31.03.2016
NSE	38.85	72.40	86.36%	8986.10	23160.64	*N.A.	10.49
BSE	38.15	74.00	93.97%	8824.19	23672.47	*N.A.	10.72

\* EPS in negative



	Closing Market Price Per Share (₹) as on 31.03.2016	Rights Issue (2015) Price Per Share (₹)	Percentage Increase
NSE	72.40	51.00	41.96
BSE	74.00		45.10

7. Average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2015-16 was 10.28%. There was no increase in the managerial remuneration.
8. There was no variable component in the remuneration availed by the Directors in the financial year 2015-16.
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:  
The Chief Mentor & Executive Director (upto 04.05.2015) 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 31<sup>st</sup> March, 2016 is as per the Remuneration Policy of the Company.

#### ANNEXURE 'C'

#### PARTICULARS OF EMPLOYEE AS PER SECTION 197 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016.

Name	Designation	Remuneration received* (₹ in lacs)	Qualification	Experience (Years)	Date of commencement of Employment	Age (Years)	Previous Employment held
Shri D.R. Bansal (upto 04.05.2015)	Chief Mentor & Executive Director	24.54	M.Sc.	54	01.08.1964	76	Hindustan Gum & Chemicals Ltd., Bhiwani (Designation-Sales Incharge & Chief Chemist)

\*Employed for part of the year.

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, House Rent Allowance, Company's contribution to Provident Fund and taxable value of Perquisites.
- (5) Shri D.R. Bansal did not own more than 2% of the outstanding equity shares of the Company as on 04.05.2015.



**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2016

[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 6<sup>th</sup> March, 1945
- (iii) Name of the Company Universal Cables Limited
- (iv) Category/Sub-Category of the Company Public 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) 257121-27, 414000  
Fax No. (07672) 257129, 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 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	2732	83.87

**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	31.75	2(6)

**IV. SHAREHOLDING 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 01.04.2015				No. of Shares held at the end of the year as on 31.03.2016*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	-	-	-	-	-	-	-	-	NIL
b) Central Government	-	-	-	-	-	-	-	-	NIL
c) State Government(s)	-	-	-	-	-	-	-	-	NIL
d) Bodies Corporate	11934666	220998	12155664	52.55	21452199	-	21452199	61.83	9.28





Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2015				No. of Shares held at the end of the year as on 31.03.2016*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Banks / FI	-	-	-	-	-	-	-	-	NIL
f) Any Other	-	-	-	-	-	-	-	-	NIL
<b>Sub-Total (A)(1)</b>	<b>11934666</b>	<b>220998</b>	<b>12155664</b>	<b>52.55</b>	<b>21452199</b>	<b>-</b>	<b>21452199</b>	<b>61.83</b>	<b>9.28</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	NIL
b) Other - Individuals	-	-	-	-	-	-	-	-	NIL
c) Bodies Corporate	-	-	-	-	-	-	-	-	NIL
d) Banks / FI	-	-	-	-	-	-	-	-	NIL
e) Any Other	-	-	-	-	-	-	-	-	NIL
<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NIL</b>
<b>Total Shareholding of Promoters(A)=(A)(1)+(A)(2)</b>	<b>11934666</b>	<b>220998</b>	<b>12155664</b>	<b>52.55</b>	<b>21452199</b>	<b>-</b>	<b>21452199</b>	<b>61.83</b>	<b>9.28</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	50	1150	1200	0.01	50	1150	1200	-	NIL
b) Banks / FI	25113	94383	119496	0.52	6946	94383	101329	0.29	(0.23)
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	732458	1290	733748	2.11	(1.40)
g) FIs	-	500	500	-	-	500	500	-	NIL
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
i) Others (specify)	-	-	-	-	-	-	-	-	NIL
<b>Sub-Total (B)(1)</b>	<b>835625</b>	<b>98063</b>	<b>933688</b>	<b>4.04</b>	<b>739454</b>	<b>98063</b>	<b>837517</b>	<b>2.41</b>	<b>(1.63)</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corporate									
(i) Indian	2528015	7118	2535133	10.96	3972994	6480	3979474	11.47	0.51
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	2276611	809447	3086058	13.34	2442336	722937	3165273	9.12	(4.22)
(ii) Individual Shareholders holding nominal share capital excess of ₹ 1 lakh	2484612	52437	2537049	10.97	2432982	73438	2506420	7.22	(3.75)
c) Others (specify)									
(i) Non-Resident Individuals	26126	29630	55756	0.24	22929	27896	50825	0.15	(0.09)
(ii) Clearing Members/ Clearing House	66514	-	66514	0.29	461023	-	461023	1.33	1.04
(iii) Trusts, Society, etc.	696280	1064112	1760392	7.61	2242650	-	2242650	6.46	(1.15)
<b>Sub-Total (B)(2)</b>	<b>8078158</b>	<b>1962744</b>	<b>10040902</b>	<b>43.41</b>	<b>11574914</b>	<b>830751</b>	<b>12405665</b>	<b>35.76</b>	<b>(7.65)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>8913783</b>	<b>2060807</b>	<b>10974590</b>	<b>47.45</b>	<b>12314368</b>	<b>928814</b>	<b>13243182</b>	<b>38.17</b>	<b>(9.28)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>20848449</b>	<b>2281805</b>	<b>23130254</b>	<b>100.00</b>	<b>33766567</b>	<b>928814</b>	<b>34695381</b>	<b>100.00</b>	<b>NIL</b>

**Note:**

\*Total number of shares held as on 31<sup>st</sup> March, 2016 includes 27,05,553 equity shares allotted in the Rights Issue of the Company on 20<sup>th</sup> October, 2015 under Category 'C' of the Basis of Allotment i.e. Additional Shares, in respect of which despatch of share certificate(s) in



physical form to certain allottees and credit in the respective demat account(s) of beneficial owners have not been completed in view of the order dated 18<sup>th</sup> November, 2015 passed by the Hon'ble High Court of Delhi. By the said order, status quo has been directed to be maintained with respect to such 27,05,553 numbers of additional shares allotted under the said Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14<sup>th</sup> September, 2015.

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2015			Shareholding at the end of the year as on 31.03.2016			% change in shareholding during the year
		No. of Shares	% 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	-	8274963*	23.85	-	2.93
2	The Punjab Produce & Trading Company Private Limited	2910128	12.58	-	5126037*	14.77	-	2.19
3	Gwalior Webbing Co. Private Limited	1688573	7.30	-	2887013*	8.32	-	1.02
4	Birla Ericsson Optical Limited	1107407	4.79	-	1893374*	5.46	-	0.67
5	Birla Corporation Limited	468000	2.02	-	800157*	2.31	-	0.29
6	Trilochan Vyapaar Private Limited	266431	1.15	-	266431	0.77	-	(0.38)
7	Birla Financial Corporation Limited	205869	0.89	-	351982*	1.01	-	0.12
8	East India Investment Co. Private Limited	209371	0.91	-	314056	0.91	-	-
9	Insilco Agents Limited	109710	0.47	-	395810*	1.14	-	0.67
10	Baroda Agents & Trading Company Private Limited	121058	0.52	-	206956*	0.60	-	0.08
11	August Agents Limited	71915	0.31	-	406938*	1.17	-	0.86
12	Punjab Produce Holdings Limited	53224	0.23	-	90998*	0.26	-	0.03
13	Laneseda Agents Limited	35000	0.15	-	343870*	0.99	-	0.84
14	Mudra Fintrade Private Limited	34615	0.15	-	34615	0.10	-	(0.05)
15	Canberra Traders Private Limited	34230	0.15	-	58524*	0.17	-	0.02
16	Express Dairy Company Limited	125	-	-	125	-	-	-
17	Hindustan Gum & Chemicals Limited	100	-	-	100	-	-	-
18	Mazbat Investments Pvt. Ltd. (w.e.f. 22.05.2015)	-	-	-	125	-	-	-
19	Mazbat Properties Pvt. Ltd. (w.e.f. 22.05.2015)	-	-	-	125	-	-	-
	<b>Total</b>	<b>12155664</b>	<b>52.55</b>	<b>-</b>	<b>21452199</b>	<b>61.83</b>	<b>-</b>	<b>9.28</b>

\*Total number of shares held as on 31<sup>st</sup> March, 2016 includes 24,42,318 equity shares allotted in the Rights Issue of the Company on 20<sup>th</sup> October, 2015, in respect of which credit in the respective demat account(s) of beneficial owners have not yet been completed in view of the reasons as stated in Note appended to IV(i) above.

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

Shareholder's Name	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
<b>Vindhya Telelinks Limited</b>				
At the beginning of the year	4839908	20.92	4839908	20.92
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 20.10.2015 - Allotment (Rights Issue)	-	-	3435055	9.90
At the end of the year	-	-	8274963*	23.85



Shareholder's Name	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
<b>The Punjab Produce &amp; Trading Company Private Limited</b>				
At the beginning of the year	2910128	12.58	2910128	12.58
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	2215909	6.39
At the end of the year	-	-	5126037*	14.77
<b>Gwalior Webbing Co. Private Limited</b>				
At the beginning of the year	1688573	7.30	1688573	7.30
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	1198440	3.45
At the end of the year	-	-	2887013*	8.32
<b>Birla Ericsson Optical Limited</b>				
At the beginning of the year	1107407	4.79	1107407	4.79
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	785967	2.27
At the end of the year	-	-	1893374*	5.46
<b>Birla Corporation Limited</b>				
At the beginning of the year	468000	2.02	468000	2.02
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	332157	0.96
At the end of the year	-	-	800157*	2.31
<b>Birla Financial Corporation Limited</b>				
At the beginning of the year	205869	0.89	205869	0.89
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	146113	0.42
At the end of the year	-	-	351982*	1.01
<b>East India Investment Co. Private Limited</b>				
At the beginning of the year	209371	0.91	209371	0.91
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	104685	0.30
At the end of the year	-	-	314056	0.91
<b>Insilco Agents Limited</b>				
At the beginning of the year	109710	0.47	109710	0.47
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	286100	0.82
At the end of the year	-	-	395810*	1.14



Shareholder's Name	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
<b>Baroda Agents &amp; Trading Company Private Limited</b>				
At the beginning of the year	121058	0.52	121058	0.52
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	85898	0.25
At the end of the year	-	-	206956*	0.60
<b>August Agents Limited</b>				
At the beginning of the year	71915	0.31	71915	0.31
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	335023	0.97
At the end of the year	-	-	406938*	1.17
<b>Punjab Produce Holdings Limited</b>				
At the beginning of the year	53224	0.23	53224	0.23
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	37774	0.11
At the end of the year	-	-	90998*	0.26
<b>Laneseda Agents Limited</b>				
At the beginning of the year	35000	0.15	35000	0.15
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	308870	0.89
At the end of the year	-	-	343870*	0.99
<b>Canberra Traders Private Limited</b>				
At the beginning of the year	34230	0.15	34230	0.15
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	24294	0.07
At the end of the year	-	-	58524*	0.17
<b>Trilochan Vyapaar Private Limited</b>				
At the beginning of the year	266431	1.15	266431	0.77
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	266431	0.77
<b>Mudra Fintrade Private Limited</b>				
At the beginning of the year	34615	0.15	34615	0.15
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	34615	0.10



Shareholder's Name	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
<b>Express Dairy Company Limited</b>				
At the beginning of the year	125	-	125	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	125	-
<b>Hindustan Gum &amp; Chemicals Limited</b>				
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.) No Change	-	-	-	-
At the end of the year	-	-	100	-
<b>Mazbat Investments Pvt. Ltd. (w.e.f. 22.05.2015)</b>				
At the beginning of the year	125	-	125	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	125	-
<b>Mazbat Properties Pvt. Ltd. (w.e.f. 22.05.2015)</b>				
At the beginning of the year	125	-	125	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	125	-

\*Total number of shares held as on 31<sup>st</sup> March, 2016 includes 24,42,318 equity shares allotted in the Rights Issue of the Company on 20<sup>th</sup> October, 2015, in respect of which credit in the respective demat account(s) of beneficial owners have not yet been completed in view of the reasons as stated in Note appended to IV(i) above.

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

For each of the Top 10 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
<b>Hindustan Medical Institution</b>				
At the beginning of the year	1064112	4.60	1064112	4.60
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	24000	0.07
At the end of the year	-	-	1088112	3.14
<b>Mr. Radhey Shyam Agarwal</b>				
At the beginning of the year	862014	3.73	862014	3.73



For each of the Top 10 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
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 15.05.2015 - Transfer	-	-	3894	0.02
Date : 22.05.2015 - Transfer	-	-	1056	-
Date : 05.06.2015 - Transfer	-	-	1400	-
Date : 03.07.2015 - Transfer	-	-	(500)	-
Date : 31.07.2015 - Transfer	-	-	100	-
Date : 07.08.2015 - Transfer	-	-	(200000)	(0.86)
Date : 14.08.2015 - Transfer	-	-	(100000)	(0.43)
Date : 11.12.2015 - Transfer	-	-	(54505)	(0.16)
Date : 18.12.2015 - Transfer	-	-	19103	0.06
Date : 08.01.2016 - Transfer	-	-	(301)	-
At the end of the year	-	-	532261	1.53
<b>Eastern India Educational Institution</b>				
At the beginning of the year	645251	2.79	645251	2.79
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 20.10.2015 - Allotment (Rights Issue)	-	-	458258	1.32
At the end of the year	-	-	1103509*	3.18
<b>The Oriental Insurance Company Limited</b>				
At the beginning of the year	480462	2.08	480462	2.08
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	-	-	480462	1.38
<b>Bakliwal Fincom Private Limited</b>				
At the beginning of the year	349133	1.51	349133	1.51
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 18.03.2016 - Transfer	-	-	(4000)	(0.01)
At the end of the year	-	-	345133	0.99
<b>Mr. Raghvendra Mohta</b>				
At the beginning of the year	326066	1.41	326066	1.41
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	-	-	326066	0.94
<b>Profitex Shares and Securities Private Limited</b>				
At the beginning of the year	224000	0.97	224000	0.97
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 20.10.2015 - Allotment (Rights Issue)	-	-	112000	0.32
At the end of the year	-	-	336000	0.97



For each of the Top 10 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
<b>Elco Consultants Limited</b>				
At the beginning of the year	142879	0.62	142879	0.62
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)*	-	-	275973	0.80
At the end of the year	-	-	418852*	1.21
<b>City Consultants Limited</b>				
At the beginning of the year	136921	0.59	136921	0.59
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	267178	0.77
At the end of the year	-	-	404099*	1.16
<b>Meenakshi Industries Limited</b>				
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 : 20.10.2015 - Allotment (Rights Issue)	-	-	332979	0.96
At the end of the year	-	-	332979	0.96

\*Total number of shares held as on 31<sup>st</sup> March, 2016 includes 1,94,016 equity shares allotted in the Rights Issue of the Company on 20<sup>th</sup> October, 2015, in respect of which despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of beneficial owners have not yet been completed in view of the reasons as stated in Note appended to IV(i) above.

