

**BIRLA CABLE LTD.**  
(Formerly Birla Ericsson Optical Ltd.)



# Annual Report 2017-18

**Aspiring to  
Excellence**





**Syt. Madhav Prasadji Birla**  
(1918-1990)



**Smt. Priyamvadaji Birla**  
(1928-2004)



**Syt. Rajendra Singhji Lodha**  
(1942-2008)

*Our source of Inspiration*

# BIRLA CABLE LIMITED

## ANNUAL REPORT 2017-18

### BOARD OF DIRECTORS

SHRI HARSH V. LODHA  
SHRI D.R.BANSAL  
SHRI R.C.TAPURIAH  
DR.ARAVIND SRINIVASAN  
SHRI ARUN KISHORE  
SHRI K.RAGHURAMAN  
SMT. ARCHANA CAPOOR

*Chairman*

### AUDIT COMMITTEE

SHRI R.C.TAPURIAH  
DR. ARAVIND SRINIVASAN  
SHRI ARUN KISHORE  
SHRI K.RAGHURAMAN

*Chairman*

### MANAGER & CHIEF EXECUTIVE OFFICER

SHRI R.SRIDHARAN

### MANAGEMENT TEAM

SHRI DEEPAN GUPTA  
SHRI B.S.SISODIA  
SHRI D.R.DAKWALE  
SHRI ROBY SOOD  
SHRI M.SRIDHAR  
SHRI SOMESH LADDHA

*Vice President (Supply Chain)*  
*Vice President (Works)*  
*Vice President (Marketing)*  
*Vice President (Business Development)*  
*Vice President (Business Development)*  
*Company Secretary*

### AUDITORS

JAIN PRAMOD JAIN & CO.  
CHARTERED ACCOUNTANTS  
NEW DELHI

### BANKERS

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

### REGISTERED OFFICE

UDYOG VIHAR,  
P.O. CHORHATA  
REWA-486 006 (M.P.), INDIA  
Phone : (07662) 400 580  
Fax : (07662) 400 680  
Email : headoffice@birlacable.com  
Website : www.birlacable.com  
CIN : L31300MP1992PLC007190  
PAN : AABCB1380L

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## NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Birla Cable Limited will be held on Tuesday, July 31, 2018 at 2.30 P.M. at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Shri D.R.Bansal(DIN:00050612), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED that 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 amendment(s), modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.50,000/- (Rupees Fifty Thousand) Only plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No.000369), who are appointed as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2019, be and is hereby ratified and approved.

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

Registered Office:  
Udyog Vihar,  
P.O.Chorhata,  
Rewa - 486 006 (M.P.)  
May 24, 2018

By Order of the Board of Directors  
for Birla Cable Limited

Somesh Laddha  
Company Secretary

### NOTES FOR MEMBERS' ATTENTION

1. The explanatory statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
2. Members of the Company had approved appointment of Messrs Jain Pramod Jain & Co., Chartered Accountants, as the Statutory Auditors at the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the Company held on July 24, 2017 for a term of consecutive five (5) years. The amended provisions of the Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from May 7, 2018. As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, Messrs Jain Pramod Jain & Co., Chartered Accountants (Registration No.016746N) hold office for a consecutive period of five (5) years until the conclusion of 30<sup>th</sup> (Thirtieth) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of their appointment every year.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 2.30 p.m. on July 29, 2018.  
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.
4. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
5. During the period beginning twenty four (24) hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the



Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.

6. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the July 25, 2018 to Tuesday, the July 31, 2018 (both days inclusive) for the purpose of Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
7. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before August 29, 2018 as under:
  - (a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July, 24, 2018; and
  - (b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 24, 2018.
8. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
  - (i) the change in the residential status on return to India for permanent Settlement; and
  - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Members who have so far not encashed the dividend warrant(s) for the year ended March 31, 2014 or any subsequent financial years, are requested to write to the Company or its Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant, if any. The detail of such unpaid and unclaimed dividends has been uploaded on Company's website. The Company was not required to transfer the unclaimed dividends during the financial year 2017-18 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
11. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2017-18 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard/physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: [www.birlacable.com](http://www.birlacable.com) under the section 'Investor Relation'. The Annual Report 2017-18 circulated to the Members of the Company will also be made available on the Company's website, [www.birlacable.com](http://www.birlacable.com).
12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10(ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the dematerialised form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE800A0105. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
15. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment in the ensuing Annual General Meeting are furnished in the Annexure to the Notice and forms a part of the Notice. The Director has furnished the requisite consent/ declaration for his re-appointment.
16. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 continue to act in the capacity of Registrar and Share Transfer Agents for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their votes again. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the Equity Share held by them as on July 24, 2018 (cut-off date).
18. The instructions for shareholders voting electronically through remote e-voting facility are as under:
- The remote e-voting period begins on Friday, the July 27, 2018 at 9.00 A.M. and ends on Monday, the July 30, 2018 at 5.00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 24, 2018, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
  - The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on SHAREHOLDERS/MEMBERS tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.
  - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul> <p>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 log in.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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 log in.</p> <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>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding equity 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 account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in the Notice.
- Click on the EVSN for Birla Cable Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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" and enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Members and Custodians

- (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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).

19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. July 24, 2018.
20. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
21. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Ballot Paper' or 'Polling Paper' for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
22. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith.
23. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of Meeting. The results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, [www.birlacable.com](http://www.birlacable.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated May 24, 2018:

**Item No.4**

The Board of Directors in its Meeting held on May 24, 2018, on the recommendation of the Audit Committee has appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) Only plus applicable taxes thereon and reimbursement of out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2018-19 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended to the extent apply and extend to the Company. As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration to be paid to the Cost Auditors is subject to ratification by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and 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 Ordinary Resolution set out at Item no.4 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 July 31, 2018.**

<b>Name of Director</b>	Shri D.R.Bansal
<b>Date of Birth</b>	01.08.1939
<b>Nationality</b>	Indian
<b>Age</b>	79 years
<b>Date of first Appointment on the Board</b>	04.05.2012
<b>Qualification &amp; Experience, Expertise</b>	Possesses rich and varied experience of over 55 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/ tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.
<b>Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable.</b>	Liable to retire by rotation. No remuneration is paid save and except Sitting Fees for attending the Meeting(s) of the Board of Directors or any Committee thereof.
<b>Number of Shares held in the Company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None
<b>Number of Board meeting attended during the financial year 2017-18</b>	5 (Five)
<b>List of outside Directorships held*</b>	Vindhya Telelinks Ltd. Birla Furukawa Fibre Optics Private Limited Hindustan Gum & Chemicals Limited
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Chairman - Corporate Social Responsibility Committee Member - Stakeholders Relationship Committee - Nomination and Remuneration Committee
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies</b>	Chairman - Corporate Social Responsibility Committee of Vindhya Telelinks Ltd. and Birla Furukawa Fibre Optics Private Limited Member - Stakeholders Relationship Committee and Nomination and Remuneration Committee of Vindhya Telelinks Ltd.

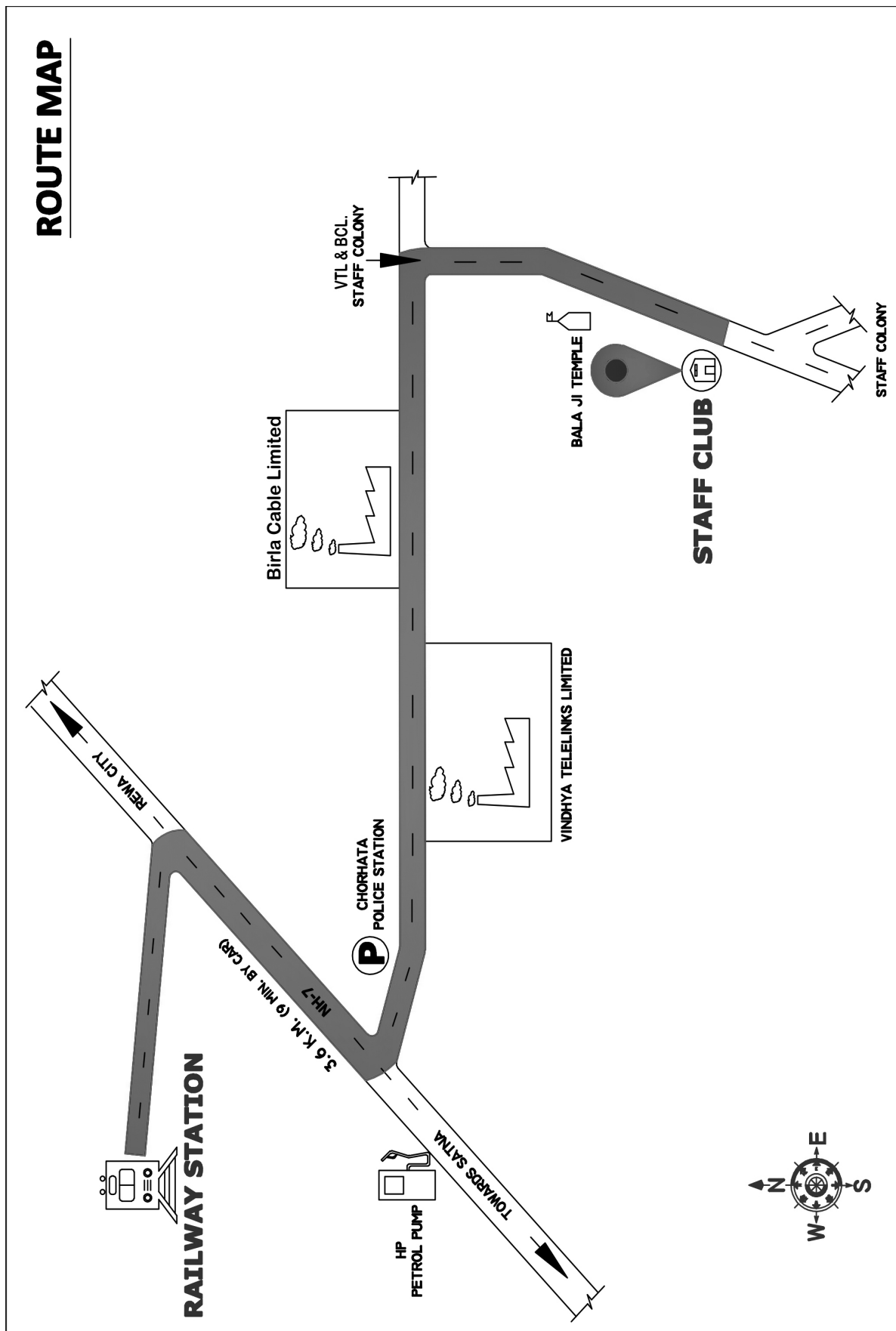
\* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and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

Registered Office:  
Udyog Vihar,  
P.O.Chorhata,  
Rewa - 486 006 (M.P.)  
May 24, 2018

By Order of the Board of Directors  
for Birla Cable Limited

Somesh Laddha  
Company Secretary

# ROUTE MAP FOR VENUE OF 26TH AGM



# Directors' Report

## TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their Twenty Sixth Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2018.

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

Description	Amount (₹ in lakhs)	
	2017-18	2016-17
Revenue from Operations	<b>32868.69</b>	22952.31
Other Income	<b>130.53</b>	316.41
Earnings before Finance Costs, Depreciation and Tax	<b>3583.76</b>	1669.74
Finance Costs	<b>387.90</b>	347.95
Profit before Depreciation and Tax	<b>3195.86</b>	1321.79
Depreciation and Amortization	<b>794.07</b>	772.77
Profit before Tax	<b>2401.79</b>	549.02
Tax Expenses / (Credit)	<b>788.43</b>	215.57
Net Profit for the year	<b>1613.36</b>	333.45

Your Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017 (transition date being April 1, 2016). Accordingly, the financial statements for the year ended March 31, 2018 have been prepared in accordance with Ind AS in terms of the provisions of Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. Previous year figures have been restated as per Ind AS to make them comparable.

### GENERAL & CORPORATE MATTERS

During the year under review, your Company achieved Gross Revenue from operations of ₹ 32868.69 lakhs as compared to ₹ 22952.31 lakhs in the previous year (an increase of about 43.20%). The increase in revenue was mainly due to robust orders received from various customers. The Profit before Depreciation and Tax for the year stood at ₹ 3195.86 lakhs as compared to ₹ 1321.79 lakhs in the previous year. The increase in profit was due to excellent order position enjoyed by the company during the year under review.

The Global optical fibre cable consumption has gone up to 493 million fibre-km in 2017, which is a clear increase of 14.9 % from the previous year. The overall growth in the global optical fibre market coupled with increasing Indian market demand primarily due to huge demand from Government driven rural broadband project and other Greenfield network expansion projects from private telecom players in the country.

As a matter of fact, the Fibre demand in India mainly driven by the migration of 3G to 4G telecom network which warrants huge volumes of fibre cables to be deployed in backbone, access and premise network nodes. This even extends to the fiberisation requirements to cell sites due to heavy data driven networks with the high bandwidth demands.

The spurt in overall growth in the requirement of optical fibre cables is not only in the domestic segment, but also in the overseas market due to robust network roll-out by leading telcos all across the world. Almost one third of the revenue came from the export segment for the company, which clearly demonstrates the quality culture traditionally being nourished by the company on a long term basis.

### DIVIDEND AND RESERVES

After considering the Company's profitability, free cash flow and overall financial performance, the Board of Directors of the Company is pleased to recommend a Dividend of ₹ 1/- (previous year ₹ Nil) per equity share of face value ₹ 10/- each (i.e. 10%) for the financial year ended on March 31, 2018. The distribution of Dividend on equity shares, if approved by the Members at the ensuing Annual General Meeting, will result in payout of ₹ 300.00 lakhs excluding Tax on Dividend and Surcharge/Education Cess thereon.

### SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at March 31, 2018 stood at ₹ 3000.00 lakhs. During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has granted stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2018.

### DEPOSITS/FINANCE

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

Your Company continued to optimise bank borrowings during the year by focusing on cash flows and working capital management. By availing alternate funding options like issuance of Buyer's Credit and Supplier's Credit, your Company ensured 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 & Analysis, Report on Corporate Governance and a certification by the 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.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As a part of its initiative under Corporate Social Responsibility (CSR), the Company has undertaken CSR activities in the areas of (i) Animal welfare and (ii) Education promoting employment enhancing vocation skills especially among children and livelihood enhancement projects. These activities are largely in accordance with Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Company's CSR Policy.

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

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and the profit of the Company for the year ended on that date. The Company adopted Indian Accounting Standards (Ind AS) effective from April 1, 2017 with transition date being April 1, 2016 and accordingly, the transition was carried out and applied in the accounting policies in accordance with the applicable Ind AS as stated in the Notes to Financial Statements. The impact of transition has been recorded in opening reserves as at April 1, 2016 and the periods presented have been restated accordingly;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **RISK MANAGEMENT AND ADEQUACY OF INTERNAL CONTROL SYSTEMS**

The Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives. Additionally, the Audit Committee and the Board of Directors assess the implementation of risk management and risk mitigation measures through their review of potential risks which could negatively impact the operations, the proposed budget and plan, the Company's strategic framework besides inherent risks associated with the products/goods dealt with by the Company. Your Company's approach to address business risks is comprehensive and includes periodic review of such risks and a framework for mitigating and reporting mechanism of such risks. In the view of the Board of Directors, there are no material risks, which may threaten the existence of the Company.

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

The management is committed to ensure effective internal financial controls environment, which provides assurance on the efficiency of its business operations coupled with adherence to its established policies, safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. The Company has defined organisation structure, authority levels delegated powers, internal procedures, rules and guidelines for conducting business transactions. The Company's system and process relating to internal controls and procedures for financial reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes with the Companies Act, 2013, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules made thereunder and all other applicable regulatory/statutory guidelines, etc. for disclosures with reference to financial statements.

Your Company's internal control systems are supplemented by an extensive program of internal audit by 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.

The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plant and facilities to maintain high awareness levels. The Company is conscious of the importance of environmentally clean and safe operations so as to ensure safety of all concerned and compliance of applicable environmental regulations. The Company

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

## **RECOGNITION**

The Company's manufacturing facilities continue to remain certified by independent and reputed external agency as being compliant as well as aligned with the external standards for Quality Management System IS/ISO 9001:2008, TL9000R5.5/5.0H, Environmental Management Standards IS/ISO 14001:2004 and Occupational Health and Safety Management System OHSAS 18001:2007. During the year, the audits for these Certifications established continuous improvement in performance against these standards.

During the year under review, the Company successfully obtained certification under Information Security Management System ISO/IEC 27001:2013 Standards from Bureau Veritas for design, development and manufacture of optical fibre cables, ribbon type optical fibre cables, polyethylene insulated jelly filled telecommunication cables, copper communication cables, insulated wire & cables, electric conductors, supply of accessories for optical fibre cables & copper cables and support processes.

## **DIRECTORS**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri D.R.Bansal [DIN: 00050612], 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 and Secretarial Standard on General Meetings (SS-2) are given in the Notice of the ensuing Annual General Meeting, which is being sent to the shareholders along with Annual Report.

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

## **KEY MANAGERIAL PERSONNEL**

Shri R Sridharan, Manager and Chief Executive Officer and Shri Somesh Laddha, General Manager (Accounts) & Secretary are the Key Managerial Personnel of the Company. During the year under review there was no change in the Key Managerial Personnel of the Company.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors of your Company viz. Shri R.C.Tapuriah, Dr.Aravind Srinivasan, Shri Arun Kishore, Shri K.Raghuraman and Smt. Archana Capoor 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 in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

During the year under review, the Board met six times viz. May 16, 2017, August 08, 2017, September 27, 2017, November 14, 2017, February 06, 2018 and March 09, 2018.

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 AND DIRECTORS**

Pursuant to the Provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Guidance Note on Board evaluation issued by SEBI, the Board of Directors of the Company carried out the formal annual evaluation of its own performance and that of its Committees and individual Directors, inter alia, to assess the skill set and contribution that are desired, recognising that competencies and experiences evolves over time. The 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/appointment



or re-appointment of Manager & CEO based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The NRC, in addition to ensuring diversity of race and gender, also considers the impact the appointee would have on Board's balance of professional experience, background, view points, skills and areas of expertise.

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

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

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

#### **AUDITORS**

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended vide the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively Messrs Jain Pramod Jain & Co., Chartered Accountants (Firm Registration No. 016746 N) were appointed as Statutory Auditors of the Company to hold office for a term of five (5) years until the conclusion of the Thirtieth Annual General Meeting of the Company to be held for the financial year 2021-22 and their appointment is not required to be ratified each year at Annual General Meeting of the Company. The Auditors have confirmed to the Company that they continue to remain eligible to hold office as the Auditors and not disqualified for being so appointed under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

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

#### **AUDITORS' REPORT**

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

#### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Messrs R.K.Mishra & Associates, Company Secretaries (PCS Registration no.14474) were appointed to undertake the Secretarial Audit of the Company for the year ended March 31, 2018. The Report of the Secretarial Auditor is given in Annexure-II, which is attached hereto and forms a part of the Directors' Report.

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

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has proper system in place to ensure compliance with the provisions of applicable Secretarial Standards. During the year under review, your Company has complied with applicable provisions of Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

#### **RELATED PARTY TRANSACTIONS**

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

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

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

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

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

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

## **EXTRACT OF ANNUAL RETURN**

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

## **PARTICULARS OF EMPLOYEES**

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

## **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-VI, which is attached hereto and forms a part of the Directors' Report.

## **GENERAL**

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

- (a) the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has granted stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2018.
- (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 or commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.
- (e) No frauds were reported by Auditors in terms of Section 143(2) of the Companies Act, 2013 and rules, if any, made thereunder.

## **ACKNOWLEDGEMENT**

The Board of Directors 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, vendors, esteemed customers and other business associates. Your Directors also wish to place on record their sincere thanks and infinite appreciations to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

Yours faithfully,

Harsh.V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

Directors

New Delhi, May 24, 2018

**ANNUAL REPORT ON  
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

**(1) A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

As per the provisions of the Companies Act, 2013 and rules framed thereunder, the Company has formulated its CSR Policy with the vision to actively contribute to spreading education by promoting employment, enhancing vocation skills especially among children and livelihood enhancement project(s), protecting environment and conservation of natural resources, public health and rural development, etc. The CSR Policy is stated and disclosed on the website of the Company and can be accessed from weblink: [www.birlacable.com](http://www.birlacable.com).

**(2) The Composition of the CSR Committee:**

- (a) Shri D.R. Bansal, Chairman (Non – Executive Director)
- (b) Shri R.C.Tapuriah (Independent Director)
- (c) Dr. Aravind Srinivasan (Independent Director)

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

Average Net Profit : ₹ 1073.99 lakhs.

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

The Company was required to spend ₹ 21.48 lakhs towards CSR expenditure for the financial year 2017-18.

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

(a) **Total amount spent for the financial year** : Direct ₹ 1.20 lakhs and Contribution paid to the Implementing Agency ₹ 20.28 lakhs

(b) **Amount unspent, if any** : Nil

(c) **Manner in which the amount spent during the financial year:**

(₹ in lakhs)

CSR Project or Activities	Sector	Location	Amount outlay (budget) project or programme wise	Amount spent on the projects or Programmes*	Cumulative Expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1. Contribution to Gaushala (Cow Ranch) administered by Gaushala Committee under the chairmanship of District Collector.	Animal Welfare	Laxmanbag, Rewa City, Rewa	1.20	1.20	2.40	Direct
2. Strengthening and enhancement of qualified and experienced technical and professional staffs of M.P. Birla Foundation Industrial Training Institute, Rewa (M.P.) in order to provide better advance quality of education including vocational skills and training under different streams.	Education promoting employment enhancing vocation skills especially among children and livelihood enhancement project(s)	At local area/ nearby place where manufacturing facility of the Company is situated (District- Rewa in the state of Madhya Pradesh)	20.28	20.28	20.28	Through the implementing agency, "Madhav Prasad Priyamvada Birla Apex Charitable Trust" which is duly registered under Section 12A of the Income Tax Act, 1961.

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

**(6) The Company has not failed in spending the required amount of 2% of the average net profit for the last three financial years.**

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

The Company's CSR Committee confirms that the selection, implementation and monitoring of the CSR projects/activities is in compliance with the CSR objectives and Policy of the Company and certifies that all CSR activities/projects implemented/funded by the Company during the financial year 2017-18 adhere to the objectives set in its CSR Policy.

