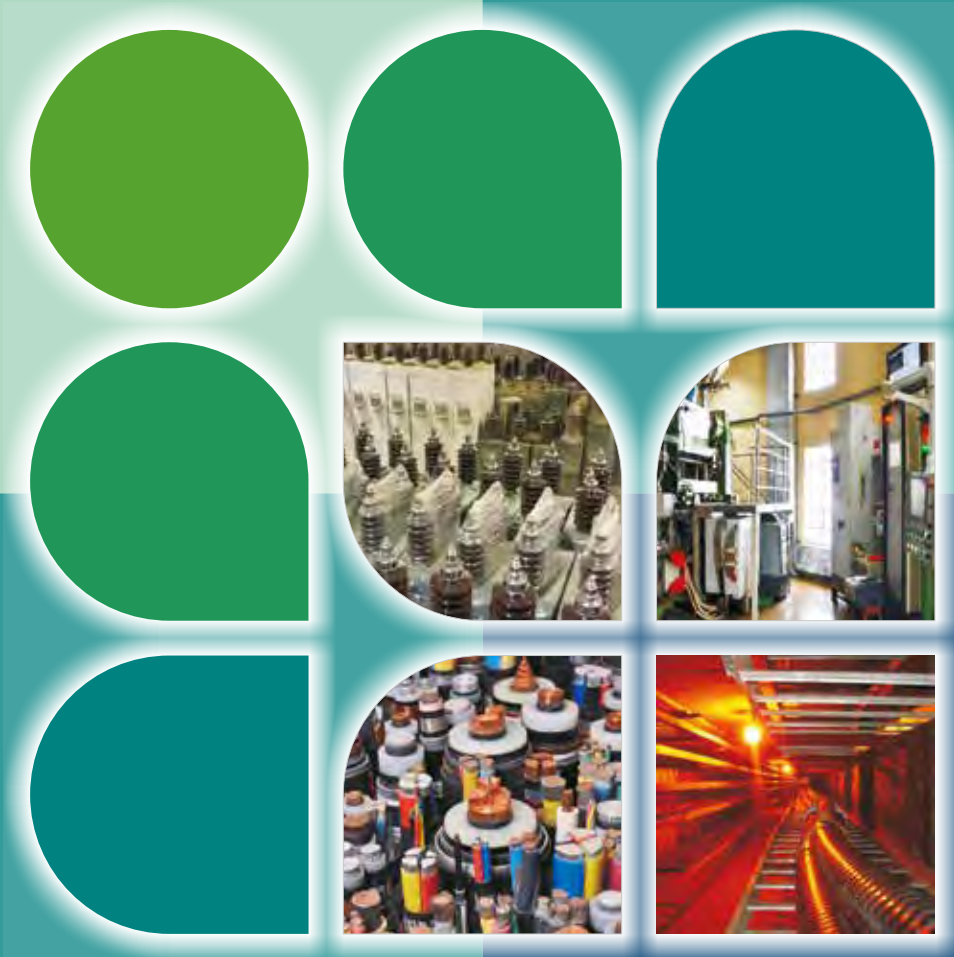




# ANNUAL REPORT 2018 - 19



**UNIVERSAL CABLES LIMITED**

»» *Creating Milestones*

**UNI★STAR®**

**Cables & Capacitors**



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



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



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

*Our source of Inspiration*

# UNIVERSAL CABLES LIMITED

## ANNUAL REPORT 2018-19

### DIRECTORS

SHRI HARSH V. LODHA  
SHRI S.S. KOTHARI  
SHRI S.C. JAIN  
SHRI DINESH CHANDA  
SHRI B.R. NAHAR  
DR. KAVITA A. SHARMA  
SHRI DILIP GANESH KARNIK  
SHRI