#### (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
<b>Shri Harsh V. Lodha (Chairman)</b>				
At the beginning of the year	10701	0.05	10701	0.05
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	7596	0.02
At the end of the year	-	-	18297*	0.05
*Include 2245 equity shares allotted in the Rights Issue of the Company on 20 <sup>th</sup> October, 2015 under Category 'C' of the Basis of Allotment i.e. Additional Shares, in respect of which credit in the demat account has not yet been completed in view of the order dated 18 <sup>th</sup> November, 2015 passed by the Hon'ble High Court of Delhi.				
<b>Dr. S.R. Jain (upto 23.03.2016)</b>				
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.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	50	-
At the end of the year (upto 23.03.2016)	-	-	150	-
<b>Shri S.S. Kothari</b>				
At the beginning of the year	100	-	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
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	50	-
At the end of the year	-	-	150	-
<b>Shri S.C. Jain</b>				
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	-
<b>Shri Dinesh Chanda</b>				
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.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	75	-
At the end of the year	-	-	225	-
<b>Shri B.R. Nahar</b>				
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.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	71	-
At the end of the year	-	-	171*	-
*Include 21 equity shares allotted in the Rights Issue of the Company on 20 <sup>th</sup> October, 2015 under Category 'C' of the Basis of Allotment i.e. Additional Shares, in respect of which credit in the demat account has not yet been completed in view of the order dated 18 <sup>th</sup> November, 2015 passed by the Hon'ble High Court of Delhi.				
<b>Dr. Kavita A. Sharma</b>				
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.) Date : 20.10.2015 - Allotment (Rights Issue)	-	-	50	-
At the end of the year	-	-	150	-
<b>Shri D.R. Bansal Chief Mentor &amp; Executive Director (upto 04.05.2015)</b>				
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 (upto 04.05.2015)	-	-	100	-
<b>Shri Y.S. Lodha Manager &amp; Chief Executive Officer (appointed w.e.f 15.05.2015)</b>				
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.)	-	-	-	-
At the end of the year	-	-	-	-





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
<b>Shri Amitava Bose</b> <b>Manager &amp; Chief Operating Officer</b> (appointed w.e.f 05.05.2015 and upto 04.11.2015)				
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.)	-	-	-	-
At the end of the year	-	-	-	-
<b>Shri Om Prakash Pandey</b> <b>Company Secretary</b>				
At the beginning of the year	2	-	2	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
Date : 20.10.2015 - Allotment (Rights Issue)	-	-	1	-
At the end of the year	-	-	3	-
<b>Shri Rakesh Barmecha</b> <b>Chief Financial Officer</b> (upto 04.02.2016)				
At the beginning of the year	1	-	1	-
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 (upto 04.02.2016)	-	-	1	-
<b>Shri Sanjay Kumar</b> <b>Chief Financial Officer</b> (appointed w.e.f. 09.02.2016)				
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.)	-	-	-	-
At the end of the year	-	-	-	-

## 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
<b>Indebtedness at the beginning of the financial year</b>				
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
<b>Total (i+ii+iii)</b>	<b>16706.68</b>	<b>19775.29</b>	<b>-</b>	<b>36481.97</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	104.40	-	-	104.40
• Reduction	-	5503.50	-	5503.50
<b>Net Change</b>	<b>104.40</b>	<b>(5503.50)</b>	<b>-</b>	<b>(5399.10)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	16809.76	14271.79	-	31081.55
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.32	-	-	1.32
<b>Total (i+ii+iii)</b>	<b>16811.08</b>	<b>14271.79</b>	<b>-</b>	<b>31082.87</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ In lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri D. R. Bansal Chief Mentor & Executive Director (upto 04.05.2015)	Shri Y.S. Lodha Manager & Chief Executive Officer (appointed w.e.f 15.05.2015)	Shri A. Bose Manager & Chief Operating Officer (appointed w.e.f 05.05.2015 and upto 04.11.2015)	
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	7.92 16.04 -	31.65 4.00 -	14.03 2.72 -	53.60 22.76 -
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	- -	- -	- -	- -
5	Others [Company's contribution to Provident and Superannuation Fund(s)]	0.58	6.11	2.45	9.14
	<b>Total (A)</b>	<b>24.54</b>	<b>41.76</b>	<b>19.20</b>	<b>85.50</b>

### B. Remuneration to other Directors:

(₹ In lacs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Dr. S.R. Jain (upto 23.03.2016)	Shri S.S. Kothari	Shri S.C. Jain	Shri Dinesh Chanda	Dr. Kavita A. Sharma	
1	Independent Directors						
	Fees for attending Board/ Committee Meetings	3.75	4.20	2.00	4.25	1.20	15.40
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>3.75</b>	<b>4.20</b>	<b>2.00</b>	<b>4.25</b>	<b>1.20</b>	<b>15.40</b>
2	Other Non-Executive Directors	Shri Harsh V. Lodha			Shri B.R. Nahar		
	Fees for attending Board Meetings			1.60		1.60	3.20
	Commission			-		-	-
	Others, please specify			-		-	-
	<b>Total (2)</b>			<b>1.60</b>		<b>1.60</b>	<b>3.20</b>
	<b>Total (B)=(1+2)</b>						<b>18.60</b>


**C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Director**

(₹ In lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Shri Om Prakash Pandey Company Secretary	Shri Rakesh Barmecha Chief Financial Officer (upto 04.02.2016)	Shri Sanjay Kumar Chief Financial Officer (appointed w.e.f 09.02.2016)	Total Amount
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	10.20	15.82	2.12	28.14
		1.35	3.02	0.16	4.53
		-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, [Company's contribution to Provident and Superannuation Fund(s)]	0.63	0.94	0.13	1.70
	<b>Total (C)</b>	<b>12.18</b>	<b>19.78</b>	<b>2.41</b>	<b>34.37</b>

**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)
<b>A. COMPANY/ B. DIRECTORS/ C. OTHER OFFICERS IN DEFAULT</b>					
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 has a dedicated human resource team which is responsible for energy management. It reviews energy consumption of the Company on regular basis and takes effective measures for energy conservation by undertaking modernisation and technological upgradation of plant and equipments. Some of the key initiatives undertaken for energy conservation during the year are :

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

- Replacement of high energy consuming Sodium Vapour/Metal Halide lamps installed in factory buildings by energy efficient LED lights in a phased manner.
- Minimisation of power losses of heating ovens/ furnaces by use of heaters and thermal insulation of improved design.
- Replacement of DC motors and drives of some of old machines by energy efficient AC motor and drives.

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

- The Company is evaluating the performance of solar lights installed for emergency lighting in factory buildings and security areas on trial basis.



**(iii) The capital investment on energy conservation equipments:**

- An expenditure of ₹ 39.59 Lacs has made towards installation of energy efficient LED lights in factory buildings.

**(B) TECHNOLOGY ABSORPTION**

**(i) The efforts made towards technology absorption:**

- The Company always strives for absorption & adaptation of latest technologies in the field of Electrical Cables and Capacitors, and regularly updates its knowhow about new products, plant and equipments, manufacturing techniques, etc. to ensure cost competitiveness and quality improvement on continuous basis.

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

- Flexible manufacturing keeping pace with rapidly changing market needs;
- Enhanced products range to address emerging market opportunities;
- Adoption of lean manufacturing practices leading to shorter manufacturing cycle, improved service delivery and customer satisfaction.

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

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

**(iv) The expenditure incurred on Research and Development:**

**a) Specific Areas in which R&D carried out by the Company:**

- Spaced aerial cables for overhead protection.
- Flat elastomer cables for submersible motor pumps.
- RoHs compliant FR PVC and flexible PVC insulation compounds suitable for extreme service environment.

**b) Benefits derived as a result of the above R&D :**

- Development of new products in line with market needs.
- Cost competitiveness.

**c) Expenditure on R&D :**

- Capital ₹ 26.15 Lacs
- Recurring ₹ 139.14 Lacs
- Total ₹ 165.29 Lacs

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Details of foreign exchange earnings and outgo are contained in Note No.43 of the Notes attached to and forming an integral part of the Financial Statements.

Harsh V. Lodha  
(DIN: 00394094)

S.S. Kothari  
(DIN: 00005428)

S.C. Jain  
(DIN: 00194087)

Dinesh Chanda  
(DIN: 00939978)

B.R. Nahar  
(DIN: 00049895)

Kavita A. Sharma  
(DIN: 07080946)

*Chairman*

*Directors*



# Management Discussion and Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is a leading name in the manufacture of Power Cables & Capacitors. With its long and impeccable track record backed by its impressive product portfolio and world-class technology, the Company retains its position as a forefront manufacturer of power cables & capacitors in a broad range of fields and applications. The Company's brand "Unistar" ever since has been a paragon of innovation, quality and safety. The Company with its customer-centric ethos has gained better mileage and lasting outcomes from its customers.

Recent years have witnessed headwinds of global economic adversities which have a crippling effect on the globalization phenomenon in terms of cross-border trade, long-term foreign investments and migration of manufacturing corporations into the country. This has downplayed the country's macro-economy which is essential for espousing infrastructural development, a dynamic industrial climate and a well-developed financial sector. It is also suspected that another global recession may be round the corner with the persisting euro-crisis and the economic slow-down in China. In the current financial year, the downward spiraling of commodity prices; e.g., crude oil and copper has defied speculation. The flux in the aluminium and steel prices have created a new threat on inventory of raw-materials & finished goods.

Amid the shriveled up global economy, the overall economic growth in India, to a large extent, has not faltered. Though, the current year's budget is slanted more towards the development of rural economy, there is also a promise for major investments in the infrastructural sector.

The power sector, the key demand driver of electrical equipments, is still hamstrung with the persisting bottleneck of fuel linkages and financial constraints; hence, it is unable to meet the projected expectations. However, the budgetary outlay in the power sector has been increased over the previous year. The Government's fund allocations in the two important schemes viz., Deendayal Upadhyay Gram Jyoti Yojna (DDUGJY) & Integrated Power Development Scheme (IPDS) has been enhanced from ₹ 4,500 Crores to ₹ 8,500 Crores which would give a boost in demand to the electrical equipment manufacturing industry. The power sector is said to be at a point of inflection, where sooner rather than later, the growth trajectory would be unlocked actualizing the targeted capacity addition of 88.5 GW set in the 12<sup>th</sup> Plan. Capacity addition from the new and renewable energy sources, viz., solar & wind is on full thrust. Considering this huge challenge, the Government has been playing out reformations in policies to encourage participation of private sectors from home and overseas. As an outcome, the Company envisages a new horizon of opportunities would emerge creating a robust demand for the entire cross-section of the electrical equipments industry which has been patiently waiting to seize this opportunity.

A strong wave of demand is palpable from the major investments in the other infrastructural sectors i.e., Metro Railways, New Airports, Ports, Roads, SEZ. In addition, the upcoming smart cities across the Country are expected to accelerate the demand for power cables and electrical equipments. For energy security of the country, the Government has allocated ₹ 3,000 Crores for Nuclear Power, however, the progress and gestation time may take longer period. The Company has the requisite experience and credentials in all these market segments.

Over the past five years, India's power generation capacity has increased by over 50% while transmission capacity growth has been just around 25-30%. The transmission segment which is the link between the generation and distribution is being given high impetus due to the heavy congestion in the transmission links which is limiting the optimum power generation to be delivered to the ultimate consumer. The thrust on the transmission segment is clearly visible with the sharp increase in demand of the EHV cables, the Company's strategic business line, which forms the sub-transmission link to the load centres of the urban and sub-urban areas.

Discoms, the last mile connectivity in the power supply chain, are still reeling under financial discomfort. To incentivize and revive the State Discoms, the Government has introduced an Integrated Rating Methodology to assess the performance of the utilities. This would bring better accountability and efficiency. It is evident that unless the Discoms are revived, it would pose a serious threat to the national priority such as "Make in India" and "Digital India". In view of the above, Ujjwal Discom Assurance Yojna (UDAY) has been implemented by the Central Government for financial turn-around and revival of the Discoms. The demand from Discoms plays a crucial role for the power cable industry. Hence, the revival is vital for the demand growth not only to the electrical cable industry but for the electrical equipment industry at large.

The Government has enunciated the "Make in India" initiative in an acquiescence to increase the manufacturing sectors contribution to the GDP from 11% to 25% by 2025. This initiative would enlarge the value-chain of the indigenous manufacturing infrastructure. In the same breath, it would also entice overseas manufacturers to set up shop in India as well, creating a new competitive landscape.

Under these uncertain conditions, the Company has been road-mapping its strategic business plan on achievable goals. The strategic fundamentals have been on expanding its share on extra-high-voltage underground transmission cables, where the market growth has been robust; associated value added turnkey solutions and niche markets having better margins. The Company, as a strategy, has consciously avoided rushing into a "growth-trap" by imposing market differentiators on price sensitive products and customers and maintained its track on a steady profitable growth.



There is no escaping the fact, however, that there is little possibility of the competitive environment ebbing away, therefore, to face the challenges, the Company has orchestrated operational improvements by intensifying its drive on reduction of inventories, scaling down process scrap, conserving energy and reducing the cash-to-cash cycle time.

## **PRODUCT-WISE PERFORMANCE, OPPORTUNITIES, THREATS & BUSINESS OUTLOOK**

### **Power Cables & Capacitors**

Gross revenue during the year was ₹ 841.06 Crores as compared to ₹ 764.91 Crores during the previous year.

#### **EHV Power Cables**

EHV Power Cable demand has registered a two-fold step-growth in comparison to the previous year. Apparently, EHV Cable demand has entered into the growth phase from the embryonic stage. The power sector has laid impetus on the transmission segment to mitigate the congestion in the transmission networks. The country's rising economy and burgeoning middle class are accelerating the urbanization. In order for the distribution companies to meet the insatiable demand of the urban consumers, the transmission and sub-transmission networks need to be expanded. With the environmental and right-of-way restrictions, underground power transmission is the only solution for delivering power to the load centres within the Tier-I & Tier-II cities. As a consequence to the continuous expansion of the cities and towns, the demand is increasing for the EHV cables for underground power transmission. Even industries bordering the cities favour underground transmission system as a better alternative to overhead transmission lines due to lower gestation period for power connection especially to circumvent environmental and land acquisition issues. The cost of land in the urban and sub-urban sectors is also prompting the utilities to choose compact GIS sub-stations where EHV underground cable transmission is the means to deliver power. Health and safety hazards is another factor which is favouring EHV underground power transmission even in the heavily populated sub-urban areas. As a sum total of these factors, EHV cables would indisputably continue to remain in the growth phase. Since EHV cables are linked to turnkey packages, the Company has strengthened its EPC cell to undertake larger volume of EHV turnkey projects.

The Company has achieved in positioning itself at par with the world-class manufacturers having implemented VCV technology with technical know-how from the Furukawa Electric Co. Ltd., Japan. The Company's next step is to enter into the emerging 400kV segment where it has already manufactured and Type Tested 400kV cable at CESI, Germany and now it is progressing to conduct 400kV long duration accelerated ageing test at an International laboratory. The Company envisages growth potential in this segment. In the overall EHV segment, the Company stands-out as having the largest manufacturing capacity and owning the largest market share.

#### **Rubber Cables for Original Equipment Manufacturers & Industries**

The Company has an impressive product portfolio for the specialty cables and is catering to the original equipment manufacturers (OEMs) and the infrastructural segment such as the railways, steel plants, petro-chemicals plants, cement plants, onshore and offshore oil ring manufacturers, ship building, heavy engineering and mining industries. The renewable energy constitutes the major volume of business where the company has a leading market share. The Company caters to a niche segment which is gaining rapid acceptance in various applications including the world wide trends on environmental safety, low toxic emissions in fire conditions and capability to operate directly under fire and fire fighting situations. The Company with its advanced manufacturing technology using Pressurized Liquid Salt Bath Curing (PLCV), the only of its kind in India, commands a leading position over its competitors. The Company has in-house compounding facilities for formulating special rubber compounds and is equipped to manufacture specialty cables with a wide spectrum of polymers which provides the facilities to manufacture custom-built products.

#### **MV Power Cables**

The demand of medium voltage power cables has remained fairly constant. In the present scenario, the installed capacity of manufacturers exceeds the demand, hence, competition remains intense with no improvement on the margins. As a result, there have been no noticeable new entrants in this segment. A huge potential growth in demand is expected in the near future with the thrust on the power sector and other infrastructural sectors. It is envisaged that as the development of the infrastructural sector goes on full stream, the demand would outstrip the installed manufacturing capacity, thus giving the manufacturers the opportunity for healthy growth. The Company is equipped with two CCV Lines with complete balancing equipments and machinery which provides a formidable manufacturing capacity and is vital to the Company for taking advantage of the opportunities as the demand picks up in future. The Company has succeeded in acquiring the major share of business from the Metro Railways segments which is restricted to manufacturers having adequate credentials. For the first time in the market, the Company has launched a special metallic sheathed cable resilient to water ingress for application in water prone areas. The Company has acquired substantial volume of orders for this product.

#### **LV Cables**

The low voltage power & control cables market segment continues to be plagued by low quality products manufactured by small scale and regional players. The competitive glut and unhealthy competition in this segment has resulted to



undesirable product quality. The Company is mainly focusing on project business which have qualifying requirements from the consultants or users. The Company has not expanded its manufacturing capacity in this segment in view of the low margins prevailing in the market. The Company is maintaining its dealer network in various parts of the country. As a fresh lease of life, a new genre of cables has emerged, setting a trend for cables having fire safe and environment friendly features. The Company having obtained International Certification and credentials has secured substantial business in this market segment.

### Light Duty Wires & Cables

The Company manufactures light duty wires & cables for winding wires, flat cables and flexible cables at its plant in Goa. The demand for the winding wires and flat cables are dependent on the monsoon and agricultural outlook. Owing to the erratic monsoon in 2014-15 and 2015-16, the demand from pump manufacturers using such light duty cables have been low. However, the export orders of the pump manufacturers have somewhat helped to sustain the demand. Flexible cable offers a good opportunity for the present and future market.

### Exports

The Company has focused its attention to export business. This has been achieved through international bidding directly to overseas customers. The Company intends to extend its reach in the overseas market which would not only extend its business potential but also de-risk the Company from the vulnerability of foreign exchange fluctuations. The Company maintains its status as "Star Export House".