**R.C.Tapuriah  
Director**

**D.R.Bansal  
Chairman-CSR Committee**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

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

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Birla Cable Limited (CIN: L31300MP1992PLC007190) (hereinafter called "the Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder including statutory amendment(s), modification(s) or re-enactment(s) thereof in force and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 as amended by the Securities Laws (Amendment) Act, 2014 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (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 relating to 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 Maternity Benefits Act, 1961;
- (xvi) The Child Labour Prohibition and Regulation Act, 1986;
- (xvii) The Apprentices Act, 1961;
- (xviii) The Equal Remuneration Act, 1976;
- (xix) The Employment Exchange (Vacancies) Act, 1976;
- (xx) The Environment (Protection) Act, 1986;
- (xxi) The Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2008;
- (xxii) The Water (Prevention and Control of Pollution) Act, 1974;
- (xxiii) The Air (Prevention and Control of Pollution) Act, 1981;
- (xxiv) The Indian Contract Act, 1872;
- (xxv) The Income Tax Act, 1961 and Indirect Tax Laws including Goods and Services Tax Act, 2017 and relevant Rules made thereunder;
- (xxvi) The Indian Stamp Act, 1899;
- (xxvii) Other Labour Laws and Laws incidental thereto related to labour and employees appointed by the Company including Labour Welfare Act of respective States; and

(xxviii) Acts as prescribed under Shop and Establishment Act of various local authorities.

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.

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

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

Adequate notice is given to all Directors to schedule the Board Meeting, 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 (including with respect to price sensitive information at a shorter period with the unanimous general consent of all Directors including Independent Directors) in the Secretarial Standard issued by the Institute of Company Secretaries of India 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 held during the audit period were carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

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

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

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

I further report that, members of the Company accorded their approval by way of passing Special Resolution(s) through postal ballot on April 20, 2018 for effecting the modification(s), alteration and amendment(s) in the Object(s) Clause and Liability Clause of the Memorandum of Association of the Company:

For R.K. Mishra & Associates  
Company Secretaries

Kishor Kumar Gupta  
Partner

Place : Satna  
Date : May 24, 2018

CP No. 14474  
ACS No. 38776

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

**‘Annexure A’**

To,  
The Members,  
Birla Cable Ltd.  
Udyog Vihar, P.O. Chorhata  
REWA - 486 006(M.P.)

Our report of even date provided to Birla Cable Limited (“the Company”) for the year ended 31<sup>st</sup> March, 2018 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 the secretarial records and legal compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records and records of legal compliances. The verification was done on test basis to ensure that correct facts are reflected in secretarial and other relevant records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as it is a part of financial audit as per the provisions of the Companies Act, 2013 and rules framed thereunder.
4. 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 as conducted the affairs of the Company.

For R.K. Mishra & Associates  
Company Secretaries

Kishor Kumar Gupta  
Partner

Place : Satna  
Date : May 24, 2018

CP No. 14474  
ACS No. 38776



**FORM 'AOC-2'**

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

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

**(1) Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into any contract or arrangement or transaction with its related parties, which is not at arm's length during the year ended on March 31, 2018.

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

- (a) **Name of the related party and nature of relationship:** Birla Furukawa Fibre Optics Private Limited (BFFOPL), a private limited company having common Directors.
- (b) **Nature of contracts/arrangements/transactions:** Purchase of various types and grades of optical fibre, a principal raw material for manufacturing optical fibre cable, sale of raw materials besides other transactions including reimbursement of expenses or other obligations, etc.
- (c) **Duration of the contracts/arrangements/transactions:** On going contracts/agreements from time to time. The unrelated shareholders of the Company, through postal ballot, accorded their approval on January 14, 2016, by way of an ordinary resolution for entering into contracts/arrangements/transactions with Birla Furukawa Fibre Optics Private Limited upto a maximum amount of ₹ 200 Crores (Rupees Two Hundred Crores) per financial year.
- (d) **Salient terms of the contracts or arrangement or transactions including the value (Financial Year 2017-18):**
  - (i) Purchase of various types and grade of optical fibre, a principal raw material for manufacturing optical fibre cable – ₹ 12034.33 lakhs.
  - ii. Sale of raw material – ₹ 7.83 lakhs.
  - iii. Other Service Charges paid – ₹ 0.29 lakhs.
  - iv. Interest Income on trade payable and security deposit – ₹ 0.75 lakhs.

The salient terms of contracts or arrangements or transaction were :

- (i) Purchase and sale of raw materials- As per mutually agreed commercial terms and conditions in line with the prevalent business practices and generally comparable with unrelated parties in all material aspects.
- (ii) Other service charges paid pertains to job work as per terms and conditions mutually agreed by the parties.
- (iii) Interest Income pertains to the security deposit for office premises as mutually agreed by the parties.
- (e) **Date of approval by the Board, if any:** Shareholders approval was obtained on January 14, 2016 and in pursuance thereto an omnibus approval was accorded by the Audit Committee on February 9, 2017 pertaining to the financial year 2017-18.
- (f) **Amount paid as advances:** Nil

Yours faithfully,

Harsh.V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

Directors

New Delhi, May 24, 2018

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

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in the remuneration of each Director, Manager & Chief Executive Officer, Company Secretary & Chief Financial Officer in the financial year 2017-18 are as under:

Sl. No.	Name of Director/ KMP and Designation	Ratio of remuneration of each Director to the median remuneration of employees	% increase in Remuneration during the financial year 2017-18
1	Shri R.Sridharan Manager & Chief Executive Officer	N.A.	20.99
2	Shri Somesh Laddha Company Secretary & Chief Financial Officer	N.A.	7.75

**Note(s):**

- (a) None of the Directors of the Company has received any remuneration, other than Sitting Fees for attending Meeting(s) of the Board of Directors or any Committee thereof during the financial year 2017-18.
- (b) "Median" means the numerical value separating the higher half of employees of the Company from the lower half and the median of a finite list of number may be found by arranging all the observations from lowest value to highest value and picking the middle one.
- (ii) The percentage increase in the median remuneration of employees during the financial year 2017-18 was 4.02% as compared to previous year.
- (iii) There were 282 permanent employees on the rolls of Company as on March 31, 2018.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year 2017-18 was around 9.05% whereas the average percentile increase in the remuneration of managerial personnel for the same financial year was 20.99%. The average increase in remuneration of the employees was guided by various factors such as inflation, salary revision based on detailed performance evaluation, the overall financial performance of the Company, talent retention and reward for individual performance, etc. Remuneration of managerial personnel is adjusted periodically against the industry benchmark besides overall key indicators of financial performance of the Company.
- (v) It is hereby affirmed that the remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company.

Yours faithfully,

Harsh.V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

Directors

New Delhi, May 24, 2018

**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018**

[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   | : | L31300MP1992PLC007190   |
| (ii) Registration Date  | : | June 30, 1992   |
| (iii) Name of the Company   | : | Birla Cable Limited   |
| (iv) Category/Sub-Category of the Company                                       | : | Public Company Limited by Shares  |
| (v) Address of the Registered Office and contact details                        | : | Udyog Vihar, P.O.Chorhata, Rewa-486006 (M.P.)<br>Telephone No.(07662) 400580, Fax No.(07662) 400680<br>E-mail: headoffice@ birlacable.com   |
| (vi) Whether listed Company   | : | Yes   |
| (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | : | Link Intime India Pvt. Ltd.<br>C-101, 247 Park<br>L.B.S.Marg, Vikhroli (West), Mumbai-400083<br>Telephone No.(022)49186000, Fax No.(022)49186060<br>E-mail: mumbai@linkintime.co.in |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company are stated as under:

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Optical Fibre Cable	2731	76.23
2	Copper Cable	2732	22.35

**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
➔ NIL ➔					

**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 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	-	124241	124241	0.41	-	124241	124241	0.41	NIL
(b) Central Government	-	-	-	-	-	-	-	-	NIL
(c) State Government(s)	-	-	-	-	-	-	-	-	NIL
(d) Bodies Corporate	18068242	-	18068242	60.23	18068242	-	18068242	60.23	NIL
(e) Bank/FI	-	-	-	-	-	-	-	-	NIL
(f) Any other-Society	1713260	-	1713260	5.71	1713260	-	1713260	5.71	NIL
<b>Sub-Total (A) (1)</b>	<b>19781502</b>	<b>124241</b>	<b>19905743</b>	<b>66.35</b>	<b>19781502</b>	<b>124241</b>	<b>19905743</b>	<b>66.35</b>	<b>NIL</b>
<b>(2) Foreign</b>									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	NIL
(b) Other-Individuals	-	-	-	-	-	-	-	-	NIL
(c) Bodies Corporate	-	-	-	-	-	-	-	-	NIL
(d) Bank/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 Promoter (A)=(A)(1)+(A)(2)</b>	<b>19781502</b>	<b>124241</b>	<b>19905743</b>	<b>66.35</b>	<b>19781502</b>	<b>124241</b>	<b>19905743</b>	<b>66.35</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Fund	-	500	500	-	-	500	500	-	NIL
(b) Bank/FI	100	2520	2620	0.01	8649	2520	11169	0.04	(+) 0.03
(c) Central Government	-	-	-	-	-	-	-	-	NIL
(d) State Government(s)	-	-	-	-	-	-	-	-	NIL

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
(g) FIs	-	-	-	-	-	-	-	-	NIL
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Other (Specify)	-	-	-	-	-	-	-	-	NIL
<b>Sub-Total (B) (1)</b>	<b>100</b>	<b>3020</b>	<b>3120</b>	<b>0.01</b>	<b>8649</b>	<b>3020</b>	<b>11669</b>	<b>0.04</b>	<b>(+) 0.03</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corporate									
(i) Indian	1228120	26381	1254501	4.18	618514	26381	644895	2.15	(-) 2.03
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
(b) Individuals									
(i) Individual Shareholders holding nominal Share Capital upto ₹ 1 lakhs	5124482	1266336	6390818	21.30	5008882	1244798	6253680	20.85	(-) 0.45
(ii) Individual Shareholders holding nominal Share Capital in excess of ₹ 1 lakhs	1591788	-	1591788	5.31	1779843	-	1779843	5.93	(+) 0.62
(c) Others (Specify) -									
(i) Trust	100	-	100	0.00	100	-	100	0.00	NIL
(ii) Hindu Undivided Family	430881	100	430981	1.44	474349	100	474449	1.58	(+) 0.14
(iii) Non Resident Indians	117222	1200	118422	0.40	679568	1000	680568	2.27	(+) 1.87
(iv) Persons Acting in Concert	91340	-	91340	0.30	91340	-	91340	0.30	NIL
(v) Directors and their Relatives	5100	-	5100	0.02	5100	-	5100	0.02	NIL
(vi) Unclaimed Shares	4410	-	4410	0.01	4410	-	4410	0.01	NIL
(vii) Clearing Members	203677	-	203677	0.68	148203	-	148203	0.50	(-) 0.18
(viii) IEPF Authority	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (2)</b>	<b>8797120</b>	<b>1294017</b>	<b>10091137</b>	<b>33.64</b>	<b>8810309</b>	<b>1272279</b>	<b>10082588</b>	<b>33.61</b>	<b>(-) 0.03</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>8797220</b>	<b>1297037</b>	<b>10094257</b>	<b>33.65</b>	<b>8818958</b>	<b>1275299</b>	<b>10094257</b>	<b>33.65</b>	<b>NIL</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>28578722</b>	<b>1421278</b>	<b>30000000</b>	<b>100.00</b>	<b>28600460</b>	<b>1399540</b>	<b>30000000</b>	<b>100.00</b>	<b>NIL</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2017)			Shareholding at the end of the year (as on 31.03.2018)			% 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.	Ajit Prakash Shah/Mahendra Kumar Sharma/ Amal Chandra Chakrabortti (Representatives of the Estate of Deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite)	124241	0.41	-	124241	0.41	-	NIL
2.	Vindhya Telelinks Ltd.	5800100	19.33	4.17	5800100	19.33	4.17	NIL
3.	Birla Corporation Ltd.	5388515	17.96	-	5388515	17.96	-	NIL
4.	Universal Cables Ltd.	3900100	13.00	-	3900100	13.00	-	NIL
5.	The Punjab Produce & Trading Co Pvt. Ltd.	2278169	7.60	-	2278169	7.60	-	NIL
6.	East India Investment Company Private Limited	500100	1.67	-	500100	1.67	-	NIL
7.	Baroda Agents & Trading Co.Pvt.Ltd.	135920	0.45	-	135920	0.45	-	NIL
8.	Punjab Produce Holdings Limited	64438	0.22	-	64438	0.22	-	NIL
9.	Varunendra Trading & Agents Pvt. Ltd.	300	-	-	300	-	-	NIL

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2017)			Shareholding at the end of the year (as on 31.03.2018)			% 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	
10.	Birla Financial Corporation Ltd.	100	-	-	100	-	-	NIL
11.	Express Dairy Company Limited	100	-	-	100	-	-	NIL
12.	Gwalior Webbing Company Private Limited	100	-	-	100	-	-	NIL
13.	Hindustan Gum & Chemicals Limited	100	-	-	100	-	-	NIL
14.	Mazbat Properties Pvt.Limited	100	-	-	100	-	-	NIL
15.	Mazbat Investments Pvt. Limited	100	-	-	100	-	-	NIL
16.	Hindustan Medical Institution	1713260	5.71	-	1713260	5.71	-	NIL
	<b>Total</b>	<b>19905743</b>	<b>66.35</b>	<b>4.17</b>	<b>19905743</b>	<b>66.35</b>	<b>4.17</b>	<b>NIL</b>

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

Promoters' Shareholding	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	There were no changes in the Shareholding of Promoters during the financial year 2017-18.			
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
At the end of the year				

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

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>Jatin Fakir Chand Jhaveri</b>	198491	0.66		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 30.06.2017 (Transfer)			(34491)	(0.11)
	Date: 06.10.2017 (Transfer)			(27000)	(0.09)
	Date: 13.10.2017 (Transfer)			(21500)	(0.07)
	At the end of the year			115500	0.39
2.	<b>Raviraj Developers Ltd.</b>	115540	0.39		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 21.04.2017 (Transfer)			(7599)	(0.03)
	Date: 28.04.2017 (Transfer)			(6396)	(0.02)
	Date: 23.06.2017 (Transfer)			5981	0.02
	Date: 30.06.2017 (Transfer)			128	0.00
	Date: 28.07.2017 (Transfer)			3000	0.01
	Date: 08.09.2017 (Transfer)			(576)	(0.00)
	Date: 06.10.2017 (Transfer)			25092	0.08
	Date: 13.10.2017 (Transfer)			17466	0.06
	Date: 20.10.2017 (Transfer)			(152636)	(0.51)
	At the end of the year			0	0.00



Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
3.	<b>J.M.Financial Services Limited</b>	106582	0.36		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 07.04.2017 (Transfer)			12067	0.04
	Date: 14.04.2017 (Transfer)			(55674)	(0.19)
	Date: 21.04.2017 (Transfer)			(53905)	(0.18)
	Date: 28.04.2017 (Transfer)			733	0.00
	Date: 05.05.2017 (Transfer)			(4300)	(0.01)
	Date: 12.05.2017 (Transfer)			2235	0.01
	Date: 19.05.2017 (Transfer)			188	0.00
	Date: 26.05.2017 (Transfer)			1267	0.00
	Date: 02.06.2017 (Transfer)			(4158)	(0.01)
	Date: 09.06.2017 (Transfer)			4562	0.01
	Date: 16.06.2017 (Transfer)			12320	0.04
	Date: 23.06.2017 (Transfer)			(12914)	(0.04)
	Date: 30.06.2017 (Transfer)			(1479)	(0.01)
	Date: 07.07.2017 (Transfer)			1552	0.01
	Date: 14.07.2017 (Transfer)			13998	0.05
	Date: 21.07.2017 (Transfer)			(14670)	(0.05)
	Date: 28.07.2017 (Transfer)			35552	0.12
	Date: 04.08.2017 (Transfer)			(39037)	(0.13)
	Date: 11.08.2017 (Transfer)			7719	0.03
	Date: 18.08.2017 (Transfer)			(6834)	(0.02)
	Date: 25.08.2017 (Transfer)			1891	0.01
	Date: 01.09.2017 (Transfer)			18492	0.06
	Date: 08.09.2017 (Transfer)			(26187)	(0.09)
	Date: 15.09.2017 (Transfer)			71580	0.24
	Date: 22.09.2017 (Transfer)			30707	0.10
	Date: 29.09.2017 (Transfer)			(12188)	(0.04)
	Date: 06.10.2017 (Transfer)			6855	0.02
	Date: 13.10.2017 (Transfer)			(30715)	(0.10)
	Date: 20.10.2017 (Transfer)			159596	0.53
	Date: 27.10.2017 (Transfer)			(211708)	(0.71)
	Date: 03.11.2017 (Transfer)			(4323)	(0.01)
	Date: 10.11.2017 (Transfer)			(9654)	(0.03)
	Date: 17.11.2017 (Transfer)			2350	0.01
	Date: 24.11.2017 (Transfer)			1552	0.01
	Date: 01.12.2017 (Transfer)			(3199)	(0.01)
	Date: 08.12.2017 (Transfer)			974	0.00
	Date: 15.12.2017 (Transfer)			361	0.00
	Date: 22.12.2017 (Transfer)			(491)	(0.00)
	Date: 29.12.2017 (Transfer)			(1476)	(0.00)
	Date: 05.01.2018 (Transfer)			2000	0.01
	Date: 12.01.2018 (Transfer)			(2121)	(0.01)
	Date: 19.01.2018 (Transfer)			1554	0.01
	Date: 26.01.2018 (Transfer)			5053	0.02
	Date: 02.02.2018 (Transfer)			(2607)	(0.01)
	Date: 09.02.2018 (Transfer)			(4079)	(0.01)
	Date: 23.02.2018 (Transfer)			2110	0.01
	Date: 31.03.2018 (Transfer)			469	0.00
	At the end of the year			2600	0.01

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
4.	<b>Techpro Project Pvt. Ltd.</b>	92000	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: 26.05.2017 (Transfer)			9000	0.03
	Date: 20.10.2017 (Transfer)			(2000)	(0.01)
	Date: 17.11.2017 (Transfer)			(50000)	(0.17)
	Date: 01.12.2017 (Transfer)			(3000)	(0.01)
	Date: 08.12.2017 (Transfer)			3000	0.01
	Date: 16.02.2018 (Transfer)			(1000)	(0.00)
	At the end of the year			48000	0.16
5.	<b>Shilpa Nayak</b>	85000	0.28		
	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			85000	0.28
6.	<b>Evermore Commodity Brokers Private Limited</b>	78795	0.26		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 07.04.2017 (Transfer)			(2385)	(0.01)
	Date: 14.04.2017 (Transfer)			(23615)	(0.08)
	Date: 28.04.2017 (Transfer)			(52795)	(0.17)
	At the end of the year			0	0.00
7.	<b>Sunil Kumar Gupta</b>	75100	0.25		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 24.11.2017 (Transfer)			12500	0.04
	Date: 01.12.2017 (Transfer)			14972	0.05
	Date: 08.12.2017 (Transfer)			3428	0.01
	Date: 16.02.2018 (Transfer)			10000	0.04
	At the end of the year			116000	0.39
8.	<b>Belle Vue Clinic</b>	57460	0.19		
	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			57460	0.19
9.	<b>Ninja Securities Private Limited</b>	56585	0.19		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 07.04.2017 (Transfer)			(6585)	(0.02)
	Date: 14.04.2017 (Transfer)			(4250)	(0.01)
	Date: 28.04.2017 (Transfer)			1500	0.01
	Date: 09.06.2017 (Transfer)			5594	0.02
	Date: 14.07.2017 (Transfer)			1911	0.01
	Date: 21.07.2017 (Transfer)			(3000)	(0.01)
	Date: 28.07.2017 (Transfer)			(1000)	(0.00)
	Date: 04.08.2017 (Transfer)			(500)	(0.00)
	Date: 11.08.2017 (Transfer)			(255)	(0.00)
	Date: 01.09.2017 (Transfer)			(2778)	(0.01)
	Date: 08.09.2017 (Transfer)			(206)	(0.00)
	Date: 06.10.2017 (Transfer)			(250)	(0.00)

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Date: 13.10.2017 (Transfer)			(26529)	(0.09)
	Date: 20.10.2017 (Transfer)			(20237)	(0.07)
	Date: 24.11.2017 (Transfer)			200	0.00
	Date: 01.12.2017 (Transfer)			(200)	(0.00)
	Date: 29.12.2017 (Transfer)			460	0.00
	Date: 26.01.2018 (Transfer)			3290	0.01
	Date: 09.02.2018 (Transfer)			(750)	(0.00)
	Date: 16.02.2018 (Transfer)			(2500)	(0.01)
	At the end of the year			500	0.00
<b>10.</b>	<b>Surinder Bir</b>	52539	0.18		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 30.06.2017 (Transfer)			(500)	(0.00)
	Date: 25.08.2017 (Transfer)			(10000)	(0.04)
	Date: 24.11.2017 (Transfer)			(1000)	(0.00)
	At the end of the year			41039	0.14
<b>11.</b>	<b>Udayankumar N Kothari</b>	22992	0.08		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 30.06.2017 (Transfer)			5069	0.02
	Date: 28.07.2017 (Transfer)			1826	0.01
	Date: 18.08.2017 (Transfer)			17731	0.05
	Date: 25.08.2017 (Transfer)			5291	0.02
	At the end of the year			52909	0.18
<b>12.</b>	<b>Sujay Ajit Kumar Hamlai</b>	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 20.10.2017 (Transfer)			130000	0.43
	Date: 27.10.2017 (Transfer)			71000	0.24
	Date: 03.11.2017 (Transfer)			20896	0.07
	Date: 10.11.2017 (Transfer)			65916	0.22
	At the end of the year			287812	0.96
<b>13.</b>	<b>Ajay Ajit Kumar Hamlai</b>	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 20.10.2017 (Transfer)			120000	0.40
	Date: 27.10.2017 (Transfer)			74000	0.24
	Date: 03.11.2017 (Transfer)			26094	0.09
	Date: 17.11.2017 (Transfer)			25927	0.09
	At the end of the year			246021	0.82
<b>14.</b>	<b>Rajeev Jawahar</b>	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 30.06.2017 (Transfer)			7231	0.02
	Date: 07.07.2017 (Transfer)			8162	0.03
	Date: 14.07.2017 (Transfer)			100	0.00
	Date: 08.09.2017 (Transfer)			(8300)	(0.03)
	Date: 15.09.2017 (Transfer)			(7193)	(0.02)
	Date: 16.02.2018 (Transfer)			8482	0.03