### Overseas Competition

In the power cable segment, the overseas competition is mainly in the EHV segment. The Indian market is keenly watched by some of the European, Korean, Thai 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. These overseas players are mainly routing their products through EPC contractors. To the advantage of Indian industries, some of the utilities are restricting overseas competition by imposing conditions for allowing only the manufacturers to bid. 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 2015-16 is stated as below:

- In the current fiscal, the Company has earned a profit of ₹ 19.55 Crores as compared to loss of ₹ 34.71 Crores incurred in the previous year. The major contributing factors for the turnaround have been the change in the product mix where the thrust has been on EHV Cables, the increase in the sales volume and the improvements in the internal operational efficiencies.
- The market value of quoted investments has increased to ₹ 238.23 Crores from ₹ 205.40 Crores in the previous year.
- In order to maintain a higher scale of operation, it was imperative to maintain adequate raw material, especially, for the imported items having longer delivery lead-time as a consequence, the inventory increase to ₹ 123.07 Crores as compared to ₹ 113.69 Crores in the previous financial year.
- With the increased volume of turnkey projects where payment for supplies commensurate with the installation work-in-progress, the trade receivables increased to ₹ 311.68 Crores as on 31<sup>st</sup> March, 2016 as compared to ₹ 252.76 Crores in the previous financial year.





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## **RISK & CONCERNS**

Your Company embraces a risk management portfolio for forecasting and mitigating the impact of internal and external risk factors. The internal risks which are mainly associated with operations of the Company and the external risks which are linked with the economic and market volatilities are stated below:

### **Strategic Risk**

Your Company acknowledges strategic risks, not limited to operational, financial or compliance that could affect the future performance and market positioning of your Company. In view of the same your Company takes a qualitative risk assessment rather than a quantitative approach. Considering the comprehensive picture of the challenges faced by your Company, risk mitigation policies have been put in place. The strategic risk alleviation is aimed at protecting the values of your Company. Strategic risk factors lurk in the Company's decision on various strategic objectives, e.g., organizational need to change roles and responsibilities, stronger governance, infusing of new skills, CAPEX portfolio, new competing requirements, degree of exposure in business risk-taking based on speculative gains, quantum of contingencies in different functions, timing decision on entering into new businesses, hiving off or vacating existing business activities, inclusive growth plan versus inorganic growth strategy.

### **Market Demand Risk**

Historically, the demand of power cables has been cyclical in pattern. Your Company is dependent on the infrastructural sector, industries and original equipment manufacturers. The Government policies have a direct bearing on the demand from the various market segments. Your Company has a broad base clientele, wide product range and flexible manufacturing set-up, therefore, it can somewhat off-set the cyclical or depressed demand of affected segment with the other segments. From time-to-time, the Company makes changes in its product-mix to suit the order and demand pattern.

### **Customer Risk**

Your Company is prone to risk of customer's priority shift, increasing customer power and over-reliance on major customers. To mitigate these risks, your Company maintains constant touch with its clientele to understand and deliver products and services aligned to its changing priorities. Your Company maintains strong business relationship with large customers by providing technical guidance and information, support on urgent and crisis requirements to remain virtually indispensable to the client. Your Company has built a reputation as a preferred supplier with most of its customers by creating a quality trust in a bid to protect itself from competition and entry of new players.

### **Competition Risk**

The nature of competitive risk is distinct for 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 a 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. It is also necessary to repeat test and revalidate test reports for specific type & design of the product. 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 is intensely competitive with the proliferation of regional producers of low-quality-low-margin products which has been pernicious to health of the organized sector. This has led to a blood bath in this market segment. The product for this segment is under risk with deeper market encroachment by new manufacturers. Your Company is addressing to the quality conscious customers to retain its market share.

### **Employee Turnover 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 talent. Your Company also maintains a policy to acquire talent as a succession plan to support the Company's 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 see-sawing prices of these commodities can severely impact the cost of the product where the consequential risk 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. Occasional scarcity of polymers in the global market is a risk in terms of meeting customer's delivery commitments. Over and above, these polymer prices are sensitive to the crude oil prices where the volatility in recent times has been unprecedented. Your Company is ameliorating such risk by procuring the materials in tranches to even-out price fluctuations.





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**Exchange Rate Risk**

Your Company is exposed to the risk of foreign exchange rate fluctuations. To cover this risk, 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 and delayed realization of receivables which in turn would effect the 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 and symmetric inventories.

**Liquidated Damage 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 is executing 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 within the control of your Company, this is a potential risk which may cause deferment of the projects resulting to blockage of receivables and cost over-run. Your Company constantly keeps the customer informed on such delays involving statutory requirements in order to avoid the imposition of liquidated damages. Your Company meticulously monitors the projects with constant coordination between the execution team at site and the project controller at head office. Prior to targeting project contracts, your Company carefully weighs the feasibility of timely implementing the projects.

**Technology Risk**

Your Company is agile on the technology frontier by constantly reviewing new technology in terms of product and process to avoid obsolescence. The Company has a background of constantly upgrading the technology to maintain its position at par with international players and remain ahead of its peers in the home-turf.

**Growth Stagnation Risk**

Your Company has a profitable growth plan and avoids the risk of "growth-trap". Your Company believes in a "good growth plan" for sustainability rather than being over-zealous to get bigger and brasher for risky acquisition for attaining a higher market share on a low margin strategy. The strategy of your Company is to optimize its resources on high-end-high-margin products as opposed to high-volume-low-margin products. Hence, the top-line growth is compensated with a better bottom-line ensuring better returns on capital employed.

**Product Development Risk**

Your Company has been consistently developing new and higher range products. The products have to be validated by type testing and long-term accelerated ageing test from a recognized independent testing laboratory. As these tests have significant cost involvement, any failure in the product development results to financial and opportunity loss. The R&D and in-house testing laboratories of your Company have NABL Accreditation and is equipped with comprehensive testing facilities which can verify and assess the quality of the product during the process and final stage prior to conducting the certification tests at an independent laboratory.

**Brand Attrition Risk**

New brands of various players have entered into the market segments which are popularized through advertising media and may gradually eclipse your Company's brand. The hallmark of your Company's success in retaining the sheen of its brand is by way of maintaining a top quality image. Your Company's brand image is synonymous to the best-of-class in quality. The Company issues periodical advertisements in some of the prestigious technical journals, participates in seminars & industrial exhibitions, publish technical papers to retain the brand image and invites customers and consultants for exposition of its manufacturing facilities. These activities are aimed at brand building and promotional strategies.



## 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.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

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 fulfils its task 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 an ISO: 14001, ISO: 18001, ISO: 9001 and SA: 8000 certified Company. It also maintains adequate green belt areas around plant & 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 & educational support, environmental awareness, child welfare etc.

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 Park, Dispensary etc. It celebrates all the festivals such as Holi, Diwali, Dushehra, Janmashtami, Vishwakarma Puja, Republic Day, Nag Panchami, Van Mahotsava, 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 employed 1039 permanent employees as on 31<sup>st</sup> March, 2016.

## 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 Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2016 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 Limited 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

The present strength of the Board of Directors is six (6) members including one Woman Director. The Company has a regular Non-Executive Chairman. The number of Independent Directors on the Board is four (4), which is more than half of the total number of Directors and the number of Non-Executive Director is six (6), which is more than fifty percent of the total number of Directors, as laid down under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

During the financial year ended 31<sup>st</sup> March, 2016, four (4) Board Meetings were held on 15<sup>th</sup> May, 2015, 10<sup>th</sup> August, 2015, 5<sup>th</sup> November, 2015 and 9<sup>th</sup> February, 2016. 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	4	Yes	7	2	1
Dr. S.R. Jain (upto 23.03.2016)	Independent Non-Executive	4	No	1	None	None
Shri S.S. Kothari	Independent Non-Executive	4	No	None	None	None
Shri S.C. Jain	Independent Non-Executive	4	No	1	None	None
Shri Dinesh Chanda	Independent Non-Executive	4	Yes	None	None	None
Shri B. R. Nahar	Non-Executive	4	No	5	1	None
Dr. Kavita A. Sharma	Independent Non-Executive	3	No	None	None	None

Notes :

- (i) Number of other Directorships held by the Directors, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's



besides trustee/membership of managing committees of various trusts and other bodies / chambers and are based on the latest declarations received from the Directors. The details of Committee Membership/Chairmanship is in accordance with Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect the Membership/Chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone of all other public limited companies.

- (ii) Disclosure of the number of equity shares of the Company held by the Non-Executive Directors as on 31<sup>st</sup> March, 2016 based on declarations received from them is given below :-

Sl.No	Name of Non-Executive Director	No. of Equity Shares held
(a)	Shri Harsh V. Lodha	18297
(b)	Dr. S.R. Jain (upto 23.03.2016)	150
(c)	Shri S.S. Kothari	150
(d)	Shri S.C. Jain	100
(e)	Shri Dinesh Chanda	225
(f)	Shri B. R. Nahar	171
(g)	Dr. Kavita A. Sharma	150

The number of Equity Shares held as shown at Sl.No.(a) and (f) above includes 2245 equity shares and 21 equity shares respectively, allotted under Rights Issue of the Company on 20<sup>th</sup> October, 2015 but not yet credited to their respective demat account for the reason stated in Note appended to para 11.13 herein.

- (iii) None of the Directors on the Board has interse relationship with other Directors of the Company.

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

The Board has laid down a Code of Conduct for its Board Members and senior management personnel of the Company and the same has been posted on the website of the Company and can be accessed on the Company's website at : [http://www.unistar.co.in/pdf/code\\_of\\_conduct.pdf](http://www.unistar.co.in/pdf/code_of_conduct.pdf)

In accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information including the brief resume and profile of a Director retiring by rotation and eligible for re-appointment at the ensuing 71<sup>st</sup> Annual General Meeting (AGM) are given in the Notice of 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 consists of three Independent Non-Executive Directors as specified below:

Name of the Member	Designation	Category
Shri Dinesh Chanda	Chairman	Independent Non-Executive Director
Dr. S.R. Jain (upto 23.03.2016)	Member	Independent Non-Executive Director
Shri S. S. Kothari	Member	Independent Non-Executive Director
Shri S.C. Jain (w.e.f. 30.03.2016)	Member	Independent Non-Executive Director

Dr. S.R. Jain was a Member of Audit Committee upto 23<sup>rd</sup> March, 2016. Consequent upon his resignation from the Board of Directors of the Company with effect from 24<sup>th</sup> March, 2016, he ceased to be a member of the Audit Committee from that date as well. The Board of Directors of the Company vide a Resolution passed by Circulation reconstituted the Audit Committee by inducting Shri S.C. Jain as a Member of the Audit Committee with effect from 30<sup>th</sup> March, 2016 in place of Dr. S.R. Jain.

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 role of Audit Committee and information being reviewed by the Audit Committee is in accordance with Regulation 18(3) read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



as well as Section 177 of the Companies Act, 2013 and Terms of Reference of Audit Committee, inter alia, include the following:

- (i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and 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;
  - Modified opinion(s) in the draft audit report.
- (v) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (vi) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Whistle Blower mechanism;
- (xix) Approval of appointment of Chief Financial Officer 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				
	14 <sup>th</sup> May, 2015	10 <sup>th</sup> August, 2015	5 <sup>th</sup> November, 2015	8 <sup>th</sup> February, 2016	31 <sup>st</sup> March, 2016
Shri Dinesh Chanda	Yes	Yes	Yes	Yes	Yes
Dr. S.R. Jain (upto 23.03.2016)	Yes	Yes	Yes	Yes	N.A.
Shri S.S. Kothari	Yes	Yes	Yes	Yes	Yes
Shri S.C. Jain (w.e.f. 30.03.2016)	N.A.	N.A.	N.A.	N.A.	No



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 Statutory Auditors are permanent invitees to the Audit Committee Meetings. The Internal Auditors and Cost Auditors, as needed, are also invitees to the Meetings. The Manager & Chief Executive Officer, Chief Financial Officer and other invited executives also attended the meetings to answer and clarify the issues raised at the meetings.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

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

- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- to formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
- to devise a policy on diversity of Board of Directors;
- 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 of Directors for their appointment and removal; and
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

During the year two (2) meetings of the Nomination and Remuneration Committee were held on 14<sup>th</sup> May, 2015 and 8<sup>th</sup> February, 2016. The composition and attendance of Directors at these meetings are as under:

Name of the Member	Designation	Category	No. of Meetings attended
Shri Dinesh Chanda	Chairman	Independent Non-Executive Director	2
Dr. S.R. Jain (upto 23.03.2016)	Member	Independent Non-Executive Director	2
Shri S.S. Kothari	Member	Independent Non-Executive Director	2
Shri S.C. Jain	Member	Independent Non-Executive Director	2

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on 24<sup>th</sup> July, 2015.

The Company Secretary of the Company who acts as Secretary of the Committee was present in the Meetings of Nomination and Remuneration Committee held on 14<sup>th</sup> May, 2015 and 8<sup>th</sup> February, 2016. The Minutes of the Meeting of the Nomination and Remuneration Committee Meeting were noted at the Board Meeting.

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

#### 4.1 Remuneration Policy

The Company's Remuneration Policy, inter alia, provides a framework for remuneration to the members of the Board of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs). The said Policy earmarks the principles of remuneration to enable the Company to provide a well-balanced and performance related compensation package to KMPs/SMPs, taking into account shareholders' interests, industry practices and relevant corporate regulations in India. The remuneration for the Senior Management including Whole-time Director, Manager & Chief Executive Officer and other KMPs mainly consists of salary, allowances, benefits, perquisites and retirement/post-retirement benefits which are fixed components. The overall performance of the individual is a key consideration when determining salary increases. The competitive remuneration package for the Whole-time Director, Manager & Chief Executive Officer is recommended by the Nomination and Remuneration Committee to the Board for its consideration, based on criteria laid down in the Remuneration Policy. Independent Directors/Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of expenses for participation in the Meeting(s) of the Board of Directors of the Company or any duly constituted Committee thereof and/or such other payments/benefits (excluding stock options, if any), subject to the governing provisions of the Companies Act, 2013 and rules made thereunder. Further, the maximum remuneration payable to any one Whole-time Director, Manager & Chief Executive





Officer or maximum overall remuneration payable to all Directors including Whole-time Director, Manager & Chief Executive Officer shall be within overall limits as defined in the Companies Act, 2013 and rules framed thereunder read with Circulars/Guidelines issued by the Central Government and other authorities from time to time, subject to such approvals of shareholders and Central Government, as and when required. The premium paid by the Company for the Directors and Officers Liability Insurance Policy taken by the Company on behalf of its Directors for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust is not treated as part of the remuneration.

#### 4.2 Remuneration of Directors/Chief Mentor & Executive Director

The details of remuneration of Non-executive Directors/Chief Mentor & Executive Director for the financial year ended 31<sup>st</sup> March, 2016, as set out below :

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

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

Name of the Director	Sitting Fees (₹ in lacs)
Shri Harsh V. Lodha	1.60
Dr. S.R. Jain (upto 23.03.2016)	3.75
Shri S.S. Kothari	4.20
Shri S.C. Jain	2.00
Shri Dinesh Chanda	4.25
Shri B. R. Nahar	1.60
Dr. Kavita A. Sharma	1.20
<b>Total</b>	<b>18.60</b>

- (b) Remuneration to Chief Mentor & Executive Director is paid in accordance with the applicable provisions of the Companies Act, 2013.

The details of Remuneration to Chief Mentor & Executive Director are as under :- (₹ in lacs)

Name	Salary	Perquisites etc.	Total
Shri D.R. Bansal (upto 4 <sup>th</sup> May, 2015)	7.92	16.62	24.54

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, or employees.
- (3) The Chief Mentor & 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 of the Company.

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

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

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



During the year two meetings of the Stakeholders Relationship Committee were held on 14<sup>th</sup> May, 2015 and 5<sup>th</sup> November, 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	Designation	Category	No. of Meetings attended
Shri Dinesh Chanda	Chairman	Independent Non-Executive Director	2
Shri S.S. Kothari	Member	Independent Non-Executive Director	2
Shri S.C. Jain	Member	Independent Non-Executive Director	2

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

During the year, 32 complaints (excluding those correspondences which are not in the nature of complaints) were received from shareholders and investors, directly or through regulatory authorities. All the complaints have been attended/resolved to the satisfaction of the complainants during the year except which were related to sub-judice matter(s), which would be resolved on final disposal of the cases by the judicial and other authorities. No request for transfer was pending for approval as on 31<sup>st</sup> March, 2016.

## 6. INDEPENDENT DIRECTORS' MEETING

During the year under review, a separate meeting of Independent Directors was held on 31<sup>st</sup> March, 2016, interalia, to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- Review of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Assessment of the quality, content and timeliness of flow of information to the Board of Directors.

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

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

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

A review of fiduciary duties of the Board, governance policy adopted by the Company and acquaintance and familiarisation of Independent Directors with the Company and its business model, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. and contribution by each director, committees of the Board was also carried out during the process of evaluation.

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





## 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
2014-15	Registered Office of the Company	70 <sup>th</sup> AGM	24 <sup>th</sup> July, 2015	11.00 A.M.
2013-14	P.O. Birla Vikas,	69 <sup>th</sup> AGM	12 <sup>th</sup> August, 2014	11.00 A.M.
2012-13	Satna - 485 005 (M.P.)	68 <sup>th</sup> AGM	9 <sup>th</sup> July, 2013	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 a special resolution concerning appointment of Shri Y.S. Lodha, Manager & Chief Executive Officer of the Company with effect from 15<sup>th</sup> May, 2015 for a period of three years, which was passed by requisite majority at the 70<sup>th</sup> AGM of the Company held on 24<sup>th</sup> July, 2015.

Except a proposed resolution as succinctly set out below, none of the other businesses proposed to be transacted in the ensuing 71<sup>st</sup> Annual General Meeting requires passing a Special Resolution or through Postal Ballot mandatorily:

- Place of keeping Register of Members, Index of Members and any other Register required to be maintained under Section 88 of the Companies Act, 2013 at Mumbai (Maharashtra) instead of Registered office of the Company pursuant to Section 94 of the Companies Act, 2013.

### Resolutions passed through Postal Ballot

During the financial year 2015-16, the Company has obtained consent/approval of the members by way of special resolution(s) 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 31<sup>st</sup> March, 2015 :

- Item No. 1 : Special Resolution pursuant to provisions of Section 62 of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009, and all other applicable rules, regulations, guidelines, approval, etc, to create, offer, issue and allot in one or more tranches, by way of Rights Issue, the equity shares of the face value of ₹ 10/- each to the holders of equity shares as on a record date or their renounce(s), on such terms and conditions as may be mentioned in the Letter of Offer to be issued by the Company for the purpose at such time or times, at such price or prices, including at a discount to the market price or prices in such manner and on such terms and conditions as the Board may, in its absolute discretion decide, that the aggregate value of such number of equity shares of the Company (including premium on face value of the equity shares of ₹ 10/-each) does not exceed ₹ 65 Crores.
- Item No. 2 : Special Resolution pursuant to provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 to appoint Shri Amitava Bose as Manager & Chief Operating Officer of the Company for a period of three years with effect from 5<sup>th</sup> May, 2015 and to fix his remuneration.

The results were announced at the Registered office of the Company on 13<sup>th</sup> May, 2015. Summary of the voting pattern was 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	15149453	99.97	15147131	99.96
Total number of votes cast against the resolution	4354	0.03	5327	0.04

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 R.S. Bajaj, Practicing Company Secretary was appointed as Scrutinizer for business transacted under the Postal Ballot Notice dated 31<sup>st</sup> March, 2015.

## 9. DISCLOSURES

- (a) There were no materially significant related party transactions during the financial year 2015-16 which are considered to have potential conflict with the interests of the Company at large. Particulars and nature of



transactions with the related parties in summary form, entered into during the year ended 31<sup>st</sup> March, 2016, in the ordinary course of business of the Company and at arm's length basis are disclosed in compliance with the Accounting Standard on "Related Party Disclosures" in Note No. 31 of Notes to financial statements in the Annual Report.

- (b) The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities/regulatory on 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.
- (c) The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company.
- (d) The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The said Policy is available on the website of the Company and can be accessed through weblink : [http://www.unistar.co.in/pdf/Policy\\_Relate\\_Party\\_Transactions.pdf](http://www.unistar.co.in/pdf/Policy_Relate_Party_Transactions.pdf)
- (e) 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.
- (f) 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.
- (g) The designated senior management personnel of the Company have disclosed to the Board that no material, financial and/or commercial transactions have been entered into during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large. Further, none of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company other than sitting fees payable to them.
- (h) In accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Manager & Chief Executive Officer and the Chief Financial Officer have furnished a duly signed Compliance Certificate to the Board of Directors for the year ended 31<sup>st</sup> March, 2016.
- (i) In accordance with the Code of internal procedures and conduct for regulating, monitoring and reporting of trading by Insiders as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, Shri Om Prakash Pandey, Company Secretary has been designated as the Compliance Officer of the Company under the Company's Code of internal procedures and conduct for regulating, monitoring and reporting of trading by Insiders. He is responsible for adherence to and ensuring compliance with the Code by the Company and its designated employees.
- (j) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all directors/employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received if any, under the policy and their outcome is being placed before the Audit Committee.
- (k) The Company also has a familiarization programmes/arrangements for its Independent Directors about the nature of operation/business of the Company and also the roles and responsibilities of Independent Directors, which can be accessed at: [http://www.unistar.co.in/pdf/familiarisation\\_independent\\_directors.pdf](http://www.unistar.co.in/pdf/familiarisation_independent_directors.pdf)
- (l) The Company has presently not adopted certain discretionary requirements in regard to maintenance of Non-Executive Chairman's office, sending half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders and reporting of internal auditors directly to the Audit Committee. However, discretionary requirement viz. regime of financial statements with unmodified audit opinion, has generally been complied with.



## 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 Listing Agreements/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (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 Company Registration details** : L31300MP1945PLC001114
- 11.2 Annual General Meeting**  
Date, Time and Venue : 19<sup>th</sup> August, 2016 at 04.30 P.M.  
at Registered Office of the Company at  
P.O. Birla Vikas,  
Satna - 485 005 (M.P.)
- 11.3 Financial Year** : Begins on 1<sup>st</sup> April and ends on 31<sup>st</sup> March  
of the following year.
- 11.4 Financial Calendar (2016-17)**  
(tentative)  
Quarterly Financial Results :  
ending June 30, 2016 : Second week of August, 2016  
ending September 30, 2016 : Second week of November, 2016  
ending December 31, 2016 : Second week of February, 2017  
ending March 31, 2017 : Third week of May, 2017
- 11.5 Book Closure date(s)** : 12<sup>th</sup> August, 2016 to 19<sup>th</sup> August, 2016  
(Both Days inclusive)
- 11.6 Dividend Payment date** : Not Applicable
- 11.7 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 2015-16 to BSE & NSE.

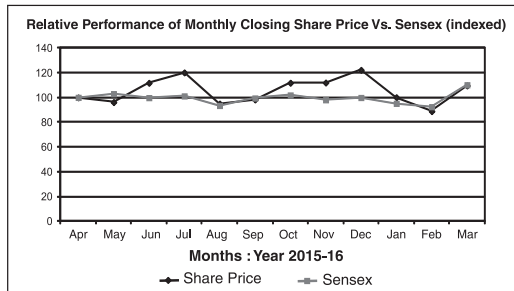
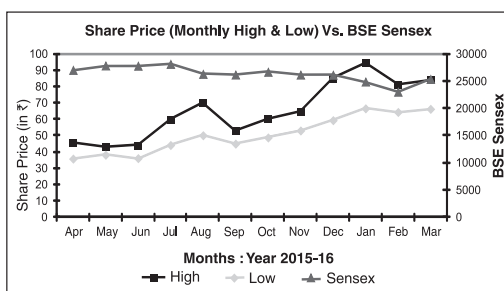
- 11.8 Stock Codes** : BSE, Mumbai : 504212  
NSE, Mumbai : UNIVCABLES EQ  
**Demat ISIN Number for NSDL & CDSL** : INE279A01012

### 11.9 Stock Market Data :

Monthly high and low quotations of shares and volume of Equity Shares traded on BSE Limited (BSE), Mumbai and National Stock Exchange of India 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, 2015	45.55	35.75	27372	43.80	35.20	9095
May, 2015	43.00	38.10	28533	42.90	35.85	27681
June, 2015	44.10	36.05	23441	44.90	35.00	18931
July, 2015	59.85	44.10	80725	60.00	42.75	79539
August, 2015	69.90	50.05	272498	67.25	50.00	224698
September, 2015	52.85	44.90	126929	52.75	44.25	93138
October, 2015	60.40	48.70	118810	59.95	48.60	94405
November, 2015	64.85	53.00	163475	64.90	54.00	72766
December, 2015	86.15	59.30	316093	85.70	59.40	326467
January, 2016	94.50	66.55	298049	95.50	66.85	142284
February, 2016	80.95	64.35	70674	79.80	63.25	103955
March, 2016	84.00	66.25	152417	86.05	65.40	282927

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



**11.11 Registrar and Share Transfer Agents :** 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

### 11.12 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 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 thirty days, 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 Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

#### 11.13 (a) Distribution of Shareholding as on 31<sup>st</sup> March, 2016:

Number of Equity Shares held	Number of Shareholders	% of Shareholders	*Number of Shares held	% of Shareholding
1 - 5000	10491	98.54	3013930	8.69
5001 - 10000	51	0.48	394477	1.14
10001 - 50000	52	0.49	1172282	3.38
50001 - 100000	16	0.15	1272005	3.66
100001 - 1000000	30	0.28	9230412	26.60
1000001 and above	6	0.06	19612275	56.53
<b>Grand Total</b>	<b>10646</b>	<b>100.00</b>	<b>34695381</b>	<b>100.00</b>

#### (b) Category of Shareholders as on 31<sup>st</sup> March, 2016:

Category	Number of Shareholders	% of Shareholders	*Number of Shares held	% of Shareholding
Promoter(s)/Promoters Group	21	0.20	21452199	61.83
Resident Individuals & Corporates	10426	97.93	12355580	35.61
Financial Institutions/Insurance Companies/Banks/Mutual Funds	18	0.17	836277	2.41
NRIs/FIIs/OCBs/ Foreign Shareholders	181	1.70	51325	0.15
<b>Grand Total</b>	<b>10646</b>	<b>100.00</b>	<b>34695381</b>	<b>100.00</b>

#### Note for (a) & (b):

\*The total number of shares held as disclosed in the Distribution of Shareholding and Category of Shareholders as on 31<sup>st</sup> March, 2016 above include 27,05,553 equity shares allotted in the Rights Issue of the Company on 20<sup>th</sup> October, 2015, in respect of which despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of beneficial owners have not been completed in view of the Order dated 18<sup>th</sup> November, 2015 passed by the Hon'ble High Court of Delhi. By the said Order, status quo has been directed to be maintained with respect to such 27,05,553 numbers of additional shares allotted under the said Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14<sup>th</sup> September, 2015.

#### 11.14 Dematerialization of Shares and liquidity:

3,10,61,156 Equity Shares representing 97.10% of the total admitted & listed 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 31<sup>st</sup> March, 2016.

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 2015-16. Relevant data for the approximate average daily turnover in terms of volume for the financial year 2015-16 is given below :-

BSE	NSE	BSE + NSE
6938	6099	13037

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

**11.15 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.

**11.16 Transfer of Shares in Unclaimed Suspense Account:-**

Pursuant to Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred to the 'Unclaimed Suspense Account' the unclaimed equity shares which were issued in physical form from time to time. The details of such unclaimed shares are as under:

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account as on 1 <sup>st</sup> April, 2015	777	75066
2	Number of shareholders who approached for transfer of shares from the unclaimed suspense account during the year	Nil	Nil
3	Number of shareholders to whom shares were transferred from the unclaimed suspense account during the financial year.	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account as on 31 <sup>st</sup> March, 2016.	777	75066

The voting rights on the shares outstanding in the unclaimed securities suspense account shall remain frozen till the rightful owner of such shares claims the shares.

**11.17 Unclaimed Dividends:**

The amount of dividends remaining unpaid/unclaimed for seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company is required to be transferred to the Investor Education and Production Fund (IEPF) administered by the Central Government. The Company has transferred ₹ 9,60,905/- being the unpaid and unclaimed dividend amount for the year 2007-08 on 29<sup>th</sup> September, 2015 to IEPF. The unpaid/unclaimed dividend details are available on the website of the Company on [www.unistar.co.in](http://www.unistar.co.in).

**11.18 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

**11.19 Address for Investor Correspondence**

- : 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](mailto:mumbai@linkintime.co.in)  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

OR

- Share Department  
Universal Cables Limited  
P.O. Birla Vikas, Satna - 485 005 (M.P.)  
Phone : +91 7672-257121-27, 414000  
Fax : +91 7672-257129, 257131  
Email : [secretarial@unistar.co.in](mailto:secretarial@unistar.co.in)  
[investorsgrievance@unistar.co.in](mailto:investorsgrievance@unistar.co.in)



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## **DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

As provided under Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management, for the financial year ended 31<sup>st</sup> March, 2016.

**For Universal Cables Limited**

**(Y.S. Lodha)**

**Manager & Chief Executive Officer**

**Place : Satna (M.P.)**

**Date : 25<sup>th</sup> April, 2016**

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## **AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE**

**To the members of Universal Cables Limited**

1. We have examined the compliance of regulations of Corporate Governance as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") by Universal Cables Limited ("the Company") for the year ended 31<sup>st</sup> March, 2016.
2. The Compliance of regulations of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above mentioned Listing regulations.
4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For V. Sankar Aiyar & Co.,**

**Chartered Accountants**

**ICAI Firm Registration No. 109208W**

**(R. Raghuraman)**

**Partner**

**Membership No. 081350**

**Place : New Delhi**

**Date : 18<sup>th</sup> May, 2016**



# Independent Auditors' Report

## To the Members of UNIVERSAL CABLES LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **UNIVERSAL CABLES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, 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, as applicable, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

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

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

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

### Opinion

In our opinion and to the best of our information and knowledge 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 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" 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 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 36 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**(R. Raghuraman)**  
**Partner**

**Membership No. 081350**

**Place : New Delhi**  
**Date : 18<sup>th</sup> May, 2016**

**"Annexure A" referred to in the Independent Auditors' report to the shareholders of UNIVERSAL CABLES LIMITED on the accounts for the year ended 31<sup>st</sup> March, 2016.**

- 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 regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
- c) In our opinion and according to the information and explanations given to us and representation obtained from the management the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories except stock in transit have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans during the year, secured or unsecured, to companies, firms, limited liability partnerships or other parties required to be covered in the register maintained under section 189 of the Act 2013. Therefore, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us and the representation obtained from the management the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to parties covered under Section 186.
- v. The Company has not accepted deposits during the year from the public within the provisions of section 73 to 76 or any other provisions of the Companies Act, 2013 and the Rules 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 subsection (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, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 on account of Income-tax, sales-tax, value added tax and service tax except as follows:

Name of the Statute	Nature of dues	Period to which amount relates	Amount (Rs.in lacs)	Forum where pending
Income Tax Act, 1961	Income Tax (Including Interest)	FY 2010 -11	152.18	Commissioner of Income Tax (Appeals)

- viii. On the basis of verification of records, the Company has not defaulted in repayment of loans or borrowings to banks. The Company did not have any outstanding debentures and loans from financial institutions or government during the year.
- ix According to the information and explanations given to us, term loans were applied for the purpose for which they were obtained. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- x Based on the audit procedure performed and the representation obtained from the management, we report that no case of material fraud by the Company or by its officers or employees on the Company has been noticed or reported during the year under audit.
- xi According to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- xii In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

**(R. Raghuraman)**  
**Partner**

**Place : New Delhi**  
**Date : 18<sup>th</sup> May, 2016**

**Membership No. 081350**



**“Annexure B” referred to in the Independent Auditors’ report to the shareholders of UNIVERSAL CABLES LIMITED on the accounts for the year ended 31<sup>st</sup> March, 2016.**

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



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## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

**Place : New Delhi**  
**Date : 18<sup>th</sup> May, 2016**

**(R. Raghuraman)**  
**Partner**  
**Membership No. 081350**


**BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS**
**Balance Sheet as at 31st March, 2016**

	Notes	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>EQUITY &amp; LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	3	3469.83	2313.32
Reserves and Surplus	4	15297.50	8794.35
		<b>18767.33</b>	<b>11107.67</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term Borrowings	5	13800.00	15500.00
Other Long-term Liabilities	6	10.95	11.34
Long-term Provisions	7	892.25	756.24
		<b>14703.20</b>	<b>16267.58</b>
<b>CURRENT LIABILITIES</b>			
Short-term Borrowings	8	17281.55	18580.99
Trade Payables	9		
Payable to micro enterprises and small enterprises		579.98	1023.74
Other payables		11565.43	8121.77
Other Current Liabilities	9	3295.46	6392.97
Short-term Provisions	10	459.03	566.50
		<b>33181.45</b>	<b>34685.97</b>
	<b>TOTAL</b>	<b>66651.98</b>	<b>62061.22</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets	11		
Tangible Assets		13430.65	14519.57
Intangible Assets		31.49	19.50
Capital Work-in-progress		8.91	-
Non-current Investments	12	5131.92	5131.92
Long-term Loans and Advances	13	735.10	612.10
Trade Receivables	16	441.26	1437.73
Other Non-current Assets	14	95.44	45.39
		<b>19874.77</b>	<b>21766.21</b>
<b>CURRENT ASSETS</b>			
Inventories	15	12306.66	11369.22
Trade Receivables	16	30727.15	23838.57
Cash and Cash Equivalents	17	643.86	526.32
Short-term Loans and Advances	18	1686.84	3389.69
Other Current Assets	19	1412.70	1171.21
		<b>46777.21</b>	<b>40295.01</b>
	<b>TOTAL</b>	<b>66651.98</b>	<b>62061.22</b>

The accompanying note number 1 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