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Date: 23.02.2018 (Transfer)			15414	0.05
	Date: 02.03.2018 (Transfer)			10921	0.04
	Date: 09.03.2018 (Transfer)			7556	0.03
	Date: 16.03.2018 (Transfer)			2886	0.01
	Date: 23.03.2018 (Transfer)			9727	0.03
	Date: 31.03.2018 (Transfer)			12594	0.04
	At the end of the year			67580	0.23
<b>15.</b>	<b>Ashik Global Securities Private Limited</b>	<b>0</b>	<b>0.00</b>		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 20.10.2017 (Transfer)			7000	0.02
	Date: 27.10.2017 (Transfer)			5000	0.02
	Date: 03.11.2017 (Transfer)			7849	0.03
	Date: 10.11.2017 (Transfer)			9632	0.03
	Date: 17.11.2017 (Transfer)			(6288)	(0.02)
	Date: 24.11.2017 (Transfer)			(7193)	(0.02)
	Date: 01.12.2017 (Transfer)			(500)	(0.00)
	Date: 08.12.2017 (Transfer)			2313	0.01
	Date: 15.12.2017 (Transfer)			(1925)	(0.01)
	Date: 05.01.2018 (Transfer)			(8530)	(0.03)
	Date: 12.01.2018 (Transfer)			(2605)	(0.01)
	Date: 19.01.2018 (Transfer)			832	0.00
	Date: 26.01.2018 (Transfer)			3101	0.01
	Date: 02.02.2018 (Transfer)			(1230)	(0.00)
	Date: 09.02.2018 (Transfer)			15103	0.05
	Date: 16.02.2018 (Transfer)			2500	0.01
	Date: 23.02.2018 (Transfer)			1100	0.00
	Date: 02.03.2018 (Transfer)			2500	0.01
	Date: 09.03.2018 (Transfer)			11030	0.04
	Date: 16.03.2018 (Transfer)			7297	0.02
	Date: 23.03.2018 (Transfer)			2238	0.01
	Date: 31.03.2018 (Transfer)			2460	0.01
	At the end of the year			51684	0.17
<b>16.</b>	<b>Rajnish Kumar Gupta</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	Date: 20.10.2017 (Transfer)			7000	0.02
	Date: 27.10.2017 (Transfer)			5000	0.02
	Date: 03.11.2017 (Transfer)			7849	0.03
	Date: 10.11.2017 (Transfer)			9632	0.03
	Date: 17.11.2017 (Transfer)			(6288)	(0.02)
	Date: 24.11.2017 (Transfer)			(7193)	(0.02)
	Date: 01.12.2017 (Transfer)			(500)	(0.00)
	Date: 08.12.2017 (Transfer)			2313	0.01
	Date: 15.12.2017 (Transfer)			(1925)	(0.01)
	Date: 05.01.2018 (Transfer)			(8530)	(0.03)
	Date: 12.01.2018 (Transfer)			(2605)	(0.01)
	Date: 19.01.2018 (Transfer)			832	0.00
	Date: 26.01.2018 (Transfer)			3101	0.01
	Date: 02.02.2018 (Transfer)			(1230)	(0.00)

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Date: 09.02.2018 (Transfer)			15103	0.05
	Date: 16.02.2018 (Transfer)			2500	0.01
	Date: 23.02.2018 (Transfer)			1100	0.00
	Date: 02.03.2018 (Transfer)			2500	0.01
	Date: 09.03.2018 (Transfer)			11030	0.04
	Date: 16.03.2018 (Transfer)			7297	0.02
	Date: 23.03.2018 (Transfer)			2238	0.01
	Date: 31.03.2018 (Transfer)			2460	0.01
	At the end of the year			51684	0.17

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

For Each of the Directors and KMP	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	None of the Directors and KMP holds Shares in the Company			
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	None of the Directors and KMP holds Shares in the Company			
At the end of the year	None of the Directors and KMP holds Shares in the Company			

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

(₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	3356.78	651.11	-	4007.89
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	7.23	2.39	-	9.62
<b>Total (i+ii+iii)</b>	<b>3364.01</b>	<b>653.50</b>	<b>-</b>	<b>4017.51</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition				
- Principal Amount	1231.12	75.82	-	1306.94
- Interest due but not paid	-	-	-	-
- Interest accrued but not due	4.90	1.98	-	6.88
• Reduction(-)				
- Principal Amount	(-)677.78	(-)184.32	-	(-)862.10
- Interest due but not paid	-	-	-	-
- Interest accrued but not due	(-)7.23	(-)2.39	-	(-)9.62
<b>Net Change [(+)/(-)]</b>	<b>551.01</b>	<b>(-)108.91</b>	<b>-</b>	<b>442.10</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	3910.12	542.61	-	4452.73
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	4.90	1.98	-	6.88
<b>Total (i+ii+iii)</b>	<b>3915.02</b>	<b>544.59</b>	<b>-</b>	<b>4459.61</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Manager & CEO**

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Manager & CEO – Shri R. Sridharan
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	63.78 12.61 -
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify	- -
5.	Others [Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable]	6.72
<b>Total (A)</b>		<b>83.11</b>
	Ceiling as per the Act – Being 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and rules made thereunder.	122.51

**B. Remuneration to other Directors**

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
1.	Independent Directors	Shri R.C. Tapuriah	Shri Aravind Srinivasan	Shri Arun Kishore	Shri K. Raghuraman	Smt Archana Capoor	
	Fees for attending Board/ Committee Meetings	4.25	1.30	4.00	3.20	2.00	14.75
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
Total (1)		4.25	1.30	4.00	3.20	2.00	14.75
2.	Other Non-Executive Directors	Shri Harsh V.Lodha			Shri D.R. Bansal		
	Fee for attending Board/ Committee meetings	2.40			2.25		4.65
	Commission	-			-		-
	Others, please specify	-			-		-
Total (2)		2.40			2.25		4.65
Total (B)=(1+2)							19.40
Total Managerial Remuneration							102.51
Overall Ceiling as per the Act		Sitting fees not exceeding rupees one lac per meeting of the Board or Committee in terms of rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. This is well within the prescribed limit as per the Companies Act, 2013 and rules framed / notification and circular issued thereunder from time to time.					

**C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Wholetime Director** (₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Shri Somesh Laddha- Company Secretary and CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	13.23 1.16 -
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit - others, specify-	- -
5.	Others, please specify – Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable	0.72
<b>Total (C)</b>		<b>15.15</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		

Yours faithfully,

Harsh.V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

Directors

New Delhi, May 24, 2018

**ANNEXURE - VI**
**DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.**
**(A) Conservation of Energy:**

The Company has a well structured energy management system in place and regular efforts are made to optimize process parameters and conserve energy. Additionally, while undertaking modernization and technological upgradation of production facilities, due consideration is also given in selection of plant and equipments which conforms to the best in class energy conservation parameters. The other identified key initiatives for conservation of energy during the year were -

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

- Maintained PF more than 0.99 throughout the year by continuous monitoring and upkeep of the APFC Panels.
- Replaced conventional Cooling Towers with Fanless Cooling Towers.
- Replaced old less efficient AC's with Inverter AC's.
- Realigned the plant layout to improve process flow, efficiency and reduce material and man movement.
- Creating awareness among all employees to monitor and prevent misuse of energy for optimum use of power.

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

- Company is negotiating purchase of solar power to reduce electricity consumption from grid supply.

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

- Capital expenditure has not been accounted for separately.

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

- The Company absorbs and adapts the technologies on a continuous basis to develop specific products for the domestic and global market.
- The design and process parameters are optimized to customize products in line with specific customer and application needs.
- Value engineering through identification of new and alternate raw materials.
- Benchmarking of products and processes with highest technological standards of the cable industry.

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

- Embraced innovation and R&D based excellence for productivity and new market development, upgraded technologies and production processes, the efficiency of supply chain, creation of new products and also line extension of some of the existing products.
- Enhanced and improved product range resulting in expanded business reach and becoming more competitive.
- Flexible and agile manufacturing, keeping pace with rapidly changing market needs. Launch of new products, improvement in productivity and overall operating efficiency.
- Optimum integration of human and technical resources to enhance the overall performance and satisfaction. As a result, the engineering staff is keenly harnessing the best of technology to manufacture world class product.

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

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

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

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

**(C) Foreign exchange earnings and Outgo:**

During the year the foreign exchange outgo in terms of actual outflows was ₹ 6140.03 lakhs while foreign exchange earned in terms of actual inflows was ₹ 9983.63 lakhs. The Company continues to make concerted efforts to improve its export turnover by exporting to neighbouring countries, Europe, MENA and other parts of the world.

Yours faithfully,

Harsh.V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

Directors

New Delhi, May 24, 2018

# Management Discussion and Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's main business activities are, manufacturing and sales of all types of Optical Fibre Cables, Copper Telecommunication Cables, Structured Copper Cables and specialty wires and cables.

As Optical Fibre is having unlimited bandwidth capacity to transmit the signals, it is used as the primary medium of transmission in all telecommunication network. With the introduction of latest 4G networks, the usage of optical fibre cables in the increasingly data driven networks has become an important component in the entire network design. With the upcoming 5G technology in the telecommunication network, the optical fibre is increasingly becoming the fulcrum of the entire network for providing ultra-fast broadband speeds to have an enlightened customer experience.

As the market demand is skyrocketing not only in India but on a global scale, the availability of optical fibre as a basic raw material in the manufacturing optical fibre cables is becoming scarce and thereby increasing the price levels of optical fibres. Consequently, the cable price levels are revised upwards by the telecom operators in India, but not in proportion to the price increase in fibres. But, overall, the market has witnessed a healthy growth in price levels.

In general, there is no material change in the industry structure.

## OVERALL REVIEW

### Business Review and Outlook

"Data" has become a main theme in any design and futuristic build-up of telecommunication network now. The industry is witnessing such a huge growth in data consumption which clearly warrants the usage of optical fibre cables in the network of all telecom service providers. The planning for capital expenditure by all telecom operators, is invariably optical fibre centric and without fibre based telecom networks, the huge bandwidth requirements can't be met, which is evident from the fact that the global telecom industry roughly increased the consumption of fibre in the network by 3 times during the migration from 3G to 4G technology. This is expected to be increased manifold with the advent of 5G technology which offers ultra-high speed broadband experience.

The Government's Department of Telecommunications (DoT) has already come up with Draft National Telecom Policy which is to be formally released during the middle of 2018. As part of this ambitious policy, a thrust has been given on the roll-out of optical fibre, to achieve fibre based backhaul network for at least 60 % of base stations / cell sites by 2022 to give a major boost in the roll-out of 4G as well as upcoming 5G technologies in the telecom networks. A major overhaul in the system of awarding RoW ( Right of Way ) is on the anvil, thereby paving the way for a smooth implementation of network building by the project owners.

The demand for optical fibre in India has already touched in 2017 to the tune of more than 28 Million fibre Kms as per the latest CRU reports and is expected to grow in a very brisk pace, riding on the wave of huge optical fibre network expansion projects by both Government and private telecom operators. This is backed up by a very robust growth in the global demand during the year 2017 to the extent of 533 Million fibre Kms with the huge roll-out of 4G LTE ( Long Term Evolution ) network and FTTH (Fibre-To-The-Home) Network.

## TELECOMMUNICATION CABLES

### (A) Optical Fibre Cables (OFC)

There is a huge jump in OFC business which reached at ₹ 24989.24 lakhs as compared to ₹ 18636.55 lakhs in the previous year due to huge influx of orders from both domestic and overseas customers. Out of this, exports also grown in a tremendous fashion touching a figure of ₹ 10116.49 lakhs during the financial year 2017-18.

Large scale Government driven Infrastructure projects like "Bharatnet" which is the basic backbone of "Digital India" which envisages to connect 250,000 Gram Panchayats with Optical Fibre Cables, has seen the light of Phase-II with its aggressive roll-out of network after completing 100,000 villages in the Phase- I of the Project. Apart from the Government driven initiatives, the private sector telecom operators are also rolling out huge network of optical fibre cables, despite in a state of consolidation phase amongst various players.

### (B) Copper Telecommunication Cables

The Company's domestic sales turnover on account of traditional jelly filled Telephone Cables (JFTC) saw a decrease from ₹ 318.20 lakhs in the previous year to ₹ 184.11 lakhs during the year under review. This is mainly due to the focus on replacing the copper based networks to optical fibre based ones to reap the benefit of unlimited bandwidth capacity by the telecom operators. Further, the combined sales of other copper based cable products, viz. Structured cable, Co-axial cable, Power cable, etc. stood at ₹ 6666.02 lakhs from both domestic and export market segments.

Structured cable business is on a very good growth trajectory for the Company as the company has reached out to the larger customer base of Internet Service Providers (ISP), who are going all out to garner larger market share in Broadband connectivity solutions. The Company's Structured Cable revenue along stood at ₹ 6183.47 lakhs during the year under review.

## Financial Review

- The revenue from operations (gross) increased by 43.20 % to ₹ 32868.69 lakhs as compared to ₹ 22952.31 lakhs in previous year, primarily due to robust order receipts and swift execution.
- The raw material consumption was slightly higher by 0.96% as compared to previous year.

- (c) During the year under review, the Finance cost has been marginally increased from ₹ 347.95 lakhs in previous year to ₹ 387.90 lakhs. However, the interest cost has been marginally decreased to ₹ 246.26 lakhs (previous year ₹ 287.14 lakhs).
- (d) The profit after tax for the year under review stood at ₹ 1613.66 lakhs which is a huge increase from ₹ 333.47 lakhs in the year 2016-17.
- (e) There was no change in the capital structure during the year. The Other Equity of the Company stood at ₹ 9144.30 lakhs for the year under review.
- (f) The additions to the fixed assets of ₹ 1400.97 lakhs during the year mainly consist of normal capital expenditure pertaining to expansion of existing manufacturing capacity of the Company.
- (g) For detailed information on the financial performance with respect to operational performance, a reference may please be made to the financial statements.

## **OPPORTUNITIES AND THREATS**

As the Network roll-out using Optical Fibre Cables is going full swing all across the various business verticals, the industry is poised to grow in a considerable way, thereby giving plenty of opportunities for the cable manufacturing companies. The expected introduction of 5 G technology in the communication network, there is going to be huge growth in the consumption of optical fibre cables which will facilitate, high speed internet communications, e-commerce, machine-to-machine communications, artificial intelligence, smart city networks, driver-less autonomous car technologies involving processing of bulk volume of data, Internet-of-Things (IoT), high definition TV, video streaming applications, etc.

The Right-of-Way (RoW) continues to remain as the show-stopper in the way of faster telecommunication network infrastructure creation in the country. From the recent announcement from the Government of India about the impending release of nationwide uniform RoW policy, as part of National Telecom Policy 2018 should abolish various concerns of all stakeholders in the telecom sector, thereby faster creation of robust telecom infrastructure in the country.

Telecom sector is also prone to various policy fluctuations from the Government side which is being announced from time to time, which will definitely have a bearing on the business climate as in any other verticals. However, seeing the robust impetus from the authorities and a conducive environment will ward off any threats to the industry after a wave of consolidation is over which is expected to stabilize the industry in totality and to take this ahead on a growth path.

## **RISKS AND CONCERNS**

In any industry, risks are always there and telecom industry is also subjected to various bottlenecks from time to time, in terms of non-availability of cheaper finances, logistics issues, policy concerns, taxation perils, availability of skilled workforce, foreign exchange fluctuations and high turn-over of workforce. However, your Company has systems and robust policies in place which should weather the storm of risks and concerns.

### **Technological**

- (a) Almost complete stoppage in JFTC requirements is the continuing trend, as all telecom operators are installing the next generation optical fibre cables network.
- (b) Competition is always there in the cable industry as integrated players are offering price levels based on large scale, multi-location operational advantages.
- (c) Non-standard and not so good quality players affecting technologically superior product manufacturers, thereby taking the network quality to poor levels.

### **Financial**

Financial risks would include, interalia, low capacity utilization, un-remunerative prices, highly concentrated customers base, shorter delivery schedule and liquidated damages, foreign exchange exposure and related exchange rates fluctuation, commodity price including adverse movements in prices of raw-materials, warranty and security, current or future litigations, working capital management and interest rate, contingent liabilities, etc. In addition, the credit risks could increase, if the financial condition of Company's customers decline. The Company regularly identifies and monitors the financial risks as well as potential business threats and develops appropriate risk mitigation plans. The Company's crisis management capability is also reasonably honed to protect its reputation with its stakeholders.

## **INTERNAL CONTROL SYSTEMS**

The Company's system of financial, operational and compliance control and risk management is embedded in the business process by which the Company pursues its objectives. The established system also provides a reasonable assurance on the efficiencies of operations, safety of assets besides orderly and legitimate conduct of Company's business in the circumstances which may reasonably be foreseen. The Company has a defined organization structure, authority levels, delegated powers, internal procedures, rules and guidelines for conducting business transactions.

The Company has engaged a firm of Chartered Accountants for internal auditing, who besides conducting periodic audits, independently reviews and strengthens the control measures. The Internal Auditors regularly brief the Management and the Audit Committee on their findings and also on the steps to be taken with regard to deviations, if any.

## **ENVIRONMENT & SAFETY**

The Company successfully continued with the implementation of industrial safety and environmental protection measures and these are ongoing processes at the Company's plant and facilities. As a recognition of these objectives, the entire range of activities of the Company continue to remain certified to the requirement of international standard IS/ISO 14001:2004 by DNVGL Business Assurance India Pvt. Ltd.



The Company further continues to remain certified for RoHS (Restriction of Hazardous Substances Directive) compliance in its products and manufacturing processes in accordance with existing and anticipated environmental legislations and relevant market requirements as per OHSAS 18001:2007 by DNVGL Business Assurance India Pvt. Ltd.

#### **INDUSTRIAL RELATIONS & HUMAN RESOURCE DEVELOPMENT AND CORPORATE SOCIAL RESPONSIBILITIES**

The Company sees its relationship with its employees as critical to the future and believes that every employee needs to possess apart from competence, capacity and capabilities, sustainable values, current and contemporary which would make them useful, relevant and competitive in managing the change constructively for overall growth of the organisation. To this end, the Company's approach and efforts are directed towards creating a congenial work atmosphere for individual growth, creativity and greater dedicated participation in organisational development. In-house and external training and instructions are also provided to employees at all levels, which help in attaining professional and productive culture by a blend of technology and highly skilled manpower.

The Company is committed to maintain good industrial relations through active participation of workers, regular meetings and discussions on all legitimate and legally tenable issues. The Company employed 282 number of permanent employees on its Roll as on March 31, 2018.

#### **CAUTIONARY STATEMENT**

Statements in the Management's Discussion & Analysis Report which seek to describe the Company's objectives, projections, estimates, expectations and predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and product analysis contained in this Report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

# Report on Corporate Governance

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Report on Corporate Governance for the year ended March 31, 2018 is set out below:

## 1. CORPORATE GOVERNANCE PHILOSOPHY:

Good Corporate Governance is an integral part of the Company's management and business philosophy.

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

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

## 2. BOARD OF DIRECTORS:

The present strength of the Board of Directors is Seven (7) including one Woman Director. The Company has a regular Non-Executive Chairman. The number of Independent Directors on the Board is Five (5), which is more than half of the total number of Directors and all the Directors of the Company are Non-Executive Directors. The composition of Board of Directors of the Company is in compliance with the provisions of Regulation 17 of the Listing Regulations. The composition of the Board of Directors is also in conformity with the provisions of Section 149 of the Companies Act, 2013.

None of the Directors on the Board is a member in more than 10 Board level committees or acts as chairman of more than 5 Board level committees across all the public limited companies (listed or unlisted) in which he/she is a Director. The necessary disclosures regarding Committee memberships/ chairmanships have been made by the Directors. Further, none of the independent directors serves as such on the Board of more than Seven (7) listed companies. Also they do not serve as whole-time directors on the Board of any listed company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company other than the sitting fees payable to them along with reimbursement of incidental expenses incurred for attending the Meeting(s) of Board of Directors and Committee thereof. The Independent Non-Executive Directors fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(6) of the Listing Regulations. The terms and conditions of appointment of Independent Directors can be accessed on the Company's website viz: [www.birlacable.com](http://www.birlacable.com) ([http://www.birlacable.com/pdf/T&C\\_Appt\\_Independent\\_Directors\\_BCL.pdf](http://www.birlacable.com/pdf/T&C_Appt_Independent_Directors_BCL.pdf)).

During the financial year ended on March 31, 2018, six Board Meetings were held on May 16, 2017, August 8, 2017, September 27, 2017, November 14, 2017, February 6, 2018 and March 9, 2018. The maximum time gap between any two consecutive meetings was not more than one hundred twenty days, as stipulated under Section 173(1) of the Companies Act, 2013, Regulation 17(2) of the Listing Regulations and the Secretarial Standard (SS-1) issued by the Institute of Company Secretaries of India.

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

Name of the Director	Category	Attendance Particulars		No. of other Directorship(s) and Committee Membership(s)/ Chairmanship(s)		
		Board Meetings	Last AGM	Other Directorship(s)	Committee Membership(s)	Committee Chairmanship(s)
Shri Harsh .V.Lodha (Chairman)	Non-Executive	6	Yes	7	None	1
Shri D.R.Bansal	Non-Executive	5	No	2	1	None
Shri R.C.Tapuriah	Independent Non-Executive	6	Yes	6	4	2
Dr.Aravind Srinivasan	Independent Non-Executive	2	No	None	None	None
Shri Arun Kishore	Independent Non-Executive	6	No	1	None	None
Shr K.Raghuraman	Independent Non-Executive	5	No	7	2	4
Smt. Archana Capoor	Independent Non-Executive	5	No	9	2	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 the Listing Regulations

and reflect the Membership/Chairmanship of the Audit Committee and the Stakeholders Relationship Committee of all other Indian public limited companies.

- (ii) None of the Non-Executive Directors holds any Equity Shares of the Company as per the declarations received from them.
- (iii) None of the Directors on the Board has inter-se relationship with other Directors of the Company.

The Companies Act, 2013 read with the relevant rules made thereunder and revised Secretarial Standard (SS-1), facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting(s) through video conferencing was made available for the Directors except in respect of Meetings/items which were not permitted to be transacted through video conferencing. During the financial year 2017-18, none of the Directors of the Company participated in the Board/Committee Meetings through video conferencing or other audio visual mode.

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

The Board has laid down a Code of Conduct for its Board Members and Senior Management Personnel of the Company and the same has been posted on the website of the Company and can be accessed on the Company's website at: [http://www.birlacable.com/pdf/BCL\\_REVISD\\_CODE\\_OF\\_CONDUCT.pdf](http://www.birlacable.com/pdf/BCL_REVISD_CODE_OF_CONDUCT.pdf). For the year under review, all Board Members and Senior Management Personnel of the Company have confirmed their adherence to the provisions of the said Code.

In accordance with Regulation 36(3) of the Listing Regulations, the information including brief resume and profile of a Director retiring by rotation and eligible for re-appointment at the ensuing 26th 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 as at March 31, 2018 consists of four Independent Non-Executive Directors as specified below:

Name of the Member	Designation	Category
Shri R.C.Tapuriah	Chairman	Independent Non-Executive Director
Dr. Aravind Srinivasan	Member	Independent Non-Executive Director
Shri Arun Kishore	Member	Independent Non-Executive Director
Shri K.Raghuraman	Member	Independent Non-Executive Director

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

The Secretary of the Company acts as the Secretary to the Audit Committee as required by Regulation 18(1)(e) of the Listing Regulations. The composition, quorum, powers, role and scope of Audit Committee and information being reviewed by the Audit Committee are in accordance with Regulation 18(3) read with Part-C of Schedule-II of the Listing Regulations as well as Section 177 of the Companies Act, 2013. The Terms of Reference of Audit Committee, interalia, include the following:

- (i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report.
- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- (viii) Approval or any subsequent modification of transactions of the company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Whistle Blower mechanism;
- (xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- (xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

Name of the Member	Meetings held and attendance particulars			
	May 16, 2017	August 8, 2017	November 14, 2017	February 6, 2018
Shri R.C.Tapuriah	Yes	Yes	Yes	Yes
Dr. Aravind Srinivasan	Yes	No	No	No
Shri Arun Kishore	Yes	Yes	Yes	Yes
Shri K. Raghuraman	Yes	Yes	Yes	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. Manager & Chief Executive Officer and other invited executives also attended the meetings to answer and clarify the issues raised at the Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on July 24, 2017.

#### 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 the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee as approved by the Board of Directors are briefly set out below:

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

During the year two meetings of the Nomination and Remuneration Committee were held on May 16, 2017 and September 27, 2017. The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the members thereof are given below:

Name of the Member	Designation	Category	No. of Meetings attended
Shri R.C.Tapuriah	Chairman	Independent Non-Executive Director	2
Shri D.R.Bansal	Member	Non-Executive Director	2
Dr. Aravind Srinivasan	Member	Independent Non-Executive Director	1

The Company Secretary of the Company who acts as Secretary of the Committee was present in the Meetings of Nomination and Remuneration Committee. The Minutes of the Nomination and Remuneration Committee Meeting were noted at the Board Meeting(s). 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, interalia, 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 Manager & CEO 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 Manager & CEO 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 Manager & CEO or maximum overall remuneration payable to all Directors including Executive Director shall be within overall limits as defined in the Companies Act, 2013 and rules framed thereunder read with Circulars/Guidelines issued by the Central Government and other authorities from time to time, subject to such approvals of shareholders and Central Government, as and when required. The premium paid by the Company for the Directors and Officers Liability Insurance Policy taken by the Company on behalf of its Directors for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust is not treated as part of the remuneration.

#### 4.2 Remuneration of Directors

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

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

Name of the Director	Sitting Fees (₹ in lakhs)
Shri Harsh V.Lodha	2.40
Shri D.R.Bansal	2.25
Shri R.C.Tapuriah	4.25
Dr. Aravind Srinivasan	1.30
Shri Arun Kishore	4.00
Shri K.Raghuraman	3.20
Smt. Archana Capoor	2.00

#### Notes:

- Sitting fees include fees paid for attending Committee Meetings.
- The Company does not have any scheme for grant of Stock Options to its Directors or other employees.
- 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 the Listing Regulations.

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

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

During the year two meetings of the Stakeholders Relationship Committee were held on May 16, 2017 and November 14, 2017. The composition of the Stakeholders Relationship Committee and the details of meetings attended by the members thereof are given below—

Name of the Member	Designation	Category	Number of Meetings attended
Shri R.C.Tapuriah	Chairman	Independent Non-Executive Director	2
Shri D.R.Bansal	Member	Non-Executive Director	2
Dr. Aravind Srinivasan	Member	Independent Non-Executive Director	1

The Company Secretary also functions as the Compliance Officer.

The Secretarial Department of the Company and the Registrar and Share Transfer Agents viz. Link Intime India Private Ltd. attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board of Directors for its noting at the Board Meetings.



During the year under review, ten (10) complaints (excluding those correspondences which are not in the nature of complaints) were received from shareholders and investors directly or through regulatory authorities, which were promptly attended to and resolved to the satisfaction of the complainants. No investor grievances remained unattended/pending for more than thirty days as on March 31, 2018 except disputed cases and sub-judice matters, which would be resolved on final disposal of the cases by the judicial and other authorities. No request for share transfer was pending for approval as on March 31, 2018.

## **6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

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

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

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

During the year one meeting of the Corporate Social Responsibility Committee was held on November 14, 2017. The Composition of the Corporate Social Responsibility Committee and the details of meeting attended by the members thereof are given below :

<b>Name of the Member</b>	<b>Designation</b>	<b>Category</b>	<b>Meeting attended</b>
Shri D.R.Bansal	Chairman	Non-Executive Director	Yes
Shri R.C.Tapuriah	Member	Independent Non-Executive Director	Yes
Dr. Aravind Srinivasan	Member	Independent Non-Executive Director	No

## **7. INDEPENDENT DIRECTORS' MEETING:**

During the year under review, a separate meeting of Independent Directors was held on March 9, 2018, interalia, to discuss:

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

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

## **8. PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS**

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

The performance evaluation of Committees and Independent Directors was carried out by the entire Board, excluding the director being evaluated, interalia, taking into account the criteria for evaluation formulated by the Nomination and Remuneration Committee. The Board, 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 the Listing Regulations.

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.

## 9. GENERAL BODY MEETINGS:

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

Financial Year	Venue of the Meeting	Type of Meeting	Date of Meeting	Time of Meeting
2016-17	Registered Office of the Company - Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.)	25 <sup>th</sup> AGM	July 24, 2017	10.00 a.m.
2015-16	Same as above	24 <sup>th</sup> AGM	August 19, 2016	10.00 a.m.
2014-15	Same as above	23 <sup>rd</sup> AGM	July 23, 2015	12.30 p.m.

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

- (i) Special Resolution concerning: (a) Authority to the Board of Directors pursuant to Section 186 of the Companies Act, 2013 for giving any loan, guarantee and/or providing security in connection with a loan, to any person or other body corporate and/or to make investment securities of any other body corporate for an amount not exceeding the limit of ₹ 2500 Crores.; (b) 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; (c) Approval for change of name of the Company from "Birla Ericsson Optical Limited" to "Birla Cable Limited"; (d) Alteration in the Memorandum of Association of the Company; and (e) Adoption of new set of Articles of Association of the Company based on Table-F of Schedule I of the Companies Act, 2013 which were passed by requisite majority at the 24<sup>th</sup> AGM of the Company held on August 19, 2016.
- (ii) None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a Special Resolution or through Postal Ballot mandatorily.

## 10. DISCLOSURES:

- (a) There were no materially significant related party transactions during the financial year 2017-18 which are considered to have potential conflict with the interests of the Company at large. Particulars and nature of transactions with the related parties in summary form, entered into during the year ended March 31, 2018, in the ordinary course of business of the Company and at arm's length basis are disclosed in compliance with the Indian Accounting Standard on "Related Party Disclosures" in Note No. 38 of Notes to financial statements in the Annual Report.
- (b) The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities /regulatory on matters relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by any of these authorities.
- (c) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all directors/ employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received, if any, under the policy and their outcome is placed before the Audit Committee.
- (d) The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations, to the extent applicable to the Company.
- (e) 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.birlacable.com/pdf/RPTPolicy\\_BCL.pdf](http://www.birlacable.com/pdf/RPTPolicy_BCL.pdf).
- (f) In the preparation of the financial statements for the year under review, no accounting treatment which was different from that prescribed in the applicable Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 was followed. The significant accounting policies applied in preparation and presentation of financial statements have been set out in Note No.1.5 of Notes to financial statements in the Annual Report.
- (g) The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures covering the entire gamut of business operations of the Company including but not limited to commodity price risk. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.
- (h) The designated senior management personnel of the Company have disclosed to the Board that no material, financial and/or commercial transactions have been entered into during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large. Further, none of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company other than sitting fees payable to them. Disclosure of transactions in the ordinary course of business and at arm's length with an enterprise over which a non-executive director is able to exercise significant influence has been made under "Related Party Transactions" in the Notes to the Financial Statements.
- (i) In accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Manager & CEO and the Chief Financial Officer have furnished a duly signed Compliance Certificate to the Board of Directors for the year ended March 31, 2018.
- (j) 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 Somesh Laddha, Company Secretary has been

designated as the Compliance Officer of the Company under the Company's Code of Conduct for Prevention of Insider Trading. He is responsible for adherence to and ensuring compliance with the Code by the Company and its designated employees.

- (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.birlacable.com/pdf/familiarisation\\_programme\\_BCL.pdf](http://www.birlacable.com/pdf/familiarisation_programme_BCL.pdf). Further, during the course of Board/Committee Meeting(s), presentations are made on various matters, interalia, covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, roles, rights, responsibilities of Independent Directors under various statutes and other relevant matters as a part of familiarization programmes.
- (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, other discretionary requirements viz. separate persons to the post of the Chairman and Managing Director/Chief Executive Officer and regime of financial statements with unmodified audit opinion, have generally been complied with.
- (m) The disclosure of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, are given below:

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

- (n) The applicable Secretarial Standards as issued by the Institute of Company Secretaries of India and approved by the Central Government has been duly complied with and adhered to by the Company.

## 11. MEANS OF COMMUNICATION:

### (a) Quarterly Financial Results:

Quarterly financial results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Regulations.

### (b) Newspapers wherein results are normally published:

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

### (c) Any website, where displayed: [www.birlacable.com](http://www.birlacable.com)

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

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

## 12. GENERAL SHAREHOLDER INFORMATION:

12.1 **Company Registration Details** : L31300MP1992PLC007190

### 12.2 Annual General Meeting:

- Date and Time : July 31, 2018 at 2.30 P.M.
- Venue : Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa – 486 006 (M.P.)

12.3 **Financial Year** : Begins on 1<sup>st</sup> April and ends on 31<sup>st</sup> March of the following year.

## 12.4 Financial Calendar (2018-19):

(tentative)

Quarterly Financial Results:

ending June 30, 2018 : In or before second week of August, 2018  
 ending September 30, 2018 : In or before second week of November, 2018  
 ending December 31, 2018 : In or before second week of February, 2019  
 ending March 31, 2019 : In or before third week of May, 2019

12.5 **Book Closure date(s)** : Wednesday, the July 25, 2018 to Tuesday, the July 31, 2018 (both days inclusive)  
 12.6 **Dividend Payment date** : On or after August 4, 2018  
 12.7 **Listing on Stock Exchanges** : (a) BSE Limited(BSE)  
 Phiroze Jeejeebhoy Towers,Dalal Street, Fort, Mumbai - 400 001  
 (b) National Stock Exchange of India Ltd.(NSE), Exchange Plaza,  
 C-1, G.Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

The Company has timely paid the annual listing fees for the financial year 2017-18 as well as 2018-19 to BSE & NSE.

12.8 **Stock Code – Physical** : BSE, Mumbai - 500060  
 NSE, Mumbai – BIRLACABLE EQ

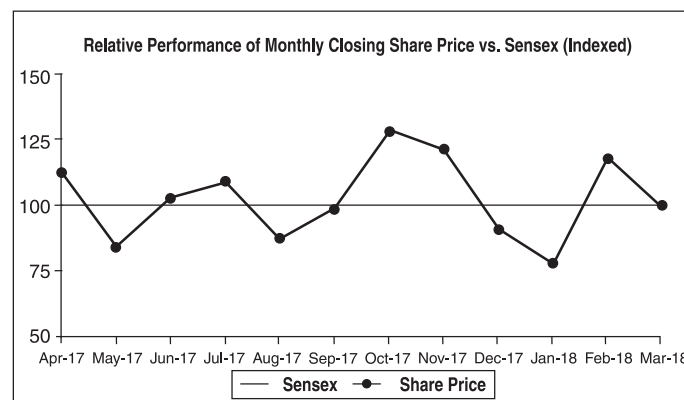
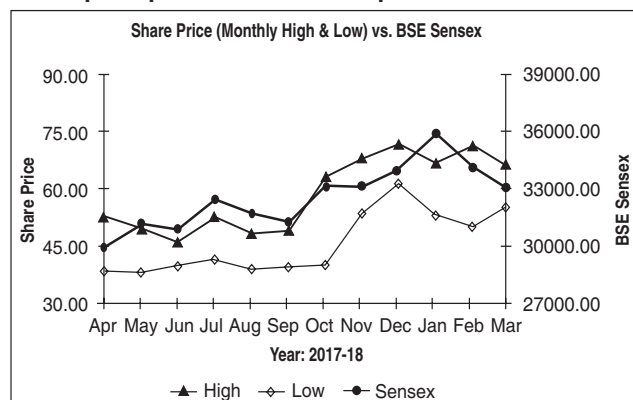
**Demat ISIN Number for NSDL & CDSL** : INE800A01015

## 12.9 Market Price Data:

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

Month	BSE			NSE		
	High (in ₹ )	Low (in ₹ )	Monthly Volume (in Nos.)	High (in ₹ )	Low (in ₹ )	Monthly Volume (in Nos.)
April, 2017	52.85	38.50	809337	53.00	39.00	1631612
May, 2017	49.85	38.00	313551	49.90	37.65	790262
June, 2017	46.00	39.55	167156	46.70	39.80	314431
July, 2017	52.80	41.60	721031	52.70	41.00	1596968
August, 2017	48.35	38.90	222537	48.60	37.45	464440
September, 2017	49.10	39.45	364550	49.00	39.10	680158
October, 2017	63.30	40.00	1455872	63.25	40.45	3652186
November, 2017	68.15	53.65	442567	68.45	53.55	1024573
December, 2017	72.00	61.70	227709	72.40	61.20	463782
January, 2018	67.00	53.05	199112	67.50	52.35	405100
February, 2018	71.65	50.10	365727	72.50	49.95	431816
March, 2018	65.90	56.00	136103	65.85	56.00	389359

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



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

**12.12 Share Transfer System:**

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

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

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

**12.13(a) Distribution of Shareholding as on 31<sup>st</sup> March, 2018:**

No. of Equity Shares held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	24401	92.01	3253020	10.84
501 - 1000	1022	3.86	858556	2.86
1001 - 2000	491	1.85	763790	2.55
2001 - 3000	194	0.73	503687	1.68
3001 - 4000	69	0.26	250792	0.84
4001 - 5000	103	0.39	495410	1.65
5001 - 10000	133	0.50	984852	3.28
10001 and above	105	0.40	22889893	76.30
<b>GRAND TOTAL</b>	<b>26518</b>	<b>100.00</b>	<b>30000000</b>	<b>100.00</b>
<b>Physical Mode</b>	<b>10830</b>	<b>40.84</b>	<b>1399540</b>	<b>4.67</b>
<b>Electronic Mode</b>	<b>15688</b>	<b>59.16</b>	<b>28600460</b>	<b>95.33</b>

**(b) Category of Shareholders as on 31st March, 2018:**

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoter & Promoter Group	16	0.06	19905743	66.35
Mutual Funds/Financial Institutions/Banks	9	0.03	11669	0.04
Individuals	25566	96.41	8033523	26.78
Trusts/Hindu Undivided Family	410	1.55	474549	1.58
Non Resident Indian	161	0.61	680568	2.27
Director's Relative	1	-	5100	0.02
Persons Acting in Concert	6	0.02	91340	0.30
Unclaimed Shares	1	-	4410	0.01
Clearing Members	89	0.34	148203	0.50
Bodies Corporate	259	0.98	644895	2.15
<b>GRAND TOTAL</b>	<b>26518</b>	<b>100.00</b>	<b>30000000</b>	<b>100.00</b>

**12.14 Dematerialisation of Shares and liquidity:** 28600460 equity shares representing 95.33% of the total Equity Capital of the Company are held in a dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited(CDSL) as on 31st March, 2018.

Company's shares are reasonably liquid and quite actively traded on the Bombay Stock Exchange Ltd.(BSE) and The National Stock Exchange of India Ltd.(NSE). Relevant data for the approximate average daily turnover in terms of volume for the financial year 2017-18 is given below:

BSE	NSE	BSE+NSE
22054	48150	70204

(Source: This information is compiled from the data available from the websites of BSE and NSE)



**12.15 Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, Conversion date and likely Impact on equity:** The Company has not issued any of these instruments so far.

**12.16 Commodity price risk or foreign exchange risk and hedging activities:** During the year 2017-18, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against imports. The details of foreign currency exposure are enclosed in Note No 44 to the annual financial statements.

**12.17 Disclosure with respect to demat suspense account/unclaimed suspense account:** Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, 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
(a)	Aggregate number of shareholders and the outstanding shares lying in the unclaimed securities suspense account at the beginning of the year	46	4410
(b)	Number of shareholders who approached the issuer for transfer of shares from the unclaimed securities suspense account during the year	Nil	Nil
(c)	Number of shareholders to whom shares were transferred from the unclaimed securities suspense account during the year	Nil	Nil
(d)	Aggregate number of shareholders and the outstanding shares lying in the unclaimed securities suspense account at the end of the year	46	4410

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

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

**12.19 Plant Locations:**

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

**12.20 Address for Correspondence:**

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

OR

Share Department,  
Birla Cable Ltd., Udyog Vihar,  
P.O. Chorhata, Rewa (M.P.)-486 006,  
Phone : +91-7662-400580, Fax: +91-7662-400680  
Email : [headoffice@birlacable.com](mailto:headoffice@birlacable.com);  
[investorservices@birlacables.com](mailto:investorservices@birlacables.com)

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

As provided under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management, for the financial year ended 31st March, 2018.

For Birla Cable Limited

Place : Mumbai  
Date : May 3, 2018

R. Sridharan  
Chief Executive Officer

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of Birla Cable Limited**

1. We have examined the compliance of regulations of Corporate Governance by Birla Cable Limited ('the Company') for the year ended March 31st 2018 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

**Management's Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors are also responsible for ensuring that the Company compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditors' Responsibility**

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our Scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as whole.

**Opinion**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2018 referred to in paragraph 1 above.

**Other matters and Restriction on Use**

10. This Certificate 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.
11. The Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other persons or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hand it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746 N

Place : New Delhi  
Date : May 24, 2018

P.K.Jain  
Partner  
Membership No. 010479

# Independent Auditors' Report

## TO THE MEMBERS OF BIRAL CABLE LIMITED

### Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial Statement of Biral Cable Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity 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 Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

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

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

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Other Matter

The comparative financial information of the Company for the year ended 31<sup>st</sup> March 2017 and the transition date opening Balance Sheet as at 1<sup>st</sup> April 2016 included in these Ind AS financial Statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rule, 2006 audited by V.Sankar Aiyar & Co., Chartered Accountants for the year ended 31.03.2016 and 31.03.2017, whose reports dated 18.05.2016 and 16.05.2017 respectively expressed an unmodified opinion on those financial statements as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind As, which have been audited by us. Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 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:
- The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
  - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No. 010479

Place : New Delhi  
Date : May 24, 2018

#### **Annexure 'A' to the Independent Auditors' Report of Birla Cable Limited**

**(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)**

- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
  - Fixed assets have been physically verified by the management according to the regular programme of periodical verification in phased manner which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such verification;
  - The title deeds of immovable properties are held in the name of the company.
- The inventories of the Company at all its locations (except stock in transit) have been physically verified by the management at reasonable intervals and the discrepancies which were noticed on physical verification of inventory as compared to book records were not material.
- The Company has not granted any loan to companies, firms, or other parties covered in the Register maintained under section 189 of the Act. Therefore the provisions of clause 3 (iii) of the order are not applicable to the company and hence not commented upon.
- In our opinion and according to the information and explanations given to us, the company has complied with provisions of section 185 and 186 of the Companies Act, 2013 with respect of loans, investments, guarantees and securities.
- The Company has not accepted any deposit from public.
- We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima-facie, prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate and complete.
- According to the information and explanations and records of the Company, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues for a period of more than six months from the date they became payable as on 31<sup>st</sup> March, 2018.
  - According to the records and information and explanations given to us, there are no dues in respect of custom duty that have not been deposited on account of any dispute. In our opinion and according to the information and explanations given to us, the dues in respect of income tax or sales tax or service tax or excise duty or value added tax that have not been deposited with the appropriate authority on account of dispute and the forum where the dispute is pending are given below:

<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount involved (₹ in lakhs)</b>	<b>Period to which it relates to</b>	<b>Forum where matter is pending</b>
MP Vat Act, 2003	Demand of Interest on alleged payment of deferred Sales Tax loan/liability	₹ 86.86	F.Y.-2000-01	MP commercial Tax Appellate Board

- viii. The Company has not defaulted in repayment of loans or borrowings to banks.
- ix. The Company did not raise any money by way of initial/further public offer(including debt instruments) and term loans taken during the year have been applied for the purpose for which they were obtained.
- x. Based upon the audit procedure performed and information and explanation given to us, we report that no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi. Managerial Remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V of the Companies Act, 2013.
- xii. Provision of Nidhi Company is not applicable to the Company.
- xiii. According to the information and explanation give to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements, etc. as required by the applicable accounting standard.
- xiv. The company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into any non-cash transaction with Directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-1A of the Reserve Bank of India Act 1934.

For Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

Place : New Delhi  
Date : May 24, 2018

P.K.Jain  
Partner  
Membership No. 010479

**Annexure “B” to the Independent Auditors’ Report of even date on the Standalone Financial Statement of Birla Cable Limited.  
Report on the Internal Financial Controls under Clause (i) of sub –section 3 of section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of **Birla Cable Limited** as at March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance note on Audit of Internal Financial Controls over Financial Reporting (the” Guidance Note”) and the Standard on Auditing, issued by ICAI prescribed under section 143 (10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we Comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal financial controls system over financial reporting and their operating effectiveness, our audit of internal financial controls over financial reporting included obtaining and 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 statement, 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 details, accurately and fairly reflect the transactions and disposition of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement 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 unauthorized 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 limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has in all material respect, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on “the internal control over financial reporting criteria established by the Company Considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

Place : New Delhi  
Date : May 24, 2018

P.K.Jain  
Partner  
Membership No. 010479



## BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2018

	Note No.	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
<b>ASSETS</b>				
(1) NON-CURRENT ASSETS				
(a) Property, Plant and Equipment	2	6080.54	5501.82	6106.00
(b) Capital Work-in-Progress		-	99.65	3.40
(c) Intangible Assets	3	25.27	-	-
(d) Intangible Assets under Development		-	18.33	-
(e) Financial Assets				
(i) Investments	4	1137.53	2030.19	1507.99
(ii) Loans	5	7.22	8.72	11.02
(iii) Other Financial Assets	6	142.50	137.77	159.90
(f) Other Non-current Assets	7	161.18	223.62	94.18
<b>Total Non-current Assets</b>		<b>7554.24</b>	<b>8020.10</b>	<b>7882.49</b>
(2) CURRENT ASSETS				
(a) Inventories	8	6650.79	4946.47	4464.12
(b) Financial Assets				
(i) Trade Receivables	9	10405.41	6840.97	7573.08
(ii) Cash and Cash Equivalents	10	57.98	69.44	810.90
(iii) Other Bank Balances	11	356.56	286.92	298.36
(iv) Others Financial Assets	12	586.65	340.16	863.51
(c) Other Current Assets	13	291.45	407.97	502.48
(d) Assets Classified as held for Sale/Disposal		18.96	17.68	18.58
<b>Total Current Assets</b>		<b>18367.80</b>	<b>12909.61</b>	<b>14531.03</b>
<b>Total Assets</b>		<b>25922.04</b>	<b>20929.71</b>	<b>22413.52</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	14	3000.00	3000.00	3000.00
(b) Other Equity	15	9144.30	6630.47	6150.15
<b>Total Equity</b>		<b>12144.30</b>	<b>9630.47</b>	<b>9150.15</b>
<b>LIABILITIES</b>				
(1) NON-CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	16	1194.69	1162.48	1615.91
(b) Other Non Current Liability	17	4.67	46.10	-
(c) Provisions	18	212.48	195.30	165.80
(d) Deferred Tax Liabilities (Net)	19	475.45	278.13	178.01
<b>Total Non-current Liabilities</b>		<b>1887.29</b>	<b>1682.01</b>	<b>1959.72</b>
(2) CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	20	2853.89	2482.67	4717.94
(ii) Trade Payables	21	7818.01	6118.45	5553.69
(iii) Other Financial Liabilities	22	585.48	497.06	539.78
(b) Other Current Liabilities	23	449.36	306.44	330.46
(c) Provisions	24	89.75	111.79	99.49
(d) Current Tax Liabilities (Net)		93.96	100.82	62.29
<b>Total Current Liabilities</b>		<b>11890.45</b>	<b>9617.23</b>	<b>11303.65</b>
<b>Total Equity and Liabilities</b>		<b>25922.04</b>	<b>20929.71</b>	<b>22413.52</b>

The accompanying Notes 1 to 48 form an integral part of the Financial Statements.

As per our attached report of even date

Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No. 010479

Harsh V.Lodha  
(DIN: 00394094)

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

R.Sridharan

Somesh Laddha

Chairman

Directors

Manager & CEO

General Manager (Accounts) &  
Secretary

New Delhi, May 24, 2018

New Delhi, May 24, 2018

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018

	Note No.	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2017 (₹ in lakhs)
<b>A INCOME</b>			
Revenue from Operations	25	32868.69	22952.31
Other Income	26	130.53	316.41
Total Income		32999.22	23268.72
<b>B EXPENSES</b>			
(i) Cost of Raw Materials Consumed		24037.11	15844.71
(ii) Excise Duty		363.78	1843.16
(iii) Purchases of Stock-in-Trade		222.51	41.09
(iv) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade, etc.	27	71.39	(133.01)
(v) Employee Benefits Expense	28	1678.33	1512.57
(vi) Finance Costs	29	387.90	347.95
(vii) Depreciation and Amortisation Expense	30	794.07	772.77
(viii) Other Expenses	31	3042.34	2490.46
Total Expenses		30597.43	22719.70
<b>C PROFIT BEFORE TAX</b>		2401.79	549.02
<b>D TAX EXPENSE</b>	32		
(i) Current Tax		867.50	163.29
(ii) Deferred Tax Charge/(Credit)		(79.07)	52.28
Total Tax Expense		788.43	215.57
<b>E PROFIT FOR THE YEAR</b>		1613.36	333.45
<b>F OTHER COMPREHENSIVE INCOME (OCI)</b>			
(i) Items that will not be re-classified to Profit or Loss			
(a) Equity Instruments through OCI		886.36	522.20
(b) Re-measurement of Defined Benefit Plan		19.90	(21.81)
(ii) Income Tax relating to the above items		(5.79)	7.55
Total Other Comprehensive Income		900.47	507.94
<b>G TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		2513.83	841.39
(Comprising Profit and Other Comprehensive Income for the year)			
<b>Earning per Equity Share (EPS) in Rupees</b>	33		
Basic and Diluted EPS (Face Value of ₹ 10/- each)		5.38	1.11

The accompanying Notes 1 to 48 form an integral part of the Financial Statements.

As per our attached report of even date

Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No.010479

Harsh V.Lodha  
(DIN: 00394094)  
D.R.Bansal  
(DIN: 00050612)  
R.C.Tapuriah  
(DIN: 00395997)  
Aravind Srinivasan  
(DIN: 00088037)  
Arun Kishore  
(DIN: 00177831)  
Archana Capoor  
(DIN: 01204170)  
R.Sridharan  
Somesh Laddha

Chairman

Directors

Manager & CEO  
General Manager (Accounts) &  
Secretary

New Delhi, May 24, 2018

New Delhi, May 24, 2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018

	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
	(₹ in lakhs)	(₹ in lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax</b>	<b>2401.79</b>	549.02
Adjustments for :		
Depreciation and Amortisation	794.07	772.77
(Profit)/Loss on Disposal of Fixed Assets (Net)	14.12	(0.45)
(Gain)/Loss on Unrealised Foreign Exchange Rate Fluctuations	5.02	10.17
Interest Income	(33.68)	(43.12)
Dividend Income	(0.03)	(0.02)
Subsidy Income	(26.48)	(11.53)
Interest Expense	246.26	287.14
<b>Operating Profit before Working Capital Changes</b>	<b>999.28</b>	1014.96
<b>Operating Profit before Working Capital Changes</b>	<b>3401.07</b>	1563.98
Movement in Working Capital:		
Increase/(Decrease) in Trade Payables and Provisions	1750.38	566.38
Decrease/(Increase) in Trade Receivables	(3550.66)	707.07
Decrease/(Increase) in Inventories	(1704.32)	(482.35)
Decrease/(Increase) in Loans and Advances	17.19	666.39
<b>Cash Generated from/(used in) Operations</b>	<b>(3487.41)</b>	1457.49
Direct Taxes Paid (Net of Refunds)	<b>(603.76)</b>	(69.37)
<b>Net Cash Flow from/(used in) Operating Activities (A)</b>	<b>(690.10)</b>	2952.10
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Purchase) of Fixed Assets	(1089.71)	(749.13)
Proceeds from Sale of Fixed Assets	17.84	113.06
(Investment )/Maturity of Bank Deposits	(115.45)	47.72
(Purchase)/Sale of Investments	1779.02	-
Interest Received	33.68	43.12
Dividend Received	0.03	0.02
<b>Net Cash Flow from/(used in) Investing Activities (B)</b>	<b>625.41</b>	(545.21)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Government Grant	-	69.16
Proceeds/(Repayment) from Long-term Borrowings	(70.69)	(334.03)
Proceeds/(Repayment) from Short-term Borrowings	370.18	(2235.27)
Interest Paid	(246.26)	(287.14)
Dividend Paid	-	(361.07)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>53.23</b>	(3148.35)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(11.46)</b>	(741.46)
Cash and Cash Equivalents at the beginning of the year	<b>69.44</b>	810.90
Cash and Cash Equivalents at the end of the year (Refer Note No.10)	<b>57.98</b>	69.44
Components of Cash and Cash Equivalents		
Cash on Hand	<b>1.96</b>	1.81
Cheques/Drafts on Hand	<b>26.41</b>	10.32
In Current Accounts	<b>29.61</b>	57.31
	<b>57.98</b>	69.44

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018 (Contd.)

- (a) The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on 'Statement of Cash Flows'.  
(b) Negative figures have been shown in brackets.  
(c) Movement in Borrowings:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2017	Proceeds	Repayment	Unrealised Foreign Exchange Gain/(Loss)	As at 31 <sup>st</sup> March, 2018
Long -term Borrowings (including current portion)	1534.84	801.03	871.72	141.57	<b>1605.72</b>
Short-term Borrowings	2482.67	370.18	-	1.04	<b>2853.89</b>
Total Liabilities from Financing Activities	4017.51	1171.21	871.72	142.61	<b>4459.61</b>

As per our attached report of even date

Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No. 010479

New Delhi, May 24, 2018

Harsh V.Lodha  
(DIN: 00394094)

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
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Aravind Srinivasan  
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Arun Kishore  
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Archana Capoor  
(DIN: 01204170)

R.Sridharan

Somesh Laddha

New Delhi, May 24, 2018

Chairman

Directors

Manager & CEO  
General Manager (Accounts) &  
Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**
**A. Equity Share Capital**

Particulars	Amount (₹ in lakhs)
Balance at 1 <sup>st</sup> April, 2016	3000.00
Movement during the year	-
Balance at 31 <sup>st</sup> March, 2017	3000.00
Movement during the year	-
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>3000.00</b>

**B. Other Equity**

(₹ in lakhs)

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium	General Reserve	Retained Earnings	Equity Instruments Fair Value Through Other Comprehensive Income	
Balance as at 1 <sup>st</sup> April, 2016	2000.00	1900.45	2647.74	(398.04)	6150.15
Profit for the year	-	-	333.45	-	333.45
Other Comprehensive Income for the year	-	-	(14.26)	522.20	507.94
Final Dividend and Tax	-	-	(361.07)	-	(361.07)
Balance as at 31 <sup>st</sup> March, 2017	2000.00	1900.45	2605.86	124.16	6630.47
Profit for the year	-	-	1613.36	-	1613.36
Other Comprehensive Income for the year	-	-	14.11	886.36	900.47
Profit on Disposal of Equity Instrument measured at FVTOCI	-	-	374.98	(374.98)	-
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>2000.00</b>	<b>1900.45</b>	<b>4608.31</b>	<b>635.54</b>	<b>9144.30</b>

As per our attached report of even date

Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No. 010479

New Delhi, May 24, 2018

Harsh V.Lodha  
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Somesh Laddha

New Delhi, May 24, 2018

Chairman

Directors

Manager & CEO  
General Manager (Accounts) &  
Secretary

## **1. NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018**

### **1.1 Company Overview**

Birla Cable Limited (BCL) (Formerly Birla Ericsson Optical Ltd.) ("the Company") is a public limited listed company incorporated under the Companies Act, 1956 (now replaced by the Companies Act, 2013). The Company is engaged in manufacturing and sale of Cables (comprising of telecommunications cables, other types of wires & cables etc.). The registered office of the Company is located at Udyog Vihar, P.O. Chorhata, Rewa- 486006 (M.P.), India and its CIN No. is L31300MP1992PLC007190.

### **1.2 Basis of Preparation and Presentation**

The financial statements of the Company have been prepared in accordance with and to comply in all material aspects with Indian Accounting Standards (Ind AS) as notified under the relevant provisions of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as applicable.

These financial statements for the year ended 31<sup>st</sup> March, 2018 are the first financial statements of the Company prepared under Ind AS. The financial statements up to the year ended 31<sup>st</sup> March' 2017, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and other relevant provisions of the Act. The figures of the year ended 31<sup>st</sup> March 2017 have been restated as per Ind AS to provide comparability. All accounting policies and applicable Ind AS have been applied consistently and retrospectively to the financial statements of all periods presented which include the previous financial year and opening Balance Sheet as at 1<sup>st</sup> April, 2016 (Transition Date) after availing certain exemptions and exceptions to the retrospective application of certain requirements under Ind AS 101 as stated in Note No.46. The resulting difference between the carrying amounts under Ind AS and Previous GAAP as on the Transition Date has been recognised directly in retained earnings. An explanation of the effect of the transition from Previous GAAP to Ind AS on the Company's Assets, Liabilities, Equity and Profit is provided in Note No. 47.

The financial statements have been prepared on accrual and going concern basis under historical cost convention, except for the items that have been measured at fair value as required by relevant Ind AS.

Company's financial statements are presented in Indian Rupees, which is also its functional currency. All amounts in the financial statements and accompanying notes are presented in lakhs (Indian Rupees) and have been rounded-off to two decimal place in accordance with the provisions of Schedule III of the Companies Act, 2013 unless stated otherwise.

### **1.3 Basis of Classification of Current and Non-Current**

Assets and Liabilities are classified as either current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash & cash equivalents, 12 months period has been considered by the company as its normal operating cycle.

### **1.4 Use of Estimates and Critical Judgements**

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, 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.

### **1.5 Summary of Significant Accounting Policies**

#### **(a) Property, Plant and Equipment (PPE)**

PPE are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

Spare parts in the nature of PPE are capitalised and depreciated over their remaining useful life.

Gains or losses arising from derecognition of PPE are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

#### **(b) Intangible Assets**

Intangible assets (mainly comprise of license fees and associated implementation costs incurred for Computer Software) are measured initially at cost only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. After initial recognition, an intangible asset is carried at its cost, less accumulated amortisation and accumulated impairment losses, if any.



**(c) Depreciation/Amortisation**

Depreciation on PPE is provided on straight line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013 and/or useful life reviewed and assessed by the Company based on technical evaluation of relevant class of assets, as detailed below:

Leasehold Land	30/99 years
Buildings	30/60 years
Plant and Equipments	3 to 10 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Office Equipment	3 years

Depreciation on fixed assets added/disposed-off/discarded during the year is provided on pro-rata basis with respect to the month of addition/disposal/discarding.

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 of Intangible Asset has been estimated as five years.

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted, if considered appropriate.

**(d) Impairment of Non-Financial Assets**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (PPE and Intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit (CGU) is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each reporting date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

**(e) Government Grants and Subsidies**

Grants and subsidies (including industrial investment promotion incentives linked to fixed capital investment in Plant and Equipment, etc.) from the Government(s) are recognised when there is reasonable assurance that the conditions attached to them will be complied and grants/subsidy will be received. Government subsidies/incentives inextricably based upon and linked to fixed capital investments in Plant and Equipment for setting up a new industrial undertaking or for substantial expansion/technological upgradation/diversification of an existing industrial undertaking where no repayment is stipulated are recognised in the Balance Sheet as deferred subsidy and credited in the Statement of Profit and Loss on a systematic basis over the remaining useful life of the related Plant and Equipment.

Export benefits availed as per prevalent schemes are accrued each year in which the goods are exported and when no significant uncertainty exists regarding their ultimate collection.

**(f) Inventories**

Inventories are valued as follows:

Raw Materials, Stores, Spare Parts and Packing Material	Lower of cost and net realisable value. Cost is determined on a transaction moving weighted average basis. 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	Lower of cost and net realisable value. Cost is determined on transaction moving weighted average basis.
Work-in-Progress and Finished Goods	Lower of cost and net realisable value. Cost includes direct materials (determined on a transaction moving weighted average basis), labour and a proportion of manufacturing overheads based on normal operating capacity of relevant production facilities.
Scrap Materials	Estimated Net Realisable value.

Cost comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

**(g) Fair Value Measurement**

The Company measures financial instruments such as investments and derivatives at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability to which the Company has access at that date.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.

Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets and for non-recurring measurement, such as assets held for disposal.

#### **(h) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **(i) Financial Asset**

###### **Initial Recognition and Measurement**

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities, which are not fair value through profit and loss, are adjusted to the fair value on initial recognition.

###### **Subsequent Measurement**

Financial Assets Other than Equity Instruments

###### **- Financial Assets carried at Amortised Cost:**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. Interest income from these financial assets is included in other income using the effective interest rate ("EIR") method.

###### **- Financial Assets at Fair value through Other Comprehensive Income (FVOCI):**

A financial asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. They are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). On de-recognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to the Statement of Profit and Loss.

###### **- Financial Asset at Fair Value through Profit or Loss (FVTPL):**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit and loss.

###### **- Equity Instruments**

All equity investments are measured at fair value. Equity Instruments, which are held for trading are classified as Fair value through Profit and Loss. For equity investments other than held for trading, the company has exercised irrevocable option to recognise in 'Other Comprehensive Income' ("OCI"). The Company makes such election on an instrument-by-instrument basis for those investments which are strategic and are not intended for sale. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. Gain/(Loss) on sale of such investments are transferred from OCI to Retained Earnings.

###### **Derecognition of Financial Instruments**

The Company derecognises Financial Asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS-109.

###### **Impairment of Financial Assets**

The Company assesses at each date of Balance Sheet whether a financial asset or a group of financial assets is impaired. Ind AS-109 requires expected credit losses to be measured through a loss allowance. The Company determines expected

credit losses after taking into account the past history of recovery, risk of defaults of the counterparty, existing market condition, etc. The impairment methodology applicable depends on whether there has been a significant increase in credit risks since initial recognition.

## **(ii) Financial Liabilities**

### **Recognition and Initial Measurement**

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### **Subsequent Measurement**

Financial liabilities are measured subsequently at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

### **Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### **Derivative Financial Instruments**

The Company enters into derivative financial instruments viz. foreign exchange forward contracts and interest rate swaps and to manage its exposure to interest rate and foreign exchange rate risks. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately.

## **(i) Income Taxes**

Tax expense comprises current income tax and deferred tax. Current income tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the governing provisions of the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Income tax (Current and Deferred) relating to items recognised in the Statement of Profit and Loss except to the extent it relates to the items recognised directly in equity or other comprehensive income

Current tax assets and Current tax liabilities are offset, if a legally enforceable right exists to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## **(j) Revenue Recognition**

### **Revenue from Sale of Goods**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the price charged (consideration received or receivable) to the customer and are recorded net of returns, claims, rebates and other pricing allowances, trade discounts, volume discounts and taxes and duties collected on behalf of the Government except as provided in Note No. 33. Revenue is recognised on transfer of significant risks and rewards incidental to ownership to the customer which generally coincides with despatch of goods to customer. Revenue to the extent of Price Variation disputes, if any, which are subjected to resolution through arbitration is recognised based on interim relief granted by a court or arbitral tribunal and/or after its receipt upon execution of the final award in favour of the Company, as the case may be.

Interest income is recognised on time proportion basis. Dividend income is recognised when the right to receive payment is established.

## **(k) Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction, production or development of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of

those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred. Transaction cost in respect of long term borrowing are amortised over the tenure of respective loans using Effective Interest Rate (EIR) method.

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

The Company recognises a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and reliable estimates can be made of the amount of obligation. A disclosure of contingent liability is made when there is possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Where there is a possible obligation or a present obligation and likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised but disclosed in the financial statements, where economic inflow is probable.

**(m) Employee Benefits**

**Defined Contribution Plan**

The Company makes regular contributions to recognised Provident Fund/Family Pension Fund and also to duly constituted and approved Superannuation Fund, which are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**Defined Benefit Scheme**

Gratuity, Pension and Compensated Absences benefits, payable as per Company's schemes are considered as defined benefit schemes and are charged to the Statement of Profit and Loss on the basis of actuarial valuation carried out at the end of each financial year by independent actuaries using Projected Unit Credit Method. For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions is made as determined by the independent actuaries. Actuarial gains and losses are recognised in the Other Comprehensive Income.

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

**(n) Operating Leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where the lease payments are structured to increase in line with expected general inflation.

**(o) Foreign Currency Translations**

Transactions in foreign currencies are initially recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss except exchange differences arising on those long term foreign currency monetary items, related to acquisition of depreciable capital assets being carried forward from previous GAAP, which are adjusted to cost of such assets and depreciated over their balance life pursuant to the option in Notification No.G.S.R 914(E) dated 29th December, 2011 issued by Ministry of Corporate Affairs. Non Monetary Foreign Currency items are stated at cost.

**(p) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the company by the weighted average number of the equity shares outstanding during the year.

**(q) Cash and Cash Equivalents**

Cash and Cash Equivalent in the Cash Flow Statement comprises cash on hand, demand deposits with banks and short-term investments with an original maturity of three months or less from the date of acquisition.

**1.6 Recent accounting pronouncements**

**(a) Ind AS-115 Revenue from Customers**

On March 28, 2018 Ministry of Corporate Affairs ("MCA") has notified the Ind AS-115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue when the control of goods or services underlying the particular performance obligation is transferred to customers. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainties of revenue and cash flows arising from the underlying terms and conditions of the contract between the entity and customer. An entity may choose to apply the new standard to its historical transactions and retrospectively adjust each comparative period. Alternatively, an entity can recognise the cumulative effect of applying the new standard at the date of initial application and make no adjustments to its comparative information (Catch up Transition Method). The chosen transition option can have a significant effect on revenue trends in the financial statements. A change in the timing of revenue recognition may require a corresponding change in the timing of recognition of related costs. The standard is effective for annual periods beginning on or after 1<sup>st</sup> April, 2018. The Company is currently evaluating the requirements of Ind AS 115, and has not yet determined the impact on the financial statements.

**(b) Appendix B to Ind AS-21, Foreign Currency Transactions and Advance Consideration**

On March 28, 2018 MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, foreign currency transaction and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use an initial recognition of the related asset, liability, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1<sup>st</sup> April, 2018. The Company has evaluated the effect of this on the financial statements and impact is not material.

**2. PROPERTY, PLANT AND EQUIPMENT**

(₹ in lakhs)

	Leasehold Land	Buildings	Plant and Equipment*	Office Equipment	Furniture and Fixtures	Vehicles	Total
<b>Gross Block</b>							
Deemed Cost as at 1 <sup>st</sup> April, 2016	15.19	474.81	5507.15	20.11	30.14	58.60	6106.00
Additions during the year	-	14.16	237.66	8.88	19.60	-	280.30
Deletion/Adjustments during the year	-	-	108.74	-	2.16	3.17	114.07
Balance as at 31 <sup>st</sup> March, 2017	15.19	488.97	5636.07	28.99	47.58	55.43	6272.23
Additions during the year	-	76.86	1322.80	1.31	-	-	1400.97
Deletion/Adjustment during the year	-	-	42.88	0.21	7.10	-	50.19
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>15.19</b>	<b>565.83</b>	<b>6915.99</b>	<b>30.09</b>	<b>40.48</b>	<b>55.43</b>	<b>7623.01</b>
<b>Accumulated Depreciation</b>							
Balance as at 1 <sup>st</sup> April, 2016	-	-	-	-	-	-	-
Depreciation for the year	0.41	26.01	720.81	10.99	5.49	9.06	772.77
Deletion/Adjustments during the year	-	-	0.54	-	0.01	1.81	2.36
Balance as at 31 <sup>st</sup> March, 2017	0.41	26.01	720.27	10.99	5.48	7.25	770.41
Depreciation for the year	0.41	26.36	740.66	8.38	5.95	7.25	789.01
Deletion/Adjustments during the year	-	-	13.86	0.13	2.96	-	16.95
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>0.82</b>	<b>52.37</b>	<b>1447.07</b>	<b>19.24</b>	<b>8.47</b>	<b>14.50</b>	<b>1542.47</b>
<b>Net Block</b>							
Balance as at 1 <sup>st</sup> April, 2016	15.19	474.81	5507.15	20.11	30.14	58.60	6106.00
Balance as at 31 <sup>st</sup> March, 2017	14.78	462.96	4915.80	18.00	42.10	48.18	5501.82
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>14.37</b>	<b>513.46</b>	<b>5468.92</b>	<b>10.85</b>	<b>32.01</b>	<b>40.93</b>	<b>6080.54</b>

**Notes:** For Assets pledged as security - Refer Note 16(a), 16 (b) and 20(b).

\* Foreign exchange loss of ₹ 146.18 lakhs (Gain of ₹ 100.74 lakhs) arising on long term foreign currency monetary items related to acquisition of depreciable plant and equipment being carried forward from previous GAAP, are adjusted to cost of such assets.