Y. S. Lodha  
Manager & Chief Executive Officer

Harsh V. Lodha  
(Din : 00394094)

Chairman

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

Sanjay Kumar  
Chief Financial Officer

Place : New Delhi  
Date : 18<sup>th</sup> May, 2016

Om Prakash Pandey  
Company Secretary



## Statement of Profit and Loss for the year ended 31st March, 2016

	Notes	For the year ended 31st March 2016 (₹ in lacs)	For the year ended 31st March 2015 (₹ in lacs)
<b>REVENUE</b>			
Revenue from Operations (Gross)	20	82874.30	75604.13
Less : Excise Duty		8040.24	6201.66
Revenue from Operations (Net)		74834.06	69402.47
Other Income	21	1231.54	887.09
<b>Total Revenue</b>		<b>76065.60</b>	<b>70289.56</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed	22	51335.74	52551.81
Purchase of Traded Goods		2058.44	2156.08
(Increase)/Decrease in Inventories of Finished Goods, Work-in-Progress, Scrap Materials and Traded Goods	23	(306.75)	819.49
Employee Benefits Expense	24	4636.94	4221.92
Finance Costs	25	5117.48	5069.19
Depreciation and Amortization Expense	26	1765.19	1761.84
Other Expenses	27	9722.76	7180.37
<b>Total Expenses</b>		<b>74329.80</b>	<b>73760.70</b>
<b>Profit/(Loss) before Tax</b>		<b>1735.80</b>	<b>(3471.14)</b>
<b>Tax Expense/(Credit)</b>			
Current Tax-Write back relating to earlier years		(219.15)	-
<b>Profit/(Loss) for the Year</b>		<b>1954.95</b>	<b>(3471.14)</b>
<b>Earnings Per Equity Share (₹)</b>			
Basic & Diluted Earnings per Share [Nominal Value of ₹ 10/- per share (Previous year ₹ 10/-)]	28	6.90	(15.01)

The accompanying note number 1 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

Y. S. Lodha  
Manager & Chief Executive Officer

Harsh V. Lodha  
(Din : 00394094)

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S.S. Kothari  
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(Din : 00049895)

Kavita A. Sharma  
(Din : 07080946)

Directors

R. Raghuraman  
Partner  
Membership No. 081350

Sanjay Kumar  
Chief Financial Officer

Place : New Delhi  
Date : 18<sup>th</sup> May, 2016

Om Prakash Pandey  
Company Secretary


**Cash Flow Statement for the year ended 31st March, 2016**

Description	2015-16		2014-15	
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Profit/(Loss) before Taxation</b>		<b>1735.80</b>		<b>(3471.14)</b>
<b>Adjustments for :</b>				
Depreciation	<b>1765.19</b>		1761.84	
Profit on disposal of fixed assets (Net)	<b>(408.95)</b>		(131.35)	
Interest Income	<b>(37.78)</b>		(28.48)	
Dividend Income	<b>(264.83)</b>		(163.15)	
Interest Expense	<b>4683.56</b>		4674.37	
Provision for Doubtful Debts and Advances	<b>(11.24)</b>		-	
Unrealised Foreign Exchange Loss/(Gain)	<b>(4.94)</b>		11.10	
		<b>5721.01</b>		<b>6124.33</b>
<b>Operating Profit before Working Capital Changes</b>		<b>7456.81</b>		<b>2653.19</b>
<b>Movement in Working Capital :</b>				
Increase/(Decrease) in Trade Payables	<b>2840.21</b>		(816.09)	
Increase/(Decrease) in Long-term Provisions	<b>136.01</b>		59.38	
Increase/(Decrease) in Short-term Provisions	<b>46.76</b>		58.19	
Increase/(Decrease) in Other Current Liabilities	<b>(523.46)</b>		1290.80	
Increase/(Decrease) in Other Long-term Liabilities	<b>(0.39)</b>		(4.84)	
(Increase)/Decrease in Trade Receivables	<b>(5892.11)</b>		(1614.36)	
(Increase)/Decrease in Inventories	<b>(937.44)</b>		(876.36)	
(Increase)/Decrease in Long-term Loans and Advances	<b>45.70</b>		0.76	
(Increase)/Decrease in Short-term Loans and Advances	<b>1714.09</b>		(1502.63)	
(Increase)/Decrease in Other Current Assets	<b>(241.49)</b>		(14.15)	
Decrease/(Increase) in Other Non-Current assets	<b>-</b>		362.83	
		<b>(2812.12)</b>		<b>(3056.47)</b>
<b>Cash from Operations</b>		<b>4644.69</b>		<b>(403.28)</b>
Direct Taxes paid		<b>(79.80)</b>		<b>(54.43)</b>
<b>Net cash from/(used in) Operating activities</b>		<b>4564.89</b>		<b>(457.71)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed assets	<b>(738.96)</b>		(968.70)	
Proceeds from sale of Fixed assets	<b>420.06</b>		210.22	
Investment in term deposits with Bank (Net of redemption)	<b>(1.07)</b>		(80.19)	
Interest Received	<b>37.73</b>		27.19	
Dividend Received	<b>264.83</b>		163.15	
<b>Net cash (used in) Investing activities</b>		<b>(17.41)</b>		<b>(648.33)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Rights Issue of Equity Shares (Including Security Premium and Net of Share Issue expenses)	<b>5711.45</b>			
Proceeds from Long-term Borrowings	<b>2000.00</b>		6500.00	
Repayment of Long-term Borrowings	<b>(6098.85)</b>		(444.61)	
Net Proceeds from Short-term Borrowings	<b>(1299.44)</b>		(302.67)	
Interest Paid	<b>(4684.37)</b>		(4675.98)	
Unclaimed Dividend Paid	<b>(9.80)</b>		(9.03)	
<b>Net cash from/(used in) Financing activities</b>		<b>(4381.01)</b>		<b>1067.71</b>



## Cash Flow Statement for the year ended 31st March, 2016 (Contd.)

Description	2015-16		2014-15	
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>		<b>166.47</b>		<b>(38.33)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>		<b>394.53</b>		<b>432.86</b>
<b>Cash and Cash Equivalents at the end of the year</b>		<b>561.00</b>		<b>394.53</b>
<b>Components of Cash and Cash Equivalents</b>				
Cash on Hand		<b>3.21</b>		2.55
Cheques/Drafts on Hand		<b>474.20</b>		263.86
<b>With Banks :</b>				
On Current Accounts		<b>59.64</b>		94.37
On Unclaimed Dividend Accounts*		<b>23.95</b>		33.75
		<b>561.00</b>		<b>394.53</b>

\*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.

Negative figures have been shown in brackets.

Difference of ₹ 178.08 Lacs (₹177.01 Lacs) compared with Note No. 17 represents short term Investment with original maturity of 3 months or more.

As per our attached report of even date

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

Y. S. Lodha  
*Manager & Chief Executive Officer*

Harsh V. Lodha  
(Din : 00394094)

*Chairman*

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

Sanjay Kumar  
*Chief Financial Officer*

Place : New Delhi  
Date : 18<sup>th</sup> May, 2016

Om Prakash Pandey  
*Company Secretary*





## Notes to Financial Statements for the year ended 31st March, 2016

### 1. NATURE OF OPERATIONS

UNIVERSAL CABLES LIMITED is engaged in the manufacturing and sale of Electrical and other Cables, Capacitors and turnkey projects predominantly relating to Electrical Cables/capacitors, etc.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of Accounting:

The financial statements of the Company have been prepared and presented as a going concern basis under the historical cost convention modified to the extent of 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 amount whereof can be ascertained with reasonable certainty and comply in all material respects with generally accepted accounting principles (GAAP) in India, the applicable Accounting Standards as notified under the relevant provisions of the Companies Act, 2013, as amended/changed from time to time. The accounting policies adopted in preparation of financial statements have been consistently applied by the Company, unless otherwise stated.

#### (b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to exercise judgment and to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experience and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/materialise.

#### (c) Fixed Assets

Fixed assets are stated at cost of acquisition (net of CENVAT/VAT/any other recoverable taxes and rebate, if any) or revalued amount as the case may be, less accumulated depreciation, amortisation and impairment, if any. The cost of acquisition of an asset comprises of its purchase price and any directly attributable cost of bringing the asset to working condition for its intended use. Expenses directly relating to construction activity is capitalised. Indirect expenses incurred during construction period is capitalised as part of the construction costs to the extent the expenses can be attributable to construction activity or is incidental thereto. Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. Fixed Assets retired from active use and held for disposal are stated at lower of their net book value and net realisable value and are disposed separately. Losses arising from the retirement of fixed assets are included in the Statement of Profit and Loss. When assets are sold, disposed or discarded, their cost and accumulated depreciation are removed from the accounts and any gain or loss resulting from their disposal is included in the Statement of Profit and Loss. 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. Fixed Assets which are not ready for their intended use on the date of Balance Sheet are shown as Capital work-in-progress.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Insurance spares (determined on the basis of irregular use) are capitalised and all other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Consideration paid/payable for acquiring know-how in connection with manufacturing process for a particular product is capitalised as these assets provide significant future economic benefits over a long period.

The carrying amounts of asset are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised 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.

**(d) Depreciation and Amortisation**

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

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 tangible fixed assets is provided on Straight Line Method and on the basis of estimated useful life of the asset as prescribed in Schedule II of the Companies Act, 2013, on pro-rata basis from the month assets are ready to use. Depreciation on sale/disposal/discard of asset is provided pro-rata upto the month of sale/disposal/discard.

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

**(e) Leases**

Where the Company is the Lessee :

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

Where the Company is the Lessor :

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

**(f) Investments**

Investments which are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as 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 recognise 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.

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

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



## (h) Revenue Recognition

Revenue is recognised 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 recognised.

- (i) Revenue from the sale of goods is recognised on transfer of significant risks and rewards incidental to ownership in the goods to the customers which generally coincides with despatch of goods to customers. Sales are recorded inclusive of excise duty but net of return, if any, trade discounts, rebates, other pricing discounts and sale tax/VAT.
- (ii) Revenue from fixed price construction contracts (including installation and commissioning) is recognised 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/Supplier 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. In case the total cost of a contract, based on technical and other estimates is expected to exceed the corresponding contract value, such expected loss is fully provided for.
- (iii) Liquidated damages/penalties are provided for, based on management's assessment of the estimated liability, as per contractual terms and/or acceptances.
- (iv) Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (v) Dividend Income is recognised when the shareholders' right to receive payment is established by the Balance Sheet date.
- (vi) Export incentives including Duty Drawback and Duty benefits on import of raw materials against exports/deemed exports are accounted for in the year of such export.

## (i) 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 as at the date of the transaction.

### (ii) Conversion

Foreign currency monetary items are reported using the closing exchange rate on each Balance Sheet date. 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 reporting of short-term monetary items at rates different from those at which they were initially recorded/reported during the year or reported in previous financial statements, are recognised 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 amortised as expense or income over the life of the contract and recognised in the Statement of Profit and Loss accordingly. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or as expense for the period.

**(j) 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 employee renders the related service to the Company.
- (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 employee renders the related service for and on behalf of the Company. 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 employee renders the related service for and on behalf of the Company. 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 recognised 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 twelve 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.
- (v) Ex-gratia or other amounts disbursed on account of selective employee separation scheme or otherwise are charged to Statement of Profit and Loss as and when incurred/determined.

**(k) 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 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income 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 recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised 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.

**(l) 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.

**(m) Cash and Cash Equivalents**

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

**(n) 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 recognised 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.

**(o) Borrowing Costs**

Borrowing cost includes interest, other costs incurred in connection with the arrangement of borrowing 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 acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included in the cost of Fixed Assets as appropriate to the extent they relate to the period till such assets are ready to be put to use in accordance with Accounting Standard 16 on 'Borrowing Costs' and Notification No.G.S.R. 225(E) dated 31<sup>st</sup> March, 2009 and subsequent clarification via Circular No.25/2012 dated 9<sup>th</sup> August, 2012 issued by the Ministry of Corporate Affairs, Government of India. All other borrowing costs are charged to the Statement of Profit and Loss.

**(p) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised 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.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are not recognised in the Financial Statements.

**(q) Share Issue Expenses**

Share Issue Expenses are charged to and adjusted from the Securities Premium Account.



**31st March**      31st March  
**2016**                      2015  
**(₹ in lacs)**                      (₹ in lacs)

### 3. SHARE CAPITAL

#### Authorised

50,000	(50,000)	Preference Shares of ₹ 100/- each	<b>50.00</b>	50.00
4,45,00,000	(4,45,00,000)	Equity Shares of ₹ 10/- each	<b>4450.00</b>	4450.00
			<b>4500.00</b>	4500.00

#### Issued

3,47,01,201	(2,31,36,074)	Equity Shares of ₹ 10/- each	<b>3470.12</b>	2313.61
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#### Subscribed and Fully paid up

3,46,95,381	(2,31,30,254)	Equity Shares of ₹ 10/- each	<b>3469.54</b>	2313.03
		Add : Forfeited Shares (amount originally paid-up)	<b>0.29</b>	0.29
			<b>3469.83</b>	2313.32

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

Description	31st March, 2016		31st March, 2015	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding at the beginning of the year	<b>23,130,254</b>	<b>2313.32</b>	23,130,254	2313.32
Add: Shares Issued during the year (Rights Issue)	<b>11,565,127</b>	<b>1156.51</b>	-	-
Outstanding at the end of the year	<b>34,695,381</b>	<b>3469.83</b>	23,130,254	2313.32

**(b) Terms/Rights attached to Equity Shares :**

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

**(c) Shareholders holding more than 5% shares based on legal ownership in the subscribed share capital of the Company are set out below :**

Name of the Shareholder	31st March, 2016		31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vindhya Telelinks Limited	<b>8274963</b>	<b>23.85</b>	4839908	20.92
The Punjab Produce & Trading Co. Pvt. Limited	<b>5126037</b>	<b>14.77</b>	2910128	12.58
Gwalior Webbing Co. Pvt. Limited	<b>2887013</b>	<b>8.32</b>	1688573	7.30
Birla Ericsson Optical Limited	<b>1893374</b>	<b>5.46</b>	-	-

**Note :**

The despatch of share certificate(s) in physical form and credit in the respective demat account(s) in respect of 27,05,553 number of additional equity shares, in aggregate, allotted to certain allottees under category "C" of the basis of allotment as per Letter of Offer dated 14<sup>th</sup> September, 2015 under the Rights Issue have not yet been completed in view of the status-quo order passed by the Hon'ble High Court of Delhi on 18<sup>th</sup> November, 2015.