	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
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**3. INTANGIBLE ASSETS (Computer Software)**
**Gross Block**
**Opening Balance**

Additions during the year

Deletion/Adjustment during the year

**Closing Balance**
**Amortisation**
**Opening Balance**

Amortisation for the year

Deletion/Adjustment during the year

**Closing Balance**
**Net Block**

-	-	-
30.33	-	-
-	-	-
30.33	-	-
-	-	-
5.06	-	-
-	-	-
5.06	-	-
25.27	-	-



	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
<b>4. INVESTMENTS</b>			
<b>Investments in Equity Instruments</b>			
<b>Fair Value through Other Comprehensive Income</b>			
<b>A. Quoted - Fully paid up Equity Shares of ₹ 10/- each</b>			
785,967 (18,93,374 as on 31 <sup>st</sup> March, 2017 and 18,93,374 as on 1 <sup>st</sup> April, 2016) Universal Cables Limited*	<b>1023.33</b>	1918.93	1401.09
280 (280 as on 31 <sup>st</sup> March, 2017 and 280 as on 1 <sup>st</sup> April, 2016) Birla Corporation Limited	<b>1.99</b>	2.06	1.01
100 (100 as on 31 <sup>st</sup> March, 2017 and 100 as on 1 <sup>st</sup> April, 2016) Vindhya Telelinks Limited	<b>1.05</b>	0.66	0.63
<b>Aggregate amount of Quoted Investments</b>	<b>1026.37</b>	1921.65	1402.73
<b>B. Unquoted - Fully paid up Equity Shares of ₹ 10/- each</b>			
9,90,000 (9,90,000 as on 31 <sup>st</sup> March, 2017 and 9,90,000 as on 1 <sup>st</sup> April, 2016) Birla Visabeira Private Limited	<b>104.31</b>	101.95	99.01
9,800 (9,800 as on 31 <sup>st</sup> March, 2017 and 9,800 as on 1 <sup>st</sup> April, 2016) Universal Telelinks Private Limited	<b>3.60</b>	3.51	3.41
9,800 (9,800 as on 31 <sup>st</sup> March, 2017 and 9,800 as on 1 <sup>st</sup> April, 2016) Universal Electricals Private Limited	<b>3.25</b>	3.08	2.84
<b>Aggregate amount of Unquoted Investments</b>	<b>111.16</b>	108.54	105.26
<b>Total (A+B)</b>	<b>1137.53</b>	2030.19	1507.99
<b>Market Value of Quoted Investments</b>	<b>1026.37</b>	1921.65	1402.73
* The Company received a Letter of Allotment confirming allotment of 7,85,967 equity shares on 20 <sup>th</sup> October, 2015, subscribed in the Rights Issue of Universal Cables Ltd. (UCL) out of which 2,32,263 equity shares are pending to be credited to Company's designated demat account, in view of the status-quo order passed by the Hon'ble High Court of Delhi on 18 <sup>th</sup> November, 2015, as intimated by UCL.			
<b>5. LOANS</b>			
(Unsecured and Considered Good)			
Loans to Employees	<b>7.22</b>	8.72	11.02
	<b>7.22</b>	8.72	11.02
<b>6. OTHER FINANCIAL ASSETS</b>			
Non Current Bank Balances	<b>54.99</b>	9.24	35.13
-In Term Deposit Accounts	<b>87.51</b>	128.53	124.77
Security Deposits	<b>142.50</b>	137.77	159.90
<b>7. OTHER NON-CURRENT ASSETS</b>			
(Unsecured and Considered Good)			
Capital Advances	<b>145.75</b>	186.12	6.69
Advance Income Tax/Tax Deducted at Source (Net)	<b>15.43</b>	37.50	84.76
Others	<b>-</b>	-	2.73
	<b>161.18</b>	223.62	94.18
<b>8. INVENTORIES</b>			
Raw Materials			
[Including in Transit ₹ 790.92 lakhs (₹ 905.93 lakhs as on 31 <sup>st</sup> March, 2017 and ₹ 368.81 lakhs as on 1 <sup>st</sup> April, 2016)]	<b>4733.50</b>	2984.63	2648.96
Packing Materials	<b>159.00</b>	134.57	120.80
Stores and Spares	<b>115.88</b>	113.47	113.57
Stock-in-Trade	<b>1.57</b>	2.16	2.74
Work-in-Progress	<b>1273.57</b>	1526.22	1521.34
Finished Goods			
[Including in Transit ₹ 99.80 lakhs (₹ 54.92 lakhs as on 31 <sup>st</sup> March, 2017 and ₹ 31.03 lakhs as on 1 <sup>st</sup> April, 2016)]	<b>359.21</b>	178.35	51.85
Scrap Materials	<b>8.06</b>	7.07	4.86
	<b>6650.79</b>	4946.47	4464.12



	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
<b>9. TRADE RECEIVABLES</b>			
(Unsecured)			
Considered Good	10405.41	6840.97	7573.08
Considered Doubtful	12.34	12.34	13.81
	<u>10417.75</u>	<u>6853.31</u>	<u>7586.89</u>
Less: Allowance for Doubtful Receivables	12.34	12.34	13.81
	<u>10405.41</u>	<u>6840.97</u>	<u>7573.08</u>
Trade Receivable are netted with Bill discounting of ₹ Nil (₹ 22.43 lakhs as on 31 <sup>st</sup> March, 2017 and ₹ Nil as on 1 <sup>st</sup> April, 2016)]			
<b>10. CASH AND CASH EQUIVALENTS</b>			
Balances with Banks			
-In Current Accounts	29.61	57.31	771.17
Cheques, Drafts on Hand	26.41	10.32	37.01
Cash on Hand	1.96	1.81	2.72
	<u>57.98</u>	<u>69.44</u>	<u>810.90</u>
<b>11. OTHER BANK BALANCES</b>			
-In Unpaid Dividend Account	29.72	29.78	19.39
-In Term Deposit Accounts (Term Deposit Receipts are under lien with Banks towards Margin against Letter(s) of Credit, Bank Guarantees and other Commitments)	326.84	257.14	278.97
	<u>356.56</u>	<u>286.92</u>	<u>298.36</u>
<b>12. OTHER FINANCIAL ASSETS</b>			
(Unsecured and Considered good)			
Loans to Employees	9.35	7.78	9.76
Sales Tax Subsidy Receivable	82.57	-	-
Claims, Export Benefits, Receivables, etc.	494.73	332.38	853.75
	<u>586.65</u>	<u>340.16</u>	<u>863.51</u>
<b>13. OTHER CURRENT ASSETS</b>			
(Unsecured and Considered good)			
Prepaid Expenses	-	25.53	4.30
Balance With Government Authorities	188.99	355.31	425.95
Other Advances	102.46	27.13	72.23
	<u>291.45</u>	<u>407.97</u>	<u>502.48</u>
<b>14. EQUITY SHARE CAPITAL</b>			
<b>Authorised</b>			
4,25,00,000 (4,25,00,000 as on 31 <sup>st</sup> March, 2017 and 4,25,00,000 as on 1 <sup>st</sup> April, 2016) Equity Shares of ₹ 10/- each	4250.00	4250.00	4250.00
75,00,000 (75,00,000 as on 31 <sup>st</sup> March, 2017 and 75,00,000 as on 1 <sup>st</sup> April, 2016) Preference Shares of ₹ 10/- each	750.00	750.00	750.00
	<u>5000.00</u>	<u>5000.00</u>	<u>5000.00</u>
<b>Issued, Subscribed and Fully Paid-Up</b>			
3,00,00,000 (3,00,00,000 as on 31 <sup>st</sup> March, 2017 and 3,00,00,000 as on 1 <sup>st</sup> April, 2016) Equity Shares of ₹ 10/- each	3000.00	3000.00	3000.00
	<u>3000.00</u>	<u>3000.00</u>	<u>3000.00</u>

	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
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**14. EQUITY SHARE CAPITAL (Contd.)**
**(a) Reconciliation of the number of equity shares and amount outstanding at the beginning of the year and at the end of the year :**

Description	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017		As at 1 <sup>st</sup> April, 2016	
	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)	No. of Shares	(₹ in lakhs)
Outstanding at the beginning of the year	30,000,000	3000.00	30,000,000	3000.00	30,000,000	3000.00
Outstanding at the end of the year	30,000,000	3000.00	30,000,000	3000.00	30,000,000	3000.00

**(b) Term/Right attached to Equity Shares:**

The Company has issued only one class of shares referred to as equity share having a par value (face value) of ₹10/- per share ranking paripassu. The holders of equity shares are entitled to one vote per share.

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

Sl. No.	Name of the Shareholder	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017		As at 1 <sup>st</sup> April, 2016	
		No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
(i)	Vindhya Telcelinks Limited	5,800,100	19.33	5,800,100	19.33	4,000,100	13.33
(ii)	Birla Corporation Limited	5,388,515	17.96	5,388,515	17.96	938,515	3.13
(iii)	Universal Cables Limited	3,900,100	13.00	3,900,100	13.00	3,900,100	13.00
(iv)	Ericsson Network Technologies AB, Sweden	-	-	-	-	8,250,000	27.50
(v)	The Punjab Produce and Trading Co. Pvt. Ltd.	2,278,169	7.59	2,278,169	7.59	1,043,169	3.48
(vi)	Hindustan Medical Institution	1,713,260	5.71	1,713,260	5.71	1,000,260	3.33

**15. OTHER EQUITY**
**Securities Premium Account**

Opening Balance	2000.00	2000.00	
Add : Received during the year	-	-	
<b>Closing Balance</b>	<b>2000.00</b>	<b>2000.00</b>	<b>2000.00</b>

**General Reserve**

Opening Balance	1900.45	1900.45	
Add : Transferred from Retained Earnings	-	-	
<b>Closing Balance</b>	<b>1900.45</b>	<b>1900.45</b>	<b>1900.45</b>

**Retained Earnings**

Opening Balance	2605.86	2647.74	
Add : Profit for the year	1613.36	333.45	
Add : Item of Other Comprehensive Income recognised directly in Retained Earnings			
-Re-measurement of Post Employment Benefits Obligations (Net of Tax)	14.11	(14.26)	
Add : Profit on Disposal of Equity Instrument transferred from OCI	374.98	-	
	<b>4608.31</b>	<b>2966.93</b>	
Less: Appropriations			
Proposed Dividend on Equity Shares	-	300.00	
Tax on Dividend on Equity Shares	-	61.07	
	-	361.07	
<b>Closing Balance</b>	<b>4608.31</b>	<b>2605.86</b>	
	<b>8508.76</b>	<b>6506.31</b>	<b>6548.19</b>

**Other Comprehensive Income (OCI)**

Opening Balance	124.16	(398.04)	
Add : Other Comprehensive Income for the year	886.36	522.20	
Less : Profit on Disposal of Equity Instrument transferred to Retained Earning	374.98	-	
<b>Closing Balance</b>	<b>635.54</b>	<b>124.16</b>	<b>(398.04)</b>
	<b>9144.30</b>	<b>6630.47</b>	<b>6150.15</b>

	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
<b>16. BORROWINGS (NON-CURRENT)</b>			
<b>Secured</b>			
Loans from Banks			
Term Loan	-	279.52	302.77
Buyer's Credit (In Foreign Currency)	1061.13	601.82	640.02
Supplier's Credit (In Foreign Currency)	-	-	91.20
<b>Unsecured</b>			
Loan from Others			
Supplier's Credit (In Foreign Currency)	544.59	653.50	930.92
	<u>1605.72</u>	<u>1534.84</u>	<u>1964.91</u>
<b>Less:</b> Current maturities of Long-term Borrowings at the year end (Disclosed Under Note No. 22 )			
Term Loan	-	129.34	139.51
Buyer's Credit (In Foreign Currency)	188.24	50.15	-
Supplier's Credit (In Foreign Currency)	222.79	192.87	209.49
	<u>411.03</u>	<u>372.36</u>	<u>349.00</u>
	<u>1194.69</u>	<u>1162.48</u>	<u>1615.91</u>
<b>Secured from:</b>			
(a) Buyer's Credit from Banks are secured by way of hypothecation of entire Current Assets both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc. and are further secured by way of hypothecation of moveable Fixed Assets, both present and future and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking paripassu interse amongst the consortium lenders. As a collateral security, the Buyer's Credit are also backed by cross corporate guarantee of Vindhya Telelinks Ltd., a body corporate.			
(b) Buyer's Credit (In Foreign Currency) are due for repayment between April, 2018 and July, 2020 and carry rate of interest of 0.20% p.a.to 2.79% p.a.. The Company has an option on due date, to convert a part of Buyer's Credit into Rupee Term Loan sanctioned by a Bank, repayable in 17 quarterly installments after expiry of Buyer's Credit.			
<b>Unsecured from (Others):</b>			
Supplier's Credit carry rate of interest of 1.42% p.a. and is repayable in 10 half yearly installments commencing from December, 2015 and ending on June, 2020.			
<b>17. OTHER NON-CURRENT LIABILITY</b>			
Deferred Subsidy	4.67	46.10	-
	<u>4.67</u>	<u>46.10</u>	<u>-</u>
<b>18. PROVISIONS (NON-CURRENT)</b>			
Provision for Employee Benefits			
Compensated Absences	191.82	173.70	144.47
Pension	20.66	21.60	21.33
	<u>212.48</u>	<u>195.30</u>	<u>165.80</u>
<b>19. DEFERRED TAX LIABILITIES (NET)</b>			
(a) <b>Deferred Tax Liabilities</b>			
Depreciation and Amortisation on Property, Plant and Equipments and Intangible Asset	653.50	705.55	650.00
<b>Total</b>	<u>653.50</u>	<u>705.55</u>	<u>650.00</u>
(b) <b>Deferred Tax Assets</b>			
Allowance for Doubtful Receivables	3.59	4.08	4.56
Items Deductible on Payment	107.09	103.33	103.02
Others	40.06	16.30	12.86
MAT Credit Entitlement	27.31	303.71	351.55
<b>Total</b>	<u>178.05</u>	<u>427.42</u>	<u>471.99</u>
<b>Net Deferred Tax Liabilities</b>	<u>475.45</u>	<u>278.13</u>	<u>178.01</u>
<b>Reconciliation of Deferred Tax Liabilities (Net):</b>			
<b>Opening Balance</b>	581.83	529.55	
Deferred Tax Expense recognised in the Statement of Profit and Loss	(79.06)	52.28	
<b>Closing Balance</b>	<u>502.76</u>	<u>581.83</u>	

	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2017 (₹ in lakhs)	As at 1 <sup>st</sup> April, 2016 (₹ in lakhs)
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## 20. BORROWINGS

### Working Capital Loans/Borrowings from Banks (Secured)

Cash Credit Facilities	28.60	1174.57	2019.69
Buyer's Credit	78.47	-	864.01
Export Packing Credit	2746.82	1308.10	1059.24
Invoice Financing	-	-	775.00
	<b>2853.89</b>	<b>2482.67</b>	<b>4717.94</b>

(a) Working Capital Loans from Banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel the credit limits (either fully or partially) and, inter-alia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the sanctioned loan accounts in any manner.

(b) Working Capital Loans and Buyer's Credit from Banks are secured by way of hypothecation of entire Current Assets both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc. and are further secured by way of hypothecation of movable Fixed Assets, both present and future and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company, ranking paripassu interse amongst the consortium lenders. As a collateral security, the Working Capital Loans and Buyer's Credit are also backed by cross corporate guarantee of Vindhya Telelinks Ltd., a body corporate.

(c) Buyer's Credit carry rate of interest of 2.00% p.a. and is due for payment in May, 2018.

## 21. TRADE PAYABLES

Micro Enterprises and Small Enterprises*	16.58	15.08	301.91
Trade Payables	7801.43	6103.37	5251.78
	<b>7818.01</b>	<b>6118.45</b>	<b>5553.69</b>

\* Principal amount outstanding as at the year end, there is no overdue amount of principal and interest due to Micro and Small Enterprises. During the period, no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

## 22. OTHER FINANCIAL LIABILITIES

Current Maturities of Long Term Borrowings	411.03	372.36	349.00
Accrued Employee Benefits Expense	33.25	33.41	31.10
Unclaimed Dividend*	29.72	29.78	19.39
Creditors/Liability Pertaining to Capital Expenditure	111.48	61.51	140.29
	<b>585.48</b>	<b>497.06</b>	<b>539.78</b>

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

## 23. OTHER CURRENT LIABILITIES

Statutory dues	169.06	190.92	151.47
Mobilisation and Other Advances from Customers	166.78	92.53	167.25
Deferred Subsidy	109.05	11.53	-
Others	4.47	11.46	11.74
	<b>449.36</b>	<b>306.44</b>	<b>330.46</b>

## 24. PROVISION

Provision for Employee Benefits			
Gratuity	-	8.20	8.41
Compensated Absences	24.97	37.74	24.34
Pension	2.79	2.79	2.79
Others	61.99	63.06	63.95
	<b>89.75</b>	<b>111.79</b>	<b>99.49</b>

	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2017 (₹ in lakhs)
<b>25. REVENUE FROM OPERATIONS</b>		
Sale of Products	32297.67	22562.18
Other Operating Revenue	571.02	390.13
	<u>32868.69</u>	<u>22952.31</u>
<b>26. OTHER INCOME</b>		
Interest Income	33.68	43.12
Dividend Income on Non-Current Investments	0.03	0.02
Gain on Foreign Currency Transactions (Net)	39.15	61.83
Subsidy Income	26.48	11.53
Allowances for Doubtful Debts Written Back (Net)	-	1.47
Unspent Liabilities/Sundry Balances Written Back (Net)	31.16	15.92
Profit on Sale/Disposal of Fixed Assets (Net)	-	0.45
Other Non Operating Income	0.03	182.07
	<u>130.53</u>	<u>316.41</u>
<b>27. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE, ETC.</b>		
<b>Closing Inventories</b>		
Work-in-Progress	1273.57	1526.22
Finished Goods	359.21	178.35
Stock-in-Trade	1.57	2.16
Scrap Materials	8.06	7.07
	<u>1642.41</u>	<u>1713.80</u>
<b>Opening Inventories</b>		
Work-in-Progress	1526.22	1521.34
Finished Goods	178.35	51.85
Stock-in-Trade	2.16	2.74
Scrap Materials	7.07	4.86
	<u>1713.80</u>	<u>1580.79</u>
	<u>71.39</u>	<u>(133.01)</u>
<b>28. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Benefits, etc.	1432.99	1272.98
Contribution to Provident and Other Funds, etc.	146.28	143.59
Employees Welfare Expenses	99.06	96.00
	<u>1678.33</u>	<u>1512.57</u>
<b>29. FINANCE COSTS</b>		
Interest Expense	246.26	287.14
Other Borrowing Costs	141.64	60.81
	<u>387.90</u>	<u>347.95</u>
<b>30. DEPRECIATION AND AMORTISATION EXPENSE</b>		
On Property, Plant and Equipment (Refer Note No. 2)	789.01	772.77
On Intangible Assets	5.06	-
	<u>794.07</u>	<u>772.77</u>

	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2017 (₹ in lakhs)
<b>31. OTHER EXPENSES</b>		
Consumption of Stores and Spares	160.38	89.30
Packing Materials	825.35	593.60
Processing/Job work and Testing Charges	53.89	69.54
Power and Fuel	554.39	455.48
Freight and Transportation (Net)	382.85	315.82
Rent (Net)	51.38	68.64
Repair & Maintenance		
Plant & Equipment	235.80	161.05
Buildings	74.14	32.94
Others	1.14	8.40
Insurance	26.95	30.27
Rates & Taxes	66.61	24.56
Travelling and Conveyance	148.33	151.72
Payment to Auditors		
Statutory Auditors		
Audit Fees	5.50	8.00
Tax Audit Fee	-	1.00
Quarterly Reviews	2.25	2.25
Taxation Matters	-	0.30
Certification, etc.	1.50	2.33
Reimbursement of Expenses	0.61	0.74
Cost Auditors		
Audit Fees	0.50	0.50
Certification, etc.	0.08	-
Reimbursement of Expenses	-	0.16
Loss on Sale/Discard of Fixed Assets (Net)	14.12	-
Miscellaneous Expenses [Including ₹ 21.48 lakhs (₹ 35.04 lakhs) incurred towards Corporate Social Responsibility]	436.57	473.86
	<b>3042.34</b>	<b>2490.46</b>
<b>32. TAX EXPENSE</b>		
Amount Recognised in the Statement of Profit and Loss		
Current Tax		
Current Tax/Minimum Alternate Tax (MAT)	868.21	159.25
MAT Credit Entitlement relating to Earlier Years	-	4.04
Income Tax for Earlier Years	(0.71)	-
	<b>867.50</b>	<b>163.29</b>
Deferred Tax Charge/(Credit)	(79.07)	52.28
<b>Total Tax Expense</b>	<b>788.43</b>	<b>215.57</b>
Amount Recognised in the OCI		
Current Income Tax on Remesurement of Defined Benefit Obligations	(5.79)	7.55
<b>Total Tax Expense</b>	<b>(5.79)</b>	<b>7.55</b>
<b>Reconciliation of Effective Tax Rate:</b>		
<b>Accounting Profit before Income Tax</b>	<b>2401.79</b>	<b>549.02</b>
At applicable Statutory Income Tax Rate	851.49	181.86
Tax Effect of Exempt Income	(109.20)	(0.01)
Tax Effect of Permanent Disallowances	128.63	30.25
Tax Effect of Change in Rate	(82.30)	4.04
Others	0.52	(0.57)
Tax adjustment of earlier years	(0.71)	-
Tax Expense recognised in the Statement of Profit & Loss	788.43	215.57
Effective Income Tax Rate	<b>32.83%</b>	<b>39.26%</b>



**33. Earnings per Equity Share (EPS):**

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Basic/Weighted Average Number of Equity Shares outstanding during the year</b>	<b>30000000</b>	30000000
Profit for the year (₹ in lakhs)	<b>1613.36</b>	333.45
Nominal value of equity share (₹)	<b>10.00</b>	10.00
EPS (Basic and Diluted)	<b>5.38</b>	1.11

**34.** In accordance with Ind AS 18 on "Revenue" and Schedule III to the Companies Act, 2013, sales upto period ended 30<sup>th</sup> June, 2017 were reported gross of excise duty and net of value added tax (VAT)/central sales tax (CST). Excise duty was reported as separate expense. Consequent to the introduction of Goods & Services Tax (GST) with effect from 1<sup>st</sup> July, 2017 excise duty, VAT, sales tax, service Tax, etc. have been subsumed into GST and the same are not recognised as a part of sales as per the requirement of Ind AS 18. Accordingly Revenue from operations from sale of products in the current year is not comparable with that of the previous year.

**35. Contingent Liabilities and Commitments (to the extent not provided for) –**
**(a) Contingent Liabilities:**

- Sales tax matters under litigation ₹108.58 lakhs (₹108.58 lakhs; 31st March, 2017) (₹108.58 lakhs; 1<sup>st</sup> April, 2016).
- The Company has an ongoing process for collection and submission of the relevant declaration forms under the VAT Act to the concerned authorities and the Company does not foresee any liability in this regard.

**(b) Commitments:**

Estimated amount of contracts remaining to be executed on Capital Account (Net of advances and not provided for ₹ 1295.49 (₹ 896.27 lakhs; 31<sup>st</sup> March, 2017) (₹ 35.79 lakhs; 1<sup>st</sup> April, 2016).

- The financial statements of the Company for the year ended 31st March, 2018 has been approved by the Board of Directors in its meeting held on 24<sup>th</sup> May, 2018. For the year ended 31<sup>st</sup> March, 2018, the dividend of ₹ 1 per share (Total dividend of ₹ 361.67 lakhs including dividend distribution tax of ₹ 61.67 lakhs) is proposed by Board of Directors at its meeting held on 24<sup>th</sup> May, 2018. The same is subject to the approval of shareholders in the ensuing Annual General Meeting of the Company and therefore proposed dividend (including dividend distribution tax) has not been recognised as liability as at the Balance Sheet date in line with Ind AS-10 on "Events after the Reporting Period".

**36. Employee Benefits:**
**(a) Gratuity & Pension:**
**(i) Amount of net employee benefit exposure recognised in the Statement of Profit and Loss:**

(₹ in lakhs)

Particulars	Gratuity (Funded)		Pension (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Current Service Cost	<b>19.50</b>	18.65	-	-
Interest Cost on Benefit Obligation	<b>19.97</b>	16.59	<b>1.68</b>	1.45
Expected Return on Plan Assets	<b>(20.41)</b>	(19.62)	-	-
Net Actuarial (Gain)/Loss Recognised in the year	-	-	<b>0.17</b>	1.61
Net Employee Benefits Expense	<b>19.06</b>	15.62	<b>1.85</b>	3.06

**(ii) Amount recognised in Other Comprehensive Income:**

(₹ in lakhs)

Particulars	Gratuity		Pension	
	2017-18	2016-17	2017-18	2016-17
Return on Plan Assets	<b>1.62</b>	(0.71)		
Actuarial Gain/(Loss) arising from-				
Experience Adjustment	<b>10.79</b>	-	-	-
Difference in Present Value of Obligations	<b>7.49</b>	(21.10)	-	-
Amount Recognised in OCI	<b>19.90</b>	(21.81)	-	-

**(iii) Amount recognised in the Balance Sheet:**

(₹ in lakhs)

Particulars	Gratuity (Funded)			Pension (Unfunded)		
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Defined Benefit Obligation	<b>(291.02)</b>	(284.88)	(232.20)	<b>(23.45)</b>	(24.39)	(24.12)
Paid by Group Company	<b>0.85</b>	1.83	1.83	-	-	-
Fair Value of the Plan Assets	<b>314.08</b>	274.85	221.96	-	-	-
Net Asset/(Liability)	<b>23.90</b>	(8.20)	(8.41)	<b>(23.45)</b>	(24.39)	(24.12)

**(iv) Changes in present value of the Defined Benefit Obligation:**

(₹ in lakhs)

Particulars	Gratuity (Funded)			Pension (Unfunded)		
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Opening Defined Benefit Obligation	284.88	232.20	200.40	24.39	24.12	24.68
Interest Cost	19.97	16.59	15.47	1.68	1.45	1.59
Current Service Cost	19.50	18.65	15.64	-	-	-
Benefit Paid	(15.05)	(3.66)	(6.66)	(2.79)	(2.79)	(2.79)
Actuarial (Gain)/Loss	(18.28)	21.10	7.35	0.17	1.61	0.64
Closing Defined Benefit Obligation	291.02	284.88	232.20	23.45	24.39	24.12

**(v) Changes in the Fair Value of Plan Assets:**

(₹ in lakhs)

Particulars	Gratuity (Funded)			Pension (Unfunded)		
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Opening Fair Value of Plan Assets	274.86	221.96	188.17	-	-	-
Expected Return	20.41	19.62	17.69	-	-	-
Contribution by Employer	35.00	37.64	22.99	-	-	-
Benefits Paid	(17.80)	(3.66)	(6.66)	-	-	-
Actuarial Gain/(Loss) on Obligations	1.61	(0.71)	(0.23)	-	-	-
Closing Fair Value of Plan Assets	314.08	274.85	221.96	-	-	-

**(vi) The major category of plan assets in case of funded gratuity scheme as a percentage of the fair value of total plan assets:**

Particulars	Gratuity (%)	
	2017-18	2016-17
Investments with Insurer	100	100

The overall expected rate of return on assets is determined based on the actual rate of return during the current year. The Company expects to contribute ₹40.00 lakhs to its defined benefit approved Gratuity plan during the financial year 2018-19.

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

(₹ in lakhs)

Particulars	Gratuity (Funded)			Pension (Unfunded)		
	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate	LIC a1996-98 Ultimate
Attrition Rate	5.00% p.a.	5.00% p.a.	5.00% p.a.	N.A.	N.A.	N.A.
Imputed Rate of Interest (D)	7.55% p.a.	7.20% p.a.	7.85% p.a.	7.50% p.a.	7.30% p.a.	7.80% p.a.
Imputed Rate of Interest (IC)	7.20% p.a.	7.20% p.a.	7.85% p.a.	7.30% p.a.	7.30% p.a.	7.80% p.a.
Salary Rise	7.50% p.a.	7.50% p.a.	7.50% p.a.	N.A.	N.A.	N.A.
Return on Plan Assets	7.20% p.a.	8.21% p.a.	9.01% p.a.	N.A.	N.A.	N.A.
Remaining Working Life	12.77 years	14.57 years	14.45 years	N.A.	N.A.	N.A.

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

**(viii) Quantitative Sensitivity Analysis for Significant Assumptions:**

Reasonably possible changes at the year end, to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation as the amounts shown below: -

(₹ in lakhs)

Particular	Delta Effect of	31 <sup>st</sup> March, 2018		31 <sup>st</sup> March, 2017	
		Decrease	Increase	Decrease	Increase
Gratuity					
Discount Rate	1%	22.21	(19.89)	42.14	(38.02)
Salary Growth Rate	1%	(20.07)	22.00	(38.81)	41.67
Attrition Rate	1%	0.10	(0.12)	0.92	(1.01)

**(ix) Maturity Profile of Defined Benefit Obligation:**

(₹ in lakhs)

Particular	Gratuity	
	2017-18	2016-17
Within next 12 months (next annual reporting period)	29.50	50.45
Between 1 to 5 years	92.60	207.34
Between 5 to 10 years	142.25	429.76
10 years and above	283.25	400.10

**(b) Defined Contribution Plans:**

Company's contribution to defined contribution schemes such as Government administered Provident/Family Pension and approved Superannuation Fund are charged to the Statement of Profit and Loss as incurred. The Company has no further obligations beyond its contributions.

The Company has recognised the following contributions to Provident/Family Pension and Superannuation Funds as an expense and included in employee benefits expense in the Statement of Profit and Loss.

(₹ in lakhs)

Defined Contributions Schemes	2017-18	2016-17
Contribution to Provident and Family Pension Fund	86.39	80.26
Contribution to an approved Superannuation Fund	24.89	23.33

**37. Segment Information:**

- (a) The Company has only one reportable primary business segment i.e. Cable, based on guiding principles given in Ind AS 108 "Operating Segments" notified pursuant to Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.
- (b) The following table shows the distribution of Company's Revenue from operations by geographical market, regardless of where the goods were produced:

(₹ in lakhs)

Sl. No.	Geographical Segments	2017-18	2016-17
(i)	Domestic Market (within India)	22482.78	16946.53
(ii)	Overseas Markets (outside India)	10385.91	6005.78
	Total	32868.69	22952.31

- (c) Revenue from two customers of the Company is ₹ 12810.17 lakhs (₹ 8144.64 lakhs), which is more than 10% of the Company's total revenue.

**38. Disclosures in respect of Related Parties as defined in Indian Accounting Standard 24 (Ind AS 24), with whom transactions were entered into at an arm's length and in the ordinary course of business during the year are given below:**

- |     |  |   |
|-----|--|---|
| (a) | Joint Venturers<br>(Joint Arrangements)                                  | : Universal Cables Ltd. (UCL)@<br>Vindhya Telelinks Ltd.(VTL)@<br>Ericsson Cables AB, Sweden(ECA)@<br>(@Ceased to be joint venturersw.e.f. 24 <sup>th</sup> August, 2016) |
| (b) | Enterprise over which a KMP is able to<br>exercise significant influence | : Shakun Polymers Ltd. (SPL)  |
| (c) | Enterprise over which a Joint Venturer have<br>joint control             | : Birla Furukawa Fibre Optic Private Limited (BFFOPL)<br>(Up to 24 <sup>th</sup> August, 2016)  |
| (d) | Defined Benefit Plan   | : Birla Cable Employees Group Gratuity-cum-Life Assurance Scheme<br>Trust(BGF)  |

- (e) Key Management Personnel : Shri Harsh V. Lodha  
(Chairman & Non-Executive Director)
- |   |   |                            |
|---|---|----------------------------|
| Shri D.R. Bansal  | } | Non-Executive<br>Directors |
| Shri R.C. Tapuriah  |   |                            |
| Dr.Aravind Srinivasan                                       |   |                            |
| Shri Arun Kishore   |   |                            |
| Shri K. Raghuraman  |   |                            |
| Smt. Archana Capoor   |   |                            |
| Shri R. Sridharan (Manager & CEO)                           |   |                            |
| Shri Somesh Laddha [General Manager (Accounts) & Secretary] |   |                            |

- (i) Transactions with Related Parties:

(₹ in lakhs)

Sl. No.	Nature of Transaction	2017-18	2016-17
<b>1</b>	<b>Universal Cables Limited</b>		
	Purchase of Raw Materials/Consumable & Traded Goods	-	52.87
	Sale of Products/Traded Goods	-	0.24
	Sale of Raw Materials/Consumables	-	2.77
	Sale of Fixed Asset	-	5.27
	Processing, Job work & Other Income	-	8.85
	Interest Received	-	4.84
	Dividend Paid	-	39.00
	Inter corporate deposit granted	-	1000.00
	Inter corporate deposit refunded	-	700.00
<b>2</b>	<b>Vindhya Telelinks Limited</b>		
	Purchase of Raw Materials/Consumable & Traded Goods	-	275.11
	Sale of Raw Materials/Consumables	-	16.09
	Processing Charges Paid	-	10.74
	Processing, Job work & Other Income	-	0.41
	Rent Paid	-	0.24
	Dividend Paid	-	58.00
<b>3</b>	<b>Shakun Polymers Limited</b>		
	Purchase of Raw Materials/Consumable & Traded Goods	<b>295.23</b>	255.69
<b>4</b>	<b>Birla Furukawa Fibre Optics Private Limited</b>		
	Purchase of Raw Materials/Consumable & Traded Goods	-	228.11
	Sale of Raw Materials/Consumables	-	0.65
<b>5</b>	<b>Compensation to the KMP's of the Company</b>		
	<b>(a) Manager &amp; CEO</b>		
	Short-term Employee Benefit	<b>83.11</b>	68.69
	Post Employment (Refer footnote no. (i))	-	-
	<b>(b) Company Secretary &amp; CFO</b>		
	Short-term Employee Benefit	<b>15.15</b>	14.06
	Post Employment (Refer footnote no. (i))	-	-
	<b>(c) Sitting Fees to Directors</b>	<b>19.40</b>	18.10
<b>6</b>	<b>Birla Cable Employee's Group Gratuity cum Life Assurance Scheme Trust (BGF)</b>		
	Contribution to Gratuity Fund	<b>35.00</b>	30.00

(ii) Outstanding Balances with Related Parties:

(₹ in lakhs)

Sl. No.	Nature of Transaction	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
<b>1</b>	<b>Universal Cables Limited</b>			
	Non-current Investment in equity shares	-	-	1401.09
	Maximum amount of loans and advances outstanding during the year	-	550.00	1500.00
<b>2</b>	<b>Vindhya Telelinks Limited</b>			
	Non-current Investment in equity shares	-	-	0.63
	Cross Corporate Guarantee given	-	-	148461.00
	Cross Corporate Guarantee accepted	-	-	18450.00
	Maximum amount of loans and advances outstanding during the year	-	-	1600.00
<b>3</b>	<b>Shakun Polymers Limited</b>			
	Trade Payable	<b>30.73</b>	54.52	87.59
<b>4</b>	<b>Birla Furukawa Fibre Optics Private Limited</b>			
	Trade Payable	-	-	623.21

**Notes:**

- The remuneration to Key Managerial Personnel(s) other than Non-Executive Directors stated above does not include provision/ payment towards incremental liability on account of gratuity and compensated absences since actuarial valuation is done for the Company as a whole.
- No amount has been provided as doubtful debt or advance written off or written back in the year in respect of debts due from/ to above Related Parties.
- Transactions and balances relating to reimbursement of expenses to/from the above Related Parties have not been considered.
- Inter corporate loans/advances have been given for business purposes.

**39. Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained and as per notification number GSR 679 (E) dated 4<sup>th</sup> September, 2015.**

(₹ in lakhs)

Sl. No.	Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
(i)	The principal amount and interest due thereon remaining unpaid to any supplier at the end of each financial year.	<b>16.58</b>	15.08	301.91
(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.	-	-	-

**40. Operating Leases:**

The Company has taken certain office and residential premises/facilities under operating lease/sub-lease agreements. The lease agreements generally have an escalation clause and are not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease/sub-lease agreements. The aggregate lease rental of ₹ 45.75 lakhs (₹ 57.84 lakhs) have been charged to the Statement of Profit and Loss.

**41. Disclosure on Corporate Social Responsibility Expenses:**

- Gross amount required to be spent by the Company during the year 2017-18 in pursuance to the provision of Section 135 of the Companies Act, 2013 and rules made there under- ₹ 21.48 lakhs (₹ 35.04 lakhs).

(b) Details of amount actually spent by the Company is as follows:

(₹ in lakhs)

Sl. No.	Particulars	2017-18			2016-17		
		Spent in Cash	Yet to be spent in Cash	Total	Spent in Cash	Yet to be spent in Cash	Total
(i)	Construction/acquisition of any asset	-	-	-	-	-	-
(ii)	Other Purposes –						
	(a) Contribution to an approved/registered trust 'Madhav Prasad Priyamvada Birla Apex Charitable Trust' in which a director and his relatives are trustees, for approved CSR projects and Programme.	20.28	-	20.28	33.84	-	33.84
	(b) Other approved contribution (direct)for approved CSR projects and Programme.	1.20	-	1.20	1.20	-	1.20
	<b>Total</b>	<b>21.48</b>	<b>-</b>	<b>21.48</b>	<b>35.04</b>	<b>-</b>	<b>35.04</b>

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

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	Purpose
Guarantee Given - Vindhya Telelinks Ltd. (VTL)	218361.00	184561.00	Cross Corporate Guarantee given to consortium of banks of VTL towards collateral against term loan(s) and working capital credit facilities sanctioned.

\* The Company has also accepted cross corporate guarantee from VTL of ₹ 17965.00 lakhs (₹ 17965.00 lakhs) against total credit facilities availed from the banks.

**43. Fair Value of Financial Assets and Financial Liabilities**

(₹ in lakhs)

Sl. No.	Particulars	Fair Value Hierarchy	Note No.	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017		As at 1 <sup>st</sup> April, 2016	
				Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>I</b>	<b>Financial Asset</b>								
(a)	<b>At Fair Value through Other Comprehensive Income (FVTOCI)</b>								
	-Investment in Quoted Equity Instruments	Level 1	A	1026.37	1026.37	1921.65	1921.65	1402.73	1402.73
	-Investment in Unquoted Equity Instruments	Level 3	B	111.16	111.16	108.54	108.54	105.26	105.26
(b)	<b>At Amortised Cost</b>								
	-Trade Receivables	}	C	10405.41	10405.41	6840.97	6840.97	7573.08	7573.08
	-Other Financial Assets			729.15	729.15	477.93	477.93	1023.41	1023.41
	-Cash and Cash Equivalents			57.98	57.98	69.44	69.44	810.90	810.90
	-Other Bank Balances			356.56	356.56	286.92	286.92	298.36	298.36
	<b>Total Financial Assets</b>			<b>12686.63</b>	<b>12686.63</b>	<b>9705.45</b>	<b>9705.45</b>	<b>11213.74</b>	<b>11213.74</b>
<b>II</b>	<b>Financial Liabilities</b>								
(a)	<b>At Amortised Cost</b>								
	-Borrowings	}	C	4459.61	4459.61	4017.51	4017.51	6682.85	6682.85
	-Trade Payable			7818.01	7818.01	6118.45	6118.45	5553.69	5553.69
	-Other Financial Liabilities			174.45	174.45	124.70	124.70	190.78	190.78
(b)	<b>At Fair Value through Profit &amp; Loss (FVTPL)being provision for MTM on derivative instruments</b>								
	-Foreign Exchange Forward Contract	Level 2	D	0.48	0.48	9.84	9.84	8.75	8.75
	<b>Total Financial Liabilities</b>			<b>12452.55</b>	<b>12452.55</b>	<b>10270.50</b>	<b>10270.50</b>	<b>12436.07</b>	<b>12436.07</b>



The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

- (A) The Company has opted to fair value its quoted equity instruments at its market quoted price through OCI.
- (B) The Company has opted to fair value its unquoted equity instruments at its Net Asset Value through OCI.
- (C) The fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, short term borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. Company has adopted Effective Interest Rate Method (EIR) for fair valuation of long term borrowings and non-current financial assets and non-current financial liabilities.
- (D) The Fair Value of forward exchange and swap contracts is based on certificate given by respective banks.

#### **Fair Value Hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### **44. Financial Risk Management Objectives and Policies:**

The Company's activities are exposed to a variety of financial risks from its operations. The key Financial Risks include Market Risk, Credit Risk and Liquidity Risk.

**Market Risk :** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk:, Foreign currency risk, Interest rate risk and other price risk such as Equity price Risk and Commodity Price Risk.

##### **(a) Foreign Currency Risk:**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk arising from foreign currency transactions of imports, exports and borrowing primarily with respect to USD and EURO. The Company's exports are denominated generally in USD, providing a natural hedge to some extent against foreign currency payments on account of imports of raw materials and/or the payment of borrowings. The foreign currency transaction risk are managed through selective hedging programmes by way of forward contracts including for underlying transactions having firm commitments or highly probable forecast of crystallisation.

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

Particulars	Currency	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017		As at 1 <sup>st</sup> April, 2016	
		In Foreign Currency	₹ in lakhs	In Foreign Currency	₹ in lakhs	In Foreign Currency	₹ in lakhs
<b>Hedged :</b>							
Forward exchange contracts outstanding							
Long-term Borrowing	USD	59500	39.03	-	-	-	-
Short-term Borrowing	USD	112140	73.56	-	-	82080	54.80
Other Payables	USD	1594053	1045.70	1000973	653.64	671246	449.06
	EUR	-	-	8363	5.86	-	-
<b>Total</b>	USD	1765693	1158.29	1000973	653.64	753326	503.86
	EUR	-	-	8363	5.86	-	-
<b>Unhedged :</b>							
Long-term Borrowings	USD	922500	605.16	204721	133.68	202000	134.88
	EUR	1184436	961.52	1601650	1121.64	2015398	1527.27
Short-term Borrowings	USD	6477	4.25	-	-	1126470	752.14
	EUR	805	0.65	-	-	75299	57.06
Other Payables	USD	1359108	891.57	367408	239.92	450556	301.42
	EUR	112699	91.49	174933	122.51	149358	113.41
Receivable	USD	3131321	2027.53	2075440	1337.62	738741	486.61
	EUR	150000	119.22	-	-	-	-
Bank Balances	USD	114	0.07	114	0.07	114	0.07
<b>Total</b>	USD	5419520	3528.58	2647683	1711.29	2517881	1675.12
	EUR	1447940	1172.88	1776583	1244.15	2240055	1697.74

**Foreign Currency Sensitivity:**

The following table demonstrates the sensitivity to a reasonably possible change in USD/EURO with all other variables held constant. The impact on company's profit before tax is due to changes in the foreign exchange rate for:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Change in USD	(+) <b>5%</b>	(+) <b>5%</b>
Effect on Profit before Tax	<b>8.51</b>	75.20
Change in USD	(-) <b>5%</b>	(-) <b>5%</b>
Effect on Profit before Tax	<b>(8.51)</b>	(75.20)

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Change in EURO	(+) <b>5%</b>	(+) <b>5%</b>
Effect on Profit before Tax	<b>(1.69)</b>	(2.40)
Change in EURO	(-) <b>5%</b>	(-) <b>5%</b>
Effect on Profit before Tax	<b>1.69</b>	2.40

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

**(b) Interest Rate Risk and Sensitivity:**

Interest rate risk has underlying risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiations and low cost instruments.

**Interest Rate Risk Exposure**

(₹ in lakhs)

Type of Exposure	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Fixed Rate Borrowings	<b>544.59</b>	653.50	1705.92
Variable Rate Borrowings	<b>3915.02</b>	3364.01	4976.93
<b>Total</b>	<b>4459.61</b>	4017.51	6682.85

**Sensitivity on Variable rate borrowings**

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Interest Rate increase by 0.25%	<b>(9.79)</b>	(8.41)	(12.44)
Interest Rate decrease by 0.25%	<b>9.79</b>	8.41	12.44

**(c) Commodity Price Risk:**

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material for manufacturing of Cables and therefore, require a continuous supply of certain raw materials such as optical fibre, plastic and polymers, copper etc. To mitigate the commodity price risk, the company has an approved supplier base to get the best competitive prices for the commodities and to manage the cost without any compromise on quality.