	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>4. RESERVES AND SURPLUS</b>		
<b>Revaluation Reserve</b>		
Opening Balance	138.97	150.40
Less : Amount transferred to the Statement of Profit and Loss as reduction from depreciation	6.63	6.63
: Adjustment of Net Block of assets whose useful lives expired as on 1 <sup>st</sup> April, 2014	-	4.80
: Amount Written back on sale/disposal of assets	0.11	-
<b>Closing Balance</b>	<b>132.23</b>	<b>138.97</b>
<b>Securities Premium Account</b>		
Opening Balance	1767.56	1767.56
Add : Securities Premium on Rights Issue of equity shares during the year	4741.70	-
Less : Utilised for Issue Expenses pertaining to Rights Issue	(186.76)	-
<b>Closing Balance</b>	<b>6322.50</b>	<b>1767.56</b>
<b>General Reserve</b>		
Opening Balance	9919.93	10103.14
Less : Adjustment of Net Block of assets whose useful lives expired as on 1 <sup>st</sup> April, 2014	-	183.21
<b>Closing Balance</b>	<b>9919.93</b>	<b>9919.93</b>
<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Opening Balance	(3032.11)	439.03
Profit/(Loss) for the year as per the Statement of Profit and Loss	1954.95	(3471.14)
<b>Closing Surplus/(Deficit) Balance</b>	<b>(1077.16)</b>	<b>(3032.11)</b>
<b>Total Reserves and Surplus</b>	<b>15297.50</b>	<b>8794.35</b>
<b>5. LONG-TERM BORROWINGS</b>		
<b>Secured</b>		
Loans from Banks		
Foreign Currency Loan - Buyer's Credit	-	398.85
Less : Current Maturities of Long Term Borrowings	-	398.85
	-	-
<b>Unsecured</b>		
Loan from Related Party	-	1500.00
Other Loans		
Loans from Bodies Corporate	13800.00	16000.00
Less: Current Maturities of Long Term Borrowings	-	2000.00
	13800.00	14000.00
<b>Total Long-term Borrowings</b>	<b>13800.00</b>	<b>15500.00</b>
As per the renewed/revised terms and conditions, Loans from Bodies Corporate are repayable after 31 <sup>st</sup> March, 2017. These loans carry varying rate of interest in the range of 10.50% - 11.00% per annum on the reporting date.		
<b>6. OTHER LONG-TERM LIABILITIES</b>		
Security Deposit	10.25	10.33
Other - Retention Money	0.70	1.01
	10.95	11.34



	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>7. LONG-TERM PROVISIONS</b>		
Provision for Pension (Refer Note No. 29)	307.64	206.50
Provision for Compensated absences	584.61	549.74
	<u>892.25</u>	<u>756.24</u>
<b>8. SHORT-TERM BORROWINGS</b>		
<b>Working Capital Loans from Banks - Secured</b>		
Working Capital Demand Loan	13114.83	-
Cash Credit facilities	3010.78	15548.47
Export Packing Credit	441.33	757.23
Foreign Currency Loan (Buyer's Credit)	242.82	-
	<u>16809.76</u>	<u>16305.70</u>
<b>Unsecured</b>		
From a Bank (repayable on demand)	471.79	2275.29
	<u>471.79</u>	<u>2275.29</u>
<b>Total Short-term Borrowings</b>	<u>17281.55</u>	<u>18580.99</u>
Notes :		
(a) Working capital loans from banks being working capital credit facilities, sanctioned by banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel and/or recall the credit facilities (either fully or partially) and , interalia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the sanctioned loan accounts in any manner.		
(b) Working capital loans and credit facilities (both fund and non-fund based) from concerned Banks viz. State Bank of India (SBI) and IDBI Bank Limited (IDBI) are secured by hypothecation of the stock of inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future, and are further secured by way of hypothecation of movable fixed assets, both present and future, ranking pari-passu interse and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company.		
<b>9. OTHER CURRENT LIABILITIES</b>		
<b>Trade Payables</b>		
Payable to micro enterprises and small enterprises -		
(i) the principal amount and interest due thereon remaining unpaid to any supplier -		
Principal amount	579.98	1023.74
Interest thereon	-	-
(ii) the amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006., along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.	-	-
(iv) the amount of interest accrued and remaining unpaid.	-	-
(v) the amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-
Other Payables	11565.43	8121.77
	<u>12145.41</u>	<u>9145.51</u>





	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>Other Current Liabilities</b>		
Current Maturities of Long Term Borrowings	-	2398.85
Interest accrued but not due on Borrowings	1.32	2.13
Security Deposits	29.00	6.25
Excess of Billing Over Revenue	52.59	69.50
Others		
Assigned Creditors	1840.23	2000.83
Creditors for Capital Goods	207.83	372.42
Statutory Dues	399.20	373.82
Accrued Employee Benefits Expenses	269.73	122.13
Retention Money	2.37	6.03
Unclaimed Dividend (This does not include any amount due and outstanding to be credited to Investor Education and Protection Fund during the year)	23.95	33.75
Advance from Customers	469.24	1007.26
	<u>3295.46</u>	<u>6392.97</u>
<b>Total Other Current Liabilities</b>	<u>15440.87</u>	<u>15538.48</u>

**10. SHORT-TERM PROVISIONS**
**Provision for Employee Benefits**

Pension (Refer Note No. 29)	47.39	24.45
Compensated Absences	57.17	79.40
Gratuity (Refer Note No. 29)	66.68	20.63
	<u>171.24</u>	<u>124.48</u>

**Others**

Income Tax (net of advance tax)	287.79	442.02
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**Total Short-term Provisions**

	<u>459.03</u>	<u>566.50</u>
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**11. FIXED ASSETS**

(₹ in lacs)

Nature of Fixed Assets	Gross Block				Depreciation/Amortization				Net Block	
	As at 1st April, 2015	Additions During the Year	Deductions/ Adjustments during the Year	As at 31st March, 2016	As at 1st April, 2015	For the year	Deductions during the year	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
<b>Tangible Assets</b>										
Freehold Land	191.01	-	-	191.01	-	-	-	-	191.01	191.01
Leasehold Land	267.07	-	-	267.07	78.79	2.52	-	81.31	185.76	188.28
Buildings	6090.95	-	14.84	6076.11	2369.69	185.81	9.07	2546.43	3529.68	3721.26
Plant & Equipments*#	24323.87	644.45	86.39	24881.93	14160.95	1510.12	83.56	15587.51	9294.42	10162.92
Office Equipments	628.93	7.96	2.17	634.72	516.75	36.34	1.79	551.30	83.42	112.18
Furniture & Fixtures	230.20	33.73	1.77	262.16	166.62	14.20	1.63	179.19	82.97	63.58
Vehicles	212.86	0.03	30.35	182.54	160.49	14.44	28.27	146.66	35.88	52.37
Leasehold improvements	31.01	-	-	31.01	3.04	0.46	-	3.50	27.51	27.97
<b>Total</b>	31975.90	686.17	135.52	32526.55	17456.33	1763.89	124.32	19095.90	13430.65	14519.57
<b>Intangible Assets</b>										
Computer Software	139.24	19.92	-	159.16	119.74	7.93	-	127.67	31.49	19.50
Technical Know-how	222.51	-	-	222.51	222.51	-	-	222.51	-	-
<b>Total</b>	361.75	19.92	-	381.67	342.25	7.93	-	350.18	31.49	19.50
<b>Capital Work-in-Progress</b>									8.91	-
<b>Grand Total</b>	32337.65	706.09	135.52	32908.22	17798.58	1771.82	124.32	19446.08	13471.05	14539.07
Previous Year	31345.16	1092.39	99.90	32337.65	15863.13	1956.48	21.03	17798.58	14539.07	-

\* Includes ₹ 13.60 lacs (Previous year ₹ 23.37 lacs) pertaining to exchange loss capitalised as per para 46A of AS-11.

# Includes ₹ 33.90 lacs (Previous year Nil) on account of Pre-operative Expenses (Refer Note No. 40) capitalised during the year.



Notes :

- (i) Gross Block and Net Block 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 31<sup>st</sup> 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.	Fixed Assets	Gross Block		Net Block	
		As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
1	Freehold Land	37.87	37.87	37.87	37.87
2	Buildings	541.43	541.43	94.36	101.10
3	Plant & Equipments	999.47	999.47	-	-
	<b>Total</b>	<b>1578.77</b>	<b>1578.77</b>	<b>132.23</b>	<b>138.97</b>

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

(₹ in lacs)

Sl. No.	Assets	Gross Block		Depreciation during the year		Total Depreciation Including Adjustment		Net Block	
		As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
1	Leasehold Land	127.67	127.67	1.09	1.09	40.45	39.36	87.22	88.31
2	Buildings	1670.51	1670.51	54.06	70.43	418.89	364.84	1251.62	1305.67
	<b>Total</b>	<b>1798.18</b>	<b>1798.18</b>	<b>55.15</b>	<b>71.52</b>	<b>459.34</b>	<b>404.20</b>	<b>1338.84</b>	<b>1393.98</b>

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

(₹ in lacs)

Description	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
Gross Block	2209.95	2209.95
Depreciation Charge for the Current Year	69.02	105.32
Accumulated Depreciation	634.84	565.82
Written Down Value	1575.11	1644.13

<b>31st March 2016</b>	<b>31st March 2015</b>
<b>(₹ in lacs)</b>	<b>(₹ in lacs)</b>

## 12. NON-CURRENT INVESTMENTS

### Trade Investments (Valued at Cost)

#### Investments in Equity Instruments

#### Fully paid Equity Shares of ₹ 10/- each

#### Quoted

#### Investment in Associate

Vindhya Telelinks Limited	34,54,530	34,54,530	<b>1897.31</b>	1897.31
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#### Investment in Joint Venture

Birla Ericsson Optical Limited	39,00,100	39,00,100	<b>850.01</b>	850.01
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#### Unquoted

Universal Telelinks Private Limited	9,800	9,800	<b>0.98</b>	0.98
Universal Electricals Private Limited	9,800	9,800	<b>0.98</b>	0.98

#### Investment in Joint Venture

Birla Furukawa Fibre Optics Private Limited	45,88,465	45,88,465	<b>2298.50</b>	2298.50
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			31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>NON-CURRENT INVESTMENTS (Cont.)</b>				
<b>Non Trade Investments (Valued at Cost)</b>				
<b>Investments in Equity Instruments</b>				
<b>Quoted</b>				
<b>Fully paid Equity Shares of ₹ 10/- each</b>				
Birla Corporation Limited	2,96,730	2,96,730	52.78	52.78
The Rameshwara Jute Mills Limited	900	900	0.11	0.11
<b>Unquoted</b>				
<b>Fully paid Equity Shares of ₹ 10/- each</b>				
Birla Financial Corporation Limited	3,00,366	3,00,366	30.04	30.04
Chennai Willingdon Corporate Foundation	55	55	0.01	0.01
<b>Fully paid Equity Shares of ₹ 100/- each</b>				
Industry House Limited	600	600	0.40	0.40
Baroda Agents & Trading Co. Private Limited	800	800	0.62	0.62
<b>Investments in Government Securities</b>				
<b>Unquoted</b>				
6 year National Savings Certificates (Deposited with Sales Tax Authorities)			0.18	0.18
			<b>5131.92</b>	<b>5131.92</b>
Aggregate Amount of Quoted Investments			<b>2800.21</b>	2800.21
Aggregate Market Value of Quoted Investments			<b>23822.71</b>	20540.73
Aggregate Amount of Unquoted Investments			<b>2331.71</b>	2331.71

**13. LONG TERM LOANS AND ADVANCES**

(Unsecured and Considered Good)

Capital Advances	59.10	35.14
Loans To Employees	0.60	2.73
Advance Income Tax	304.92	160.18
Balances with Statutory/Government Authorities	73.64	98.75
Security Deposits	296.84	315.30
	<b>735.10</b>	<b>612.10</b>

**14. OTHER NON-CURRENT ASSETS**

(Unsecured and Considered Good)

Term Deposits with Banks/Government Departments (Term Deposit receipts are under lien with Bank towards margin money ₹ 50.00 lacs (previous year ₹ Nil) and lodged with a Government Department towards security deposit ₹ 45.22 lacs (previous year ₹ 45.22 lacs))	95.22	45.22
Interest Receivable	0.22	0.17
	<b>95.44</b>	<b>45.39</b>



	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>15. INVENTORIES (Refer Note No. 2 for mode of valuation)</b>		
Raw Materials [including material in transit ₹ 1129.36 lacs (Previous year ₹ 1554.05 lacs)]	5166.77	4783.00
Work-in-Progress	3866.93	3661.98
Finished Goods	1770.99	1900.65
Traded Goods [including material in transit ₹ 335.87 lacs (Previous year ₹ 20.41)]	402.48	63.71
Stores and Spares [including material in transit ₹ 2.10 lacs (Previous year ₹ 10.39 lacs)]	1027.24	780.32
Scrap Materials	72.25	179.56
	<u>12306.66</u>	<u>11369.22</u>
<b>16. TRADE RECEIVABLES (Unsecured)</b>		
<b>Non-Current</b>		
Other Debts -		
Considered Good	441.26	1437.73
	<u>441.26</u>	<u>1437.73</u>
<b>Current</b>		
Debts outstanding for a period exceeding six months from the date they are due for payment -		
Considered Good	5186.22	4209.28
Other Debts -		
Considered Good	25540.93	19629.29
	<u>30727.15</u>	<u>23838.57</u>
<b>Total Trade Receivables</b>	<u>31168.41</u>	<u>25276.30</u>
<b>17. CASH AND CASH EQUIVALENTS</b>		
<b>Cash and bank balances</b>		
<b>Balance with Banks</b>		
On Current Accounts	59.64	94.37
On Unpaid Dividend Accounts	23.95	33.75
Cheques/Drafts on Hand	474.20	263.86
Cash on Hand	3.21	2.55
	<u>561.00</u>	<u>394.53</u>
<b>Other Bank Balances</b>		
On Term Deposit Accounts	178.08	177.01
	<u>739.08</u>	<u>571.54</u>
Less : Amount disclosed under Other Non-Current Capital Assets (Refer Note No. 14)	95.22	45.22
	<u>643.86</u>	<u>526.32</u>



	31st March 2016 (₹ in lacs)	31st March 2015 (₹ in lacs)
<b>18. SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and Considered Good		
Loans and Advances to Employees	13.97	21.31
Advances recoverable in cash or in kind	590.85	1104.52
Balances with Statutory/Government Authorities	586.30	1937.77
Security Deposits	495.72	326.09
	<u>1686.84</u>	<u>3389.69</u>
Unsecured and Considered Doubtful		
Security Deposits	-	11.24
	<u>1686.84</u>	<u>3400.93</u>
Less : Provision for Doubtful Security Deposits	-	11.24
	<u>1686.84</u>	<u>3389.69</u>
<b>19. OTHER CURRENT ASSETS</b> (Unsecured and Considered Good)		
Receivables on account of -		
Interest on Deposits	2.46	2.46
Export/Deemed Export Benefits	180.50	330.66
Industrial Investment Promotion Assistance	362.83	675.73
Unamortized Premium on Forward Contract	8.30	-
Unbilled Revenue (Refer Note No. 37)	858.61	162.36
	<u>1412.70</u>	<u>1171.21</u>
	For the year ended 31st March 2016 (₹ in lacs)	For the year ended 31st March 2015 (₹ in lacs)
<b>20. REVENUE FROM OPERATIONS</b>		
<b>Sale of Products</b>		
Finished Goods	76159.91	70172.99
Traded Goods	2437.57	2941.26
<b>Sale of Services</b>		
Installation and Commissioning Charges	3194.50	1390.89
<b>Other Operating Revenue</b>		
Scrap Materials	1049.12	1067.13
Export Incentives	33.20	31.86
<b>Revenue from Operations (Gross)</b>	<u>82874.30</u>	<u>75604.13</u>
Less : Excise Duty	8040.24	6201.66
<b>Revenue from Operations (Net)</b>	<u>74834.06</u>	<u>69402.47</u>



**For the year  
ended  
31st March 2016  
(₹ in lacs)**

**For the year  
ended  
31st March 2015  
(₹ in lacs)**

**REVENUE FROM OPERATIONS (Contd.)**

**DETAILS OF PRODUCTS SOLD**

**Manufactured Goods Sold**

Electrical and other Cables, Wires and Conductors etc.	73663.97	67713.55
Capacitors	2495.94	2459.44
	76159.91	70172.99

**Traded Goods Sold**

Associated Equipments, Cable Accessories, etc.	2437.57	2941.26
	2437.57	2941.26

**Total Sale of Products**

	78597.48	73114.25
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**21. OTHER INCOME**

Interest Income		
On Bank Deposits	11.93	12.35
Others	25.85	16.13
Dividend Income on Non-current Investments	264.83	163.15
Rent received	292.11	284.44
Gain on foreign currency transactions and translation (Net)	44.95	111.09
Profit on Sale/disposal/discard of Fixed Assets (Net)	408.95	131.35
Other Non-Operating Income	182.92	168.58
	1231.54	887.09

**22. COST OF RAW MATERIALS CONSUMED**

Inventories at the beginning of the year	4783.00	3071.62
Add : Purchases	51719.51	54263.19
	56502.51	57334.81
Less : Inventories at the end of the year	5166.77	4783.00
Total Raw Material Consumption	51335.74	52551.81

**Details of Raw Materials Inventories**

Aluminium	504.04	502.01
Copper	966.36	972.74
PVC Compound	78.20	282.56
XLPE Compound	1336.64	1324.05
Others	2281.53	1701.64
	5166.77	4783.00

**Details of Raw Materials Consumed**

Aluminium	8094.98	9391.78
Copper	24094.58	24104.21
PVC Compound	2023.67	3020.76
XLPE Compound	6005.56	6922.17
Others*	11116.95	9112.89
	51335.74	52551.81

\* None of these individually account for more than 10% of total cost of Raw Materials consumed.