**(d) Equity Price Risk:**

The Company's exposure to equity instruments price risk arises from investments held by the company and classified in the balance sheet at fair value through OCI. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the company, fluctuation in their prices are considered acceptable and do not warrant any management estimation.

**(e) Credit Risk:**

Credit risk is the risk that counter party might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

**Trade Receivables:**

Customer credit risk is managed based on company's established policy, procedures and controls relating to customer credit risk management. Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

**Deposits with Bank:**

The deposits with banks constitute mostly the investment made by the company against bank guarantee and are generally not exposed to credit risk .

**(f) Liquidity Risk:**

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The table below summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments:

(₹ in lakhs)

Particulars	Carrying Value	Payable on Demand*	Upto 12 Months	1 to 5 years
<b>As at 31<sup>st</sup> March, 2018</b>				
Borrowings	4459.61	2775.42	489.50	1194.69
Trade and Other Payables	7992.46	29.72	7962.74	-
<b>Total</b>	<b>12452.07</b>	<b>2805.14</b>	<b>8452.24</b>	<b>1194.69</b>
<b>As at 31<sup>st</sup> March, 2017</b>				
Borrowings	4017.51	2482.67	372.36	1162.48
Trade and Other Payables	6243.15	29.78	6213.37	-
<b>Total</b>	<b>10260.66</b>	<b>2512.45</b>	<b>6585.73</b>	<b>1162.48</b>
<b>As at 1<sup>st</sup> April, 2016</b>				
Borrowings	6682.85	3078.93	1988.01	1615.91
Trade and Other Payables	5744.47	19.39	5725.08	-
<b>Total</b>	<b>12427.32</b>	<b>3098.32</b>	<b>7713.09</b>	<b>1615.91</b>

\* Including working capital facility from consortium banks renewed every year.

**45. Capital Management:**

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Borrowings	4459.61	4017.51	6682.85
Less: Cash and Cash equivalents	57.98	69.44	810.90
Net debt	4401.63	3948.07	5871.95
Equity Share Capital	3000.00	3000.00	3000.00
Other Equity	9144.31	6630.48	6150.14
Total Capital	12144.31	9630.48	9150.14
Capital and net debt	16545.94	13578.55	15022.09
Gearing ratio	26.60%	29.08%	39.09%

**46. Exceptions and Exemptions applied for Transition to Ind AS**

Ind AS 101 "First-time adoption of Indian Accounting Standards" (hereinafter referred to as Ind AS 101) allows first time adopters certain mandatory exceptions and optional exemptions from the retrospective application of certain Ind AS effective for 1st April, 2016 opening balance sheet. In preparing these financial statements the company has applied the below mentioned optional exemptions and mandatory exceptions.

**(a) Optional Exemptions Availed:**
**(i) Property Plant and Equipment and Intangible Assets**

As permitted by para D5-D8B of Ind AS 101 the Company has opted to continue with the carrying values under previous GAAP for all the items of Property Plant and Equipment. The same election has been made in respect of investment property also.

**(ii) Designation of Investment in Equity Instrument**

All equity instruments are designated at fair value through OCI on the date of transition.

**(iii) Foreign Exchange difference on Long Term Foreign Currency Borrowings**

In respect of foreign exchange difference on Long Term Foreign Currency Monetary Items, Ind AS 101 provides an option to continue the policy adopted for accounting of such exchange differences in financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. Accordingly, as per para 46/46A of AS 11, the Company continues to adjust the exchange gain/loss on such foreign currency loan from the cost of fixed assets.

**(b) Mandatory Exceptions:**
**(i) Estimates**

Upon an assessment of the estimates made under Previous GAAP, the company has concluded that there was no necessity to revise such estimates under Ind AS except where revision in estimates was necessitated as required by Ind AS. The estimates used by the company to present the amounts in accordance with Ind AS reflect conditions existing as at 1st April, 2016 the date of transition to Ind AS and as at 31<sup>st</sup> March, 2017 and 31<sup>st</sup> March, 2018.

**(ii) Derecognition of Financial Assets and Financial Liabilities**

The Company has opted to apply the derecognition requirements for financial assets and financial liabilities in accordance with Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

**(iii) Classification and Measurement of Financial Assets**

The company has classified the financial assets in accordance with Ind AS-109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

**47. Reconciliations:**

The following reconciliation provide a quantification of the effect of significant differences arising as a result of transition from Previous GAAP to Ind AS in accordance with Ind AS-101:

**(a) Effect of Ind AS adoption in the Balance Sheet as at 31<sup>st</sup> March 2017 and 1<sup>st</sup> April 2016:**

(₹ in lakhs)

Particulars	Ref. Note	As at 31 <sup>st</sup> March, 2017			As at 1 <sup>st</sup> April 2016		
		Previous GAAP#	Effect of Transition to Ind AS	As per Ind AS	Previous GAAP#	Effect of Transition to Ind AS	As per Ind AS
<b>ASSETS</b>							
NON-CURRENT ASSETS							
Property, Plant and Equipment	i	5501.82	-	5501.82	6106.00	-	6106.00
Capital Work-in-Progress		99.65	-	99.65	3.40	-	3.40
Intangible Assets under Development		18.33	-	18.33	-	-	-
Financial Assets							
Investments	ii	1906.03	124.16	2030.19	1906.03	(398.04)	1507.99
Loans		8.72	-	8.72	11.02	-	11.02
Other Financial Assets	ix	140.50	(2.73)	137.77	166.93	(7.03)	159.90
Other Non-current Assets	ix	223.62	-	223.62	91.45	2.73	94.18
<b>Total Non-current Assets</b>		<b>7898.67</b>	<b>121.43</b>	<b>8020.10</b>	<b>8284.83</b>	<b>(402.34)</b>	<b>7882.49</b>
CURRENT ASSETS							
Inventories		4946.47	-	4946.47	4464.12	-	4464.12
Financial Assets							
Trade Receivables		6840.97	-	6840.97	7573.08	-	7573.08
Cash and Cash Equivalents		69.44	-	69.44	810.90	-	810.90
Other Bank Balances		286.92	-	286.92	298.36	-	298.36
Others Financial Asset		340.16	-	340.16	863.51	-	863.51
Other Current Assets	vi	408.49	(0.52)	407.97	501.19	1.29	502.48
Non Current Assets Classified as Held for Sale		17.68	-	17.68	18.58	-	18.58
<b>Total Current Assets</b>		<b>12910.13</b>	<b>(0.52)</b>	<b>12909.61</b>	<b>14529.74</b>	<b>1.29</b>	<b>14531.03</b>
<b>Total Assets</b>		<b>20808.80</b>	<b>120.91</b>	<b>20929.71</b>	<b>22814.57</b>	<b>(401.05)</b>	<b>22413.52</b>
<b>EQUITY AND LIABILITIES</b>							
EQUITY							
Equity Share Capital		3000.00	-	3000.00	3000.00	-	3000.00
Other Equity		6537.12	93.35	6630.47	6172.83	(22.68)	6150.15
<b>Total Equity</b>		<b>9537.12</b>	<b>93.35</b>	<b>9630.47</b>	<b>9172.83</b>	<b>(22.68)</b>	<b>9150.15</b>
LIABILITIES							
NON-CURRENT LIABILITIES							

Particulars	Ref. Note	As at 31 <sup>st</sup> March, 2017			As at 1 <sup>st</sup> April 2016		
		Previous GAAP#	Effect of Transition to Ind AS	As per Ind AS	Previous GAAP#	Effect of Transition to Ind AS	As per Ind AS
Financial Liabilities							
Borrowings	iv	1178.06	(15.58)	1162.48	1643.37	(27.46)	1615.91
Other Non Current Liability	iii	-	46.10	46.10	-	-	-
Provisions		195.30	-	195.30	165.80	-	165.80
Deferred Tax Liabilities (Net)	viii	294.43	(16.30)	278.13	170.45	7.56	178.01
<b>Total Non-current Liabilities</b>		<b>1667.79</b>	<b>14.22</b>	<b>1682.01</b>	<b>1979.62</b>	<b>(19.90)</b>	<b>1959.72</b>
CURRENT LIABILITIES							
Financial Liabilities							
Borrowings		2482.67	-	2482.67	4717.94	-	4717.94
Trade Payables		6126.48	(8.03)	6118.45	5559.84	(6.15)	5553.69
Other Financial Liabilities	vi	497.06	-	497.06	539.78	-	539.78
Other Current Liabilities	iii	285.07	21.37	306.44	321.71	8.75	330.46
Provisions	vii	111.79	-	111.79	460.56	(361.07)	99.49
Current Tax Liabilities (Net)		100.82	-	100.82	62.29	-	62.29
<b>Total Current Liabilities</b>		<b>9603.89</b>	<b>13.34</b>	<b>9617.23</b>	<b>11662.12</b>	<b>(358.47)</b>	<b>11303.65</b>
<b>Total Equity and Liabilities</b>		<b>20808.80</b>	<b>120.91</b>	<b>20929.71</b>	<b>22814.57</b>	<b>(401.05)</b>	<b>22413.52</b>

# Previous GAAP figures of the Balance Sheet as at 31<sup>st</sup> March 2017 and 1<sup>st</sup> April 2016 have been reclassified as per schedule III of the Companies Act, 2013 for like-to-like comparison.

**(b) Effect of Ind AS adoption in the Statement of Profit and Loss and OCI for the year ended on 31<sup>st</sup> March, 2017:**

(₹ in lakhs)

Particulars	Ref. Foot-note	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS
<b>INCOME</b>				
Revenue from Operations		22952.31	-	22952.31
Other Income	iii,vi & ix	300.04	16.37	316.41
<b>Total Revenue</b>		<b>23252.35</b>	<b>16.37</b>	<b>23268.72</b>
<b>EXPENSES</b>				
Cost of Raw Materials Consumed		15844.71	-	15844.71
Excise Duty		1843.16	-	1843.16
Purchase of Traded Goods		41.09	-	41.09
(Increase)/Decrease in Inventories of Finished Goods, Work-in-Progress, Traded Goods and Scrap Materials		(133.01)	-	(133.01)
Employee Benefits Expense	v	1534.38	(21.81)	1512.57
Finance Costs	iv	336.07	11.88	347.95
Depreciation and Amortisation Expense		772.77	-	772.77
Other Expenses	ix	2486.16	4.30	2490.46
<b>Total Expenses</b>		<b>22725.33</b>	<b>(5.63)</b>	<b>22719.70</b>
<b>PROFIT BEFORE TAX</b>		527.02	22.00	549.02
Tax Expense/(Credit)				
Current Tax		155.74	7.55	163.29
Deferred Tax Charge/(Credit)	viii	53.14	(0.86)	52.28
<b>Total Tax Expense</b>		<b>208.88</b>	<b>6.69</b>	<b>215.57</b>
<b>PROFIT FOR THE YEAR</b>		318.14	15.31	333.45
Other Comprehensive Income				
Item that will not be reclassified to profit and loss				
Equity Instruments through other comprehensive income	ii	-	522.20	522.20
Remeasurement Gain/(Loss) on defined benefit plans	v	-	(21.81)	(21.81)
Income Tax on above			7.55	7.55
<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>507.94</b>	<b>507.94</b>
<b>Total Comprehensive Income for the year</b>		<b>318.14</b>	<b>523.25</b>	<b>841.39</b>

**(c) Reconciliation of Total Comprehensive Income for the year ended 31<sup>st</sup> March, 2017:**

(₹ in lakhs)

Sl. No.	Particulars	Ref. Note	As at 31 <sup>st</sup> March, 2017
A	Profit as reported under previous GAAP		318.14
	Ind AS Adjustment on account of :		
1	Recognition of deferred subsidy on systematic basis	iii	11.53
2	Recognition of MTM on Forward Contract	vi	0.54
3	Amortisation of upfront cost of Loan Liability on EIR basis	iv	(11.88)
B	Total effect of transition to Ind AS (1+2+3)		0.19
C	Deferred tax adjustment on above	viii	0.86
D	Profit for the year as per Ind AS (A+B+C)		319.19
E	Other Comprehensive Income for the Year (Net of Tax)	ii	522.20
F	Total Comprehensive Income under Ind AS (D+E)		841.39

**(d) Reconciliation of Equity as at 31<sup>st</sup> March 2017 and 1<sup>st</sup> April 2016:**

(₹ in lakhs)

Sl. No.	Particulars	Ref. Note	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
A	Total Equity as reported under previous GAAP		6537.12	6172.83
B	Ind AS adjustments on account of:			
1	Fair Value of Investment Designated through OCI	ii	124.16	(398.04)
2	Recognition of Subsidy Income on systematic basis	iii	(57.62)	-
3	FOREX fluctuation due to derecognition of unamortised premium on forward contract and recognition of provision for MTM of derivative instruments	vi	(5.08)	(5.62)
4	Adjustment of up front fees of SC on EIR basis	iv	15.59	27.47
5	Dividend including tax not recognised as liability until declare	vii	-	361.07
6	Deferred tax adjustment on above	viii	16.30	(7.56)
	Total adjustments to equity (1 to 6)		93.35	(22.68)
C	Total Equity under Ind AS (A+B)		6630.47	6150.15

**(e) Effect of Ind AS adoption on the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017:**

(₹ in lakhs)

Sl. No.	Particulars	Previous GAAP	Effect of Transition to Ind AS	Ind AS
A	Net Cash Flows from Operating Activities	2431.98	520.12	2952.10
B	Net Cash Flows from Investing Activities	70.96	(616.17)	(545.21)
C	Net Cash Flows from Financing Activities	(3234.01)	85.66	(3148.35)
D	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(731.07)	(10.39)	(741.46)
E	Cash & Cash Equivalents at the beginning of the year	830.29	(19.39)	810.90
F	Cash & Cash Equivalents at the end of the year (D+E)	99.22	(29.78)	69.44

Analysis of Cash & Cash Equivalents as at 31<sup>st</sup> March, 2017 and as at 1<sup>st</sup> April 2016 for the purpose of the Statement of Cash Flow under Ind AS:

(₹ in lakhs)

Sl. No.	Particulars	As at 31 <sup>st</sup> March 2017	As at 1 <sup>st</sup> April 2016
A	Cash & Cash Equivalents for the purpose of the Statement of Cash flow as per Previous GAAP	99.22	830.29
B	Unpaid Dividend	(29.78)	(19.39)
C	Cash & Cash Equivalents for the purpose of the Statement of Cash flow as per Ind AS (A+B)	69.44	810.90



**Reference Notes to point no. (a), (b), (c) & (d) of Note No. 46 above :**

- (i) **Property Plant and Equipment:** The Company has elected the option to continue with the carrying value for all its Property Plant & Equipment as recognised in the financial statement as at the date of transition to Ind AS measured as per previous GAAP and used it as the deemed cost on the date of transition.
- (ii) **Investment in Equity Instrument:** Under previous GAAP Non-Current Investment in Equity Instruments were carried at cost less provision for other than temporary diminution in the value of such investment. Under Ind AS, Investment are measured at Fair Value through OCI.
- (iii) **Government Grants:** Under previous GAAP, the Government Grant in relation to Plant & Equipments was recognised as a part of Capital Reserve. Under Ind AS such Grant has been treated as a deferred subsidy and is recognised in the Statement of Profit and Loss on a systematic basis over the useful life of such assets.
- (iv) **Borrowings:** Under previous GAAP Borrowings measured at transaction value; whereas under Ind AS these have been recognised at amortised cost using Effective Interest Rate (EIR) method.
- (v) **Re-measurement of Defined Benefit Obligations:** Under Previous GAAP re-measurement of retirement defined benefit plans i.e. actuarial gains/(losses) arising due to experience adjustments and change in assumptions were recognised in the Statement of Profit and Loss. Under Ind AS re-measurement of retirement defined benefit plans is recognised in the "Other Comprehensive Income".
- (vi) **Forward Contracts:** Under Previous GAAP the premium paid on forward contracts was recognised as expense or income over the life of the contract. Difference between the exchange rate on the date of inception and at the settlement date of the forward contract was recognised as exchange difference. Further in case of Forward Contract for firm Commitments, mark to market losses were recognised in the statement of Profit and Loss and gain, if any were ignored. Under Ind AS mark to market Gain/ Loss of forward contract as at the reporting date has been recognised in the Statement of Profit and Loss.
- (vii) **Dividend:** Under Previous GAAP (upto 31<sup>st</sup> March 2016), Proposed dividend was recognised as liability in the period to which it was related. Under Ind AS, Proposed dividend is recognised as liability in the period in which it is approved by shareholders.
- (viii) **Deferred Taxes:** Under Previous GAAP, deferred taxes were accounted for based on income statement approach which requires creation of deferred tax asset/liability on temporary differences between the taxable income and accounting income. Under Ind AS deferred taxes are accounted for based on the balance sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Application of Ind AS has also resulted in recognition of deferred taxes on new temporary differences arising due to adjustments made on transition to Ind AS.
- (ix) **Security Deposit:** The Company has given certain interest free security deposit under long term lease agreement. Under IND AS, the security deposit needs to be fair valued. The difference between fair value and previous GAAP carrying value has been recognised as advance rent under Other Current Asset. The same has been charged as rent expense to the Statement of Profit and Loss over the period of lease. Interest Income has been recognised yearly on interest free security deposit.

**48.** Previous year figures have been regrouped/rearranged, wherever considered necessary to conform to current year's classification.

As per our attached report of even date

Jain Pramod Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 016746N

P.K.Jain  
Partner  
Membership No. 010479

New Delhi, May 24, 2018

Signatures to Notes 1 to 48

Harsh V.Lodha  
(DIN: 00394094)

Chairman

D.R.Bansal  
(DIN: 00050612)

R.C.Tapuriah  
(DIN: 00395997)

Aravind Srinivasan  
(DIN: 00088037)

Arun Kishore  
(DIN: 00177831)

Archana Capoor  
(DIN: 01204170)

R.Sridharan

Somesh Laddha

Directors

Manager & CEO

General Manager (Accounts) &  
Secretary

New Delhi, May 24, 2018

# BIRLA CABLE LIMITED

CIN: L31300MP1992PLC007190

## Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India  
Telephone No. (07662) 400580 • Fax No. (07662) 400680  
Email: headoffice@birlacable.com • Website: www.birlacable.com

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

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

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

Dear Sir,

### Sub: Registration of E-mail Address

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

E-mail Address : \_\_\_\_\_

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

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

Registered Address : \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### #Contact No.(s):

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

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

#optional

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

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

Place: \_\_\_\_\_

### Notes:

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



# BIRLA CABLE LIMITED

CIN: L31300MP1992PLC007190

## Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India  
Telephone No. (07662) 400580 • Fax No. (07662) 400680  
Email: headoffice@birlacable.com • Website: www.birlacable.com

## PROXY FORM

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

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

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

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him; and

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Tuesday, the July 31, 2018 at 2.30. p.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1.	Adoption of audited Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2018.		
3.	Re-appointment of Shri D.R.Bansal as a Director, who retires by rotation.		
Special Business			
4.	Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2019.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder : \_\_\_\_\_

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

Affix  
Revenue  
Stamp

### NOTE(S):

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Sixth 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.



# BIRLA CABLE LIMITED

CIN: L31300MP1992PLC007190

## Registered Office:

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Telephone No. (07662) 400580 • Fax No. (07662) 400680  
Email: headoffice@birlacable.com • Website: www.birlacable.com

## ATTENDANCE SLIP

### TWENTY SIXTH ANNUAL GENERAL MEETING

Date of Meeting – July 31, 2018

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

I certify that I am Member/Proxy for the Member(s) of the Company.

I hereby record my presence at TWENTY SIXTH ANNUAL GENERAL MEETING of Birla Cable Limited being held on Tuesday, the July 31, 2018 at 2.30 p.m. at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.).

Signature of the Shareholder/Proxy/Authorised  
Representative present

--

### NOTE(S):

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

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

✂.....

## REMOTE ELECTRONIC VOTING PARTICULARS

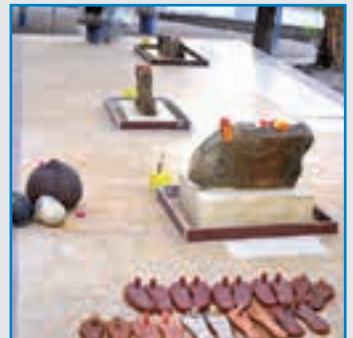
Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
180613014	*

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

**NOTE:** For remote e-voting, please read the instructions printed under the Note No.18 to the Notice dated May 24, 2018 of the Twenty Sixth Annual General Meeting. The Voting period for remote e-voting begins on July 27, 2018 at 9.00 a.m. and ends on July 30, 2018 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter.







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



Company Participated in ECOC - September 2017  
held at Gothenburg, Sweden



Company Participated in AFRICACOM - November 2017  
held at Capetown, South Africa

**REGISTERED OFFICE & WORKS**

Udyog Vihar,  
P.O.Chorhata,  
Rewa - 486 006,  
Madhya Pradesh, India.  
Tel.: +91 7662 400580  
Fax: +91 7662 400680

**MARKETING OFFICES**
**BENGALURU**

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

**CHENNAI**

GR Towers, 2nd Floor, 136,  
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Chennai-600 029,  
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Tel.: +91 44 23746623/ 23746624  
Fax: +91 44 23746625

**GOA**

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

**HYDERABAD**

No 603/1, Block-1, White House  
Municipal No -6-3-1192/1/603/1  
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**KOLKATA**

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**MUMBAI**

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

**NEW DELHI**

Commercial Plaza,  
2nd Floor, Wing-B,  
Radisson Hotel NH-8,  
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India.  
Tel.: +91 11 45538800  
Fax: +91 11 26779038

**VADODARA**

'Satyam', 1st Floor,  
Opp.State Bank Of India,  
Fatehgunj,  
Vadodara - 390 002,  
Gujarat, India.  
Tel.: +91 265 2791794/ 2795642  
Fax: +91 265 2793128

*If undelivered please return to:*

**BIRLA CABLE LTD.**

(Formerly Birla Ericsson Optical Ltd.)

CIN:L31300MP1992PLC007190

Regd. Office & Works: Udyog Vihar, P.O. Chorhata, Udyog Vihar, Rewa - 486 006, Madhya Pradesh, India.  
Tel.: +91 7662 400 580, Fax: +91 7662 400 680

**www.birlacable.com | info@birlacable.com**