	For the year ended 31st March 2016 (₹ in lacs)	For the year ended 31st March 2015 (₹ in lacs)
<b>23. (INCREASE)/DECREASE IN INVENTORIES</b>		
Inventories at the end of the year		
Work-in-Progress	3866.93	3661.98
Finished Goods	1770.99	1900.65
Scrap Materials	72.25	179.56
Traded Goods	402.48	63.71
	<u>6112.65</u>	<u>5805.90</u>
Inventories at the beginning of the year		
Work-in-Progress	3661.98	2737.73
Finished Goods	1900.65	3686.27
Scrap Materials	179.56	197.91
Traded Goods	63.71	3.48
	<u>5805.90</u>	<u>6625.39</u>
(Increase)/Decrease in Inventories	<u>(306.75)</u>	<u>819.49</u>
<b>Details of Purchase of Traded Goods</b>		
Associated Equipments, Cable Accessories, etc.	2058.44	2156.08
<b>Total</b>	<u>2058.44</u>	<u>2156.08</u>
<b>Details of Inventories</b>		
Work-in-Progress		
Electrical Cables, Wires and Conductors, etc.	3695.01	3510.89
Capacitors	171.92	151.09
	<u>3866.93</u>	<u>3661.98</u>
Finished Goods		
Electrical Cables, Wires, Conductors etc.	1652.93	1753.16
Capacitors	118.06	147.49
	<u>1770.99</u>	<u>1900.65</u>
Traded Goods - Associated Equipments and Cable Accessories, etc.	402.48	63.71
Scrap Materials	72.25	179.56
<b>Total Inventories</b>	<u>6112.65</u>	<u>5805.90</u>
<b>24. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Benefits, etc.	3865.90	3452.81
Contribution to Provident and Other Funds	368.78	379.48
Staff Welfare Expenses	402.26	389.63
	<u>4636.94</u>	<u>4221.92</u>
<b>25. Finance Costs</b>		
Interest Expense	4683.56	4674.37
Other Borrowing Costs	433.92	394.82
	<u>5117.48</u>	<u>5069.19</u>



	For the year ended 31st March 2016 (₹ in lacs)	For the year ended 31st March 2015 (₹ in lacs)
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## 26. DEPRECIATION AND AMORTISATION

Depreciation on Tangible Assets	1763.89	1937.55
Amortization of Intangible Assets	7.93	18.93
	<u>1771.82</u>	<u>1956.48</u>
Less : Recoupment from Revaluation Reserve	6.63	11.43
Less: Transfer to Reserve and Surplus	-	183.21
	<u>1765.19</u>	<u>1761.84</u>

## 27. OTHER EXPENSES

Consumption of Stores and Spare Parts	621.06	552.92
Packing Expenses	1655.32	1548.66
Power and Fuel	1659.95	1507.60
Processing and Job Work Charges	31.37	61.22
Sub-contracting for Installation and Commissioning	2223.56	1129.46
Sales Commission (other than Sole Selling Agent)	412.07	312.49
Freight and Transportation Charges (Net)	831.61	790.18
Increase/(Decrease) of Excise Duty on Change in Inventories	(0.74)	(50.12)
Rent	81.63	87.33
Rates and Taxes	205.83	87.31
Insurance Charges	87.98	81.89
Repair and Maintenance :		
Plant and Equipments	102.49	74.02
Buildings	92.71	72.32
Others	48.87	42.48
Directors' Sitting Fees	18.60	17.50
Auditors' Remuneration:		
As auditors		
Audit Fees	9.00	8.75
Tax Audit Fees	1.80	1.00
Limited Review	3.75	3.75
For Other Services		
Certification etc.	1.50	1.95
For Reimbursement of Expenses	0.67	0.28
Donations and Contributions	2.95	2.69
Bad Debts written off	146.00	-
Cash Discount	129.00	73.76
Premium on Forward Exchange Contract Amortized	31.05	27.29
Miscellaneous Expenses	1324.73	745.64
	<u>9722.76</u>	<u>7180.37</u>





	For the year ended 31st March 2016 (₹ in lacs)	For the year ended 31st March 2015 (₹ in lacs)
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**28. EARNINGS PER SHARE (EPS)**

Profit/(Loss) as per Statement of Profit and Loss	1954.95	(3471.14)
Number of Equity Shares Outstanding at the beginning of the year	23130254	23130254
Number of Equity Shares Outstanding at the end of the year	34695381	23130254
Weighted Average Number of Equity Shares Outstanding during the year	28312442	23130254
Basic and Diluted Earnings Per Share (₹)	6.90	(15.01)
[Nominal Value of ₹ 10/- per share (Previous year ₹ 10/-)]		

**29. Employee Benefit Plans :**
**(a) Defined Benefit Plans -**

The Company's defined benefit plans, interalia, 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 ex-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 recognised in the Statement of Profit and Loss, the funded status and the amounts recognised in the Balance Sheet for the respective plans.

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

(₹ in lacs)

Description	Gratuity		Pension	
	2015-16	2014-15	2015-16	2014-15
Current Service Cost	77.32	72.86	-	-
Interest Cost on benefit obligation	94.74	84.25	14.27	13.79
Expected Return on Plan Assets	(108.28)	(101.51)	-	-
Net Actuarial (Gain)/Loss recognized during the year	13.87	55.84	133.97	28.10
Add: Movement in short term liability of current employees	11.78	13.02	22.94	0.07
Net Benefit Expense	89.43	124.46	171.18	41.96

(ii) Amounts recognized in the Balance Sheet :

(₹ in lacs)

Description	Gratuity		Pension	
	2015-16	2014-15	2015-16	2014-15
Defined Benefit Obligation at end of the period	1344.36	1248.32	355.03	230.95
Plan Assets at end of the period	1277.68	1227.69	-	-
Plan Assets/(Liabilities)	(66.68)	(20.63)	(355.03)	(230.95)

(iii) Experience Adjustment :

(₹ in lacs)

Description	Gratuity					Pension				
	2015-16	2014-15	2013-14	2012-13	2011-12	2015-16	2014-15	2013-14	2012-13	2011-12
Defined Benefit Obligation at end of the period	1344.36	1248.32	1092.47	1137.79	1192.35	355.03	230.95	213.28	251.95	248.41
Plan Assets at end of the period	1277.68	1227.69	1146.16	1111.71	1141.66	-	-	-	-	-
Plan Assets/(Liabilities)	(66.68)	(20.63)	53.69	(26.08)	(50.69)	(355.03)	(230.95)	(213.28)	(251.95)	(248.41)
Experience (Gain)/Loss adjustments on Plan Liabilities	13.87	(37.70)	(69.19)	9.18	36.69	133.97	28.10	(33.89)	11.30	2.59
Experience (Gain)/Loss adjustments on Plan Assets	-	(93.54)	(11.39)	44.26	52.43	-	-	-	-	-
Actuarial (Gain)/Loss due to change of assumptions	13.87	55.84	(57.80)	(35.08)	(15.74)	-	-	-	-	-



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

(₹ in lacs)

Description	Gratuity		Pension	
	2015-16	2014-15	2015-16	2014-15
Opening Defined Benefit Obligation	<b>1248.32</b>	1092.47	<b>230.95</b>	213.28
Interest Cost	<b>94.74</b>	84.25	<b>14.27</b>	13.79
Current Service Cost	<b>77.32</b>	72.86	-	-
Benefits paid	<b>(87.76)</b>	(69.05)	<b>(47.10)</b>	(24.29)
Actuarial (Gain)/Loss on obligations	<b>13.87</b>	55.84	<b>133.97</b>	28.10
Add: Differential liability (short term) for current employees	<b>(2.13)</b>	11.95	<b>22.94</b>	0.07
Closing Defined Benefit Obligation	<b>1344.36</b>	1248.32	<b>355.03</b>	230.95

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

(₹ in lacs)

Description	Gratuity	
	2015-16	2014-15
Opening Fair Value of Plan Assets	<b>1227.69</b>	1146.16
Expected Return	<b>101.73</b>	100.43
Contributions by employer	<b>36.02</b>	50.15
Benefits paid	<b>(87.76)</b>	(69.05)
Closing Fair Value of Plan Assets	<b>1277.68</b>	1227.69

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

Description	Gratuity (%)	
	2015-16	2014-15
Investments with Insurer	<b>100</b>	100

(vii) 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	
	2015-16	2014-15	2015-16	2014-15
Mortality Table	<b>IAL 2006-08</b>	IAL 2006-08	<b>LIC 1996-98 Ultimate</b>	LIC 1996-98 Ultimate
Attrition Rate	<b>5.00%</b>	5.00%	<b>N.A.</b>	N.A.
Imputed Rate of Interest	<b>7.80%</b>	7.80%	<b>7.80%</b>	7.80%
Salary Rise	<b>7.50%</b>	7.50%	<b>N.A.</b>	N.A.
Return on Plan Assets	<b>9.01%</b>	8.93%	<b>N.A.</b>	N.A.
Remaining Working Life (Years)	<b>12.47</b>	12.87	<b>N.A.</b>	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 ₹ 50.00 lacs (Previous year ₹ 80.00 lacs) to the approved Gratuity Fund during the year 2016-17.

(b) **Defined Contribution Plan :**

(i) Company's contribution to defined contribution plans such as approved and recognised Provident/Family Pension Fund and approved Superannuation Fund are charged to the Statement of Profit and Loss as



incurred. The Company has no further obligations beyond its contribution except to the extent as stated in Note (ii) herein. The Company has recognised the following contributions as an expense and included in Employee Benefit expense in the Statement of Profit and Loss :

(₹ in lacs)

Description	2015-16	2014-15	2013-14	2012-13	2011-12
Contribution to Family Pension Fund	130.54	112.53	96.12	94.69	91.25
Contribution to Provident Fund	119.39	126.46	139.53	137.81	122.92
Contribution to Superannuation Fund	73.93	72.92	76.76	85.74	85.31
<b>Total</b>	<b>323.86</b>	<b>311.91</b>	<b>312.41</b>	<b>318.24</b>	<b>299.48</b>

- (ii) The Provident Fund except pertaining to employees of Goa Unit, 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 31<sup>st</sup> March, 2016. Details of Fund and Plan Assets Position as of 31<sup>st</sup> March, 2016, are as follows :

(₹ in lacs)

Description	2015-16	2014-15
Plan Assets at Fair Value	7561.43	7214.23
Present Value of Defined Benefit Obligation	7339.23	7001.17
Surplus in Fund	222.20	213.06
Asset recognized in the Balance Sheet	-	-

### 30. Segment Reporting (As per Accounting Standard (AS)-17) :

In the opinion of the management, there is only one reportable segment ("Manufacturing, and Sales of Electrical and other Cables, Capacitors, Conductors and turnkey projects relating thereto") as envisaged by Accounting Standard 17 "Segment Reporting". Further, from a geographical segment perspective, export sales 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 (AS)-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)	(Upto 4 <sup>th</sup> May, 2015)
	Shri Y.S. Lodha (Manager & Chief Executive Officer)	(W.e.f. 15 <sup>th</sup> May, 2015)
	Shri Amitava Bose (Manager & Chief Operating Officer)	(From 5 <sup>th</sup> May, 2015 to 4 <sup>th</sup> November, 2015)
Joint Ventures	Birla Ericsson Optical Limited (BEOL) Birla Furukawa Fibre Optics Private Limited (BFFOPL)	
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)	(Upto 4 <sup>th</sup> May, 2015)



(₹ 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	Y.S. Lodha	A. Bose	BEOL	BFFOPL	VTL	SPL	Total
<b>(A) Transactions during the year</b>										
1	Purchase of Raw Materials, Stores, Spares and Packing Materials	2016	-	-	-	7.65	914.47	96.66	-	96.66
		2015	-	-	-	1235.21	1246.66	2060.03	391.32	2451.35
2	Sale of Raw Materials, Stores, Spares and Packing Materials	2016	-	-	-	5.58	-	7.74	-	7.74
		2015	-	-	-	45.09	-	88.80	-	88.80
3	Other Service Charges and Rent Received	2016	-	-	-	-	311.32	26.15	-	26.15
		2015	-	-	-	-	307.82	34.00	-	34.00
4	Other Service Charges & Lease Rent Paid	2016	-	-	-	34.22	-	11.02	-	11.02
		2015	-	-	-	11.38	-	32.70	-	32.70
5	Sales of Finished & Other Goods	2016	-	-	-	131.37	24.16	2065.13	-	2065.13
		2015	-	-	-	105.19	2.94	154.93	-	154.93
6	Purchase of Finished & Other Goods	2016	-	-	-	3.65	-	40.26	-	40.26
		2015	-	-	-	2.22	-	51.24	-	51.24
7	Purchase of Fixed Assets	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	6.72	-	0.63	-	0.63
8	Sale of Fixed Assets (Including Immovable property)	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	202.68	-	202.68
9	Inter Corporate Loans taken	2016	-	-	-	2200.00	-	2400.00	-	2400.00
		2015	-	-	-	900.00	-	2100.00	-	2100.00
10	Inter Corporate Loans repaid	2016	-	-	-	2200.00	-	3900.00	-	3900.00
		2015	-	-	-	900.00	-	600.00	-	600.00
11	Inter Corporate Loans given	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	300.00	-	300.00
12	Inter Corporate Loans received back	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	300.00	-	300.00
13	Interest on Inter Corporate Loans/Security Deposit & Trade Payable Paid	2016	-	-	-	96.80	30.16	176.60	-	176.60
		2015	-	-	-	77.63	42.25	199.67	-	199.67
14	Interest on Inter Corporate Loans received	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	0.59	-	0.59
15	Rights Issue Capital Subscribed	2016	-	-	-	400.84	-	1751.88	-	1751.88
		2015	-	-	-	-	-	-	-	-
16	Dividend Received	2016	-	-	-	39.00	34.41	172.73	-	172.73
		2015	-	-	-	39.00	36.36	69.09	-	69.09
17	Remuneration Paid*	2016	24.54	41.76	19.20	-	-	-	-	-
		2015	100.67	-	-	-	-	-	-	-
18	Reimbursements received	2016	-	-	-	18.80	9.02	26.87	-	26.87
		2015	-	-	-	33.37	7.30	22.00	-	22.00
19	Reimbursements paid	2016	-	-	-	22.78	-	0.82	-	0.82
		2015	-	-	-	24.10	13.85	2.52	-	2.52
<b>(B) Balance outstanding as at the year end</b>										
1	Trade Payables/Other Liabilities	2016	-	-	-	-	441.42	-	-	-
		2015	-	-	-	1229.16	369.26	1891.50	26.81	1918.31
2	Corporate Guarantee accepted	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	5800.00	-	5800.00
3	Corporate Guarantee given	2016	-	-	-	-	3520.00	-	-	-
		2015	-	-	-	-	3520.00	-	-	-
4	Non-current Investment in equity shares	2016	-	-	-	850.01	2298.50	1897.31	-	1897.31
		2015	-	-	-	850.01	2298.50	1897.31	-	1897.31
5	Loan Outstanding	2016	-	-	-	-	-	-	-	-
		2015	-	-	-	-	-	1500.00	-	1500.00

\*As the liability of Gratuity and Leave encashment is provided on an actuarial basis for the Company as a whole, amount pertaining to Shri Y.S. Lodha and Shri Amitava Bose (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/sub-leased out certain 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 ₹ 273.28 lacs (Previous year ₹ 268.53 lacs) which is disclosed as Rent received under Note No. 21 "Other Income".

**Assets Taken on Operating Lease -**

The Company has taken various residential, office facilities and warehouse premises under operating Lease Agreement(s). The Lease Agreement(s) generally do not have an escalation clause and there are no sub-leases. These leases are generally cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by Lease Agreement(s). The aggregate lease rentals paid/payable are charged as "Rent" under Note No. 27 "Other Expenses".

**33. Deferred Tax Liabilities (Net) :**

(₹ in lacs)

Sl. No.	Particulars	2015-16	2014-15
(a)	<b>Deferred Tax Liabilities</b>		
	Impact of difference in Depreciation and other differences in block of Fixed Assets and Intangible Assets as per Tax and Financial Books	1633.13	1758.16
		1633.13	1758.16
(b)	<b>Deferred Tax Assets*</b>		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes in following years	395.69	342.78
	Unabsorbed depreciation	-	-
	Carry forward business loss	1237.44	1411.49
	Provision for Doubtful Debts and Advances	-	3.89
		1633.13	1758.16
	<b>Net Deferred Tax Liabilities/(Deferred Tax Assets)</b>	-	-

\*As a matter of Prudence, Deferred Tax Assets on Carry forward Losses and Unabsorbed Depreciation has been recognised only to the extent of Deferred Tax liabilities.

**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
		31.03.2016	31.03.2015	
Birla Ericsson Optical Limited (BEOL)	India	13.00%	13.00%	JV is established principally for manufacture of Telecommunication Cables and other types of Wires and Cables.
Birla Furukawa Fibre Optics Private Limited (BFFOPL)	India	31.75%	37.28%	JV is 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 31<sup>st</sup> March, 2016 and 31<sup>st</sup> March, 2015 in the above JVCs, as per their financial statements are as under :

(₹ in lacs)

Particulars	BEOL		BFFOPL	
	2015-16 (Audited)	2014-15 (Audited)	2015-16 (Audited)	2014-15 (Audited)
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
Long-term Borrowings	213.42	176.63	627.96	374.50
Deferred Tax Liabilities (Net)	67.86	49.01	221.99	259.51
Long-term Provisions	21.55	18.80	-	-
<b>CURRENT LIABILITIES</b>				
Short-term Borrowings	612.06	570.17	1055.63	1340.64
Trade Payables				
- Payable to Micro Enterprises & Small Enterprises	39.25	26.88	-	-
- Other Payables	683.44	587.33	1283.04	1523.08
Other Current Liabilities	113.57	218.40	555.56	463.63
Short-term Provisions	67.97	61.14	60.61	66.01
<b>TOTAL</b>	<b>1819.12</b>	<b>1708.36</b>	<b>3804.79</b>	<b>4027.37</b>
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Fixed Assets				
Tangible Assets	793.78	533.92	2811.48	2517.91
Intangible Assets	-	-	0.30	0.72
Capital Work-in-progress	0.44	12.14	7.97	12.46
Non-current Investments	247.78	182.80	-	-
Long-term Loans and Advances	69.89	84.02	113.30	160.83
Other Non-current Assets	4.06	15.82	18.41	1.11
<b>CURRENT ASSETS</b>				
Inventories	580.34	568.95	669.07	676.71
Trade Receivables	984.50	1061.86	2826.45	3160.26
Cash and Bank Balances	140.82	132.44	136.85	121.41
Short-term Loans and Advances	106.26	116.08	397.28	465.55
Other Current Assets	83.72	129.50	2.11	10.75
<b>TOTAL</b>	<b>3011.59</b>	<b>2837.53</b>	<b>6983.22</b>	<b>7127.71</b>
<b>Income</b>				
Revenue From Operations less Excise Duty	3247.19	3430.65	6419.59	7718.30
Other Income	34.62	48.46	46.83	32.78
<b>Expenses</b>				
Cost of Raw Material Consumed	2317.23	2519.35	4669.66	4773.06
Purchase of Stock in Trade (Traded Goods)	2.29	22.39	143.61	868.96
(Increase)/Decrease in Inventories of Materials under process, Finished Goods, Scrap and Traded Goods	33.04	3.54	(116.27)	163.78
Employee Benefits Expenses	184.38	158.71	235.28	245.13
Finance Costs	84.77	107.93	145.21	153.78
Depreciation/Amortization	93.21	77.68	383.64	407.33
Other Expenses	367.18	349.41	902.33	911.22
Exceptional Item	62.08	-	-	-
Provision for Tax	27.37	77.65	1.34	70.27
Contingent Liabilities	19421.96	11722.91	9.72	104.09
Capital Commitments	4.65	226.13	7.24	571.50

**35. Capital and other commitments :**

- (a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 647.73 lacs (Previous year ₹ 200.45 lacs).
- (b) The Company has certain pending contracts for sale of its products and providing turnkey services incidental thereto, the governing terms and conditions whereof, inter alia, provide for levy of liquidated damages, penalty, etc. on account of non-fulfilment of contractual obligations within the period as specified in the relevant contracts. Provision has been made on this account wherever considered necessary.
- (c) For commitment relating to Lease arrangement, Refer to Note No. 32 "Leases".

**36. Contingent Liabilities (not provided for) :**

(₹ in lacs)

Sl. No.	Particulars	As at 31st March, 2016	As at 31st March, 2015
1	Income Tax	-	234.93
2	Terminal Tax Liability	227.37	227.37
3	Excise and Service Tax Cases	140.71	245.97
4	Bills of exchange discounted with Banks	1447.22	6810.66
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 :**

- (i) 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.
- (ii) The future cash outflow in respect of No. (b) and (c) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and authorities concerned.

**37. Information pursuant to Accounting Standard (AS)-7 (Revised) on "Construction Contracts" are furnished hereunder :**

(₹ in lacs)

Particulars		2015-2016	2014-2015
(a)	Contract revenue recognised as revenue during the year	17843.57	7051.89
(b)	The relevant information relating to Contracts in progress at the reporting date are given below :		
(i)	Contract cost incurred plus recognised profits upto reporting date	17379.91	16064.59
(ii)	Advances received	-	-
(iii)	Amount outstanding/retentions	9519.60	5805.28
(iv)	Gross amount due from customers for contract work presented as an asset	858.61	162.36
(v)	Gross amount due to customers for contract work presented as a liability	52.59	69.50

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

(₹ in lacs)

Particulars	2015-2016	2014-2015
Contract revenue recognized as revenue during the year relating to ongoing projects	16711.11	6411.65
Contract revenue recognized as revenue during the year relating to completed projects	1132.46	640.24
<b>Total</b>	<b>17843.57</b>	<b>7051.89</b>

38. 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 gain/loss on foreign currency transactions and translation. Accordingly, loss on exchange fluctuation on long-term foreign currency monetary items amounting to ₹ 13.60 lacs (Previous year ₹ 23.37 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 ₹ 13.09 lacs (net of depreciation of ₹ 0.51 lac) [Previous year ₹ 23.08 lacs (net of depreciation of ₹ 0.29 lac)].



### 39. Derivative Instruments and Unhedged Foreign Currency Exposure

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

Particulars	Currency	2015-16			2014-15		
		Amount in Foreign Currency	Exchange Rate	₹ in lacs	Amount in Foreign Currency	Exchange Rate	₹ in lacs
Foreign Currency Loans - Buyer's Credit	USD	324465.62	66.77	216.65	-	-	-
Interest Accrued but not due on Foreign Currency Loans	USD	1995.80	66.77	1.33	-	-	-
Payables	USD	1610152.23	66.77	1075.10	-	-	-

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

Particulars	Currency	2015-16			2014-15		
		Amount in Foreign Currency	Exchange Rate	₹ in lacs	Amount in Foreign Currency	Exchange Rate	₹ in lacs
Payables	USD	685950.25	66.77	458.01	1740641.66	63.06	1097.65
	SEK	29850.00	8.23	2.46	12600.00	7.35	0.93
	EUR	538481.61	75.78	408.06	26368.00	68.42	18.04
FC Loans - Buyer's Credit	USD	39200.00	66.77	26.17	632500.00	63.06	398.85
Interest Accrued but not due on Foreign Currency Loans	USD	345.71	66.77	0.23	6365.38	63.06	4.01
Trade Receivables	USD	412985.98	65.92	272.24	677.24	62.22	0.42
Non-Trade Receivables	USD	-	-	-	101500.00	62.22	63.15
	EUR	20908.00	74.16	15.51	-	-	-
Advance from Customers	USD	73424.00	66.77	49.03	1538.82	63.06	0.97
Loans and Advances	EUR	67000.00	74.16	49.69	-	-	-
	USD	62922.00	65.92	41.48	18551.86	62.22	11.54

(c) A sum of ₹ 8.30 lacs (Previous year ₹ Nil) on account of unamortised foreign exchange premium on outstanding forward exchange contracts is being carried forward to Statement of Profit and Loss of the subsequent period.

### 40. Addition to Plant & Equipments includes following Pre-operative expenses :

(₹ in lacs)

Sl.No.	Particulars	2015-16	2014-15
(a)	Salaries, Wages, Bonus and Benefits, etc.	9.20	-
(b)	Power & Fuel	3.71	-
(c)	Miscellaneous Expenses	2.64	-
(d)	Finance Costs	11.24	-
(e)	Raw Material Consumption	7.11	-
	<b>Total</b>	<b>33.90</b>	-
	Less: Transfer to Tangible Fixed Assets	33.90	-
	Net Balance	-	-

41. Details of utilization of the proceeds from the Rights Issue of 1,15,65,127 equity shares of face value of ₹10/- each for cash at a price of ₹ 51/- per equity share (including a premium of ₹ 41/- per equity share) aggregating to ₹ 5898.21 lacs during the year ended 31st March, 2016 are as under :

(₹ in lacs)

Details of Utilisation as per Letter of Offer	Amount Utilised
Repayment/Pre-payment, in full or part, of certain unsecured Inter-Corporate Loans availed by the Company	5000.00
General Corporate Purposes (including Issue Expenses)	898.21
<b>Total</b>	<b>5898.21</b>





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

43. **Supplementary Statutory Information**

(₹ in lacs)

	2015-16	2014-15
<b>(A) Earnings in Foreign Currency (on accrual basis)</b>		
F.O.B. Value of Export of goods	<b>1496.76</b>	1436.70
<b>(B) Expenditure in Foreign Currency (on accrual basis)(Including Taxes, if any)</b>		
(a) Testing Charges	<b>131.43</b>	73.92
(b) Travelling	<b>25.56</b>	12.45
(c) Interest	<b>11.33</b>	14.28
(d) Others	<b>25.12</b>	0.65
<b>(C) Value of imports calculated on C.I.F. basis (on accrual basis)</b>		
(a) Raw Materials	<b>8782.43</b>	9740.91
(b) Traded Goods	<b>701.81</b>	379.83
(c) Capital Goods	<b>223.47</b>	273.26
(d) Stores & Spare Parts	<b>119.58</b>	99.60

**(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	<b>51335.74</b> (52551.81)	<b>9859.45</b> (10442.25)	<b>41476.29</b> (42109.56)	<b>19.21</b> (19.87)	<b>80.79</b> (80.13)
2	Stores & Spare Parts	<b>621.06</b> (552.92)	<b>61.24</b> (63.31)	<b>559.82</b> (489.61)	<b>9.86</b> (11.45)	<b>90.14</b> (88.55)

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

Details of Guarantee Given:

(₹ in lacs)

Name of Party on whose behalf Guarantee given	As on 01.04.2015	As on 31.03.2016	Purpose
Birla Furukawa Fibre Optics Private Limited (BFFOPL)	3520	<b>3520</b>	Corporate gurantee given to a Bank as collateral against Working Capital credit facilities granted to BFFOPL by a Banks.

45. **Previous Year Figures :**

The Company has reclassified/regrouped previous year figures wherever necessary, to confirm 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

Y. S. Lodha  
*Manager & Chief Executive Officer*

Harsh V. Lodha  
(Din : 00394094)

*Chairman*

R. Raghuraman  
Partner  
Membership No. 081350

Sanjay Kumar  
*Chief Financial Officer*

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 : 18<sup>th</sup> May, 2016

Om Prakash Pandey  
*Company Secretary*



**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
			Number of Equity Shares	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 <sup>st</sup> March, 2016	3900100	850.01	13.00	NIL	110.24	The Company is a Joint Venture partner	The Company does not have a subsidiary. Accordingly, consequent to the insertion of Rule 4A in the Company (Accounts) Rules, 2014 and clarification provided by the Ministry of Corporate Affairs vide General Circular No. 04/2016 dated 27th April, 2016, financial statements of joint ventures and an associate have not been consolidated for the Financial Year ended on 31st March, 2016.
2	Birla Furukawa Fibre Optics (P) Ltd. (BFFOPL)	31 <sup>st</sup> March, 2016	4588465	2298.50	31.75	NIL	101.63		
3	Vindhya Telelinks Ltd. (VTL)	31 <sup>st</sup> March, 2016	3454530	1897.31	29.15	NIL	2603.93	The Company holds 29.15% shares in Paid up equity capital	

Y. S. Lodha  
Manager & Chief Executive Officer

Sanjay Kumar  
Chief Financial Officer

Om Prakash Pandey  
Company Secretary

Harsh V. Lodha  
(Din : 00394094)

S.S. Kothari  
(Din : 00005428)

S.C. Jain  
(Din : 00194087)

Dinesh Chanda  
(Din : 00939978)

B.R. Nahar  
(Din : 00049895)

Kavita A. Sharma  
(Din : 07080946)

Chairman

Directors

Place : New Delhi  
Date : 18<sup>th</sup> May, 2016





# 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

## FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

Link Intime India Private Limited  
Unit: Universal Cables Limited  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg,  
Bhandup (West),  
Mumbai – 400 078

### Sending of Notices, Report and Accounts & other documents through Electronic Mode

Dear Sirs,

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

E-mail Address:

Name of the Sole/First Holder: \_\_\_\_\_

DP Id/Client Id/Registered Folio No.: \_\_\_\_\_

#Contact Nos.:

Mobile: \_\_\_\_\_

Land Line (with STD Code): \_\_\_\_\_

# Optional

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Sole/First Holder

### Notes:

- (1) The Notices, Report and Accounts and other documents are sent in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the remaining shareholders.
- (2) This Form can also be downloaded from the Company's website [www.unistar.co.in](http://www.unistar.co.in) under the section 'Stakeholder Centre'.





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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) of .....shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- 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 Seventy-first Annual General Meeting of the Company to be held on Friday, 19<sup>th</sup> August, 2016 at 04.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) and at any adjournment thereof in respect of the such resolutions as are indicated below:

Ordinary Business		*For	*Against
1	Adoption of audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 and the Reports of Board of Directors and Auditors thereon.		
2	Re-appointment of Shri Harsh V. Lodha as Director, who retires by rotation.		
3	Ratify re-appointment of M/s V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fix their remuneration.		
Special Business			
4	Place of keeping Register of Members and Index of Members, etc. pursuant to Section 94 of the Companies Act, 2013.		
5	Ratification of remuneration payable to Cost Auditors for the year ending 31 <sup>st</sup> March, 2017.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_



### 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 - 485 005 (M.P.) 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 Seventy-first Annual General Meeting.
- \*3 It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.







# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

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

## ATTENDANCE SLIP

71<sup>st</sup> Annual General Meeting  
Date of Meeting : 19<sup>th</sup> August, 2016

Folio No./DP Id & Client Id	
Name and address of Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any	
No. of Shares held	

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

I hereby record my presence at the SEVENTY-FIRST ANNUAL GENERAL MEETING of Universal Cables Limited being held on Friday, 19<sup>th</sup> August, 2016 at 04.30 p.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.).

Signature of Member/Proxy/Authorised  
Representative

--

Note(s):

- Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Member/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.
- Only members of the Company and/or their proxy will be allowed to attend the meeting.

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

✂.....

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN / Sequence No.
160623003	*

\* 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.14 of the Notice dated 18<sup>th</sup> May, 2016 of the Seventy-first Annual General Meeting. The voting period begins on 16<sup>th</sup> August, 2016 (9.00 a.m.) and ends on 18<sup>th</sup> August, 2016 (5.00 p.m.). The e-voting module shall be disabled by CDSL for voting thereafter.











Factory visit by Hon'ble Chairman Shri Harsh V. Lodha alongwith Mr. Masao Yoshida, Chairman of Furukawa Electric Co. Ltd., Japan



Participation in ELECRAMA 2016 Exhibition at Bengaluru



Shipment of Export Consignment to Mauritius



Company's Senior Executive participating as Chief Guest in Chess Competition between Inmates at Satna Central Jail

## UNIVERSAL CABLES LIMITED

Regd. Office : P.O. Birla Vikas, Satna - 485 005 (M.P.)  
Tel. : (07672) 257121 - 27, 414000 • Fax : (07672) 257129, 257131  
E-mail : headoffice@unistar.co.in  
CIN : L31300MP1945PLC001114

### Marketing Offices :

#### ALLAHABAD KOLKATA

B-30, Ekankikunj Colony,  
24, Muir Road,  
Allahabad - 211 001  
Tel.: (0532) 2423646-3132  
Fax : (0532) 2423132  
E-mail : allahabad@unistar.co.in

27-B, Camac Street, 5th Floor,  
Kolkata - 700 016  
Tel.: (033) 22805043 - 44,  
22801192, 22871302  
Fax : (033) 22805046  
E-mail : kolkata@unistar.co.in

#### BENGALURU MUMBAI

#287, 15th Main, RMV Extension,  
Sadashivnagar, Nr. Nagasena School,  
Bengaluru - 560 080  
Tel.: (080) 23612484  
Fax : (080) 23619981  
E-mail : bangalore@unistar.co.in

Industry House,  
159, Churchgate Reclamation,  
Mumbai - 400 020  
Tel.: (022) 44422200  
Fax : (022) 22027854  
E-mail : mumbai@unistar.co.in  
mumbai.sales@unistar.co.in

#### BHOPAL

S-592, Nehru Nagar,  
Bhopal - 462 003  
Tel.: (0755) 4284170  
E-mail : bhopal@unistar.co.in

#### NEW DELHI

2nd Floor, Wing-B,  
Commercial Plaza,  
Radisson Hotel,  
National Highway No. 8,  
Mahipalpur, New Delhi - 110 037  
Tel. : (011) 45538800  
Fax : (011) 26779038  
E-mail : delhi@unistar.co.in

#### CHENNAI

G.R.Towers, 2nd Floor,  
136, Nelson Manickam Road,  
Aminjikarai, Chennai - 600 029  
Tel.: (044) 23746623, 23746624  
Fax : (044) 23746625  
E-mail : chennai@unistar.co.in

#### VADODARA

"Satyam", 1st Floor,  
Opp. State Bank of India,  
Fatehgunj, Vadodara - 390 002  
Tel.: (0265) 2791794, 2795642  
Fax : (0265) 2793128  
E-mail : baroda@unistar.co.in

#### GOA

Plot Nos. L-58 to L-60,  
Verna Industrial Estate,  
Verna, Salcette, Goa - 403 722  
Tel.: (0832) 6696483, 6696400  
Fax : (0832) 2782614, 6696414  
E-mail : goa@unistar.co.in

#### HYDERABAD

Plot No. 414, Road No. 22,  
Jubilee Hills, Hyderabad - 500 033  
Tel.: (040) 23550183, 23608218  
Fax : (040) 23553272  
E-mail : hyderabad@unistar.co.in

Visit us at:  
[www.unistar.co.in](http://www.unistar.co.in)

If undelivered please return to:

### UNIVERSAL CABLES LIMITED

Regd. Office : P.O. Birla Vikas, Satna - 485 005 (M.P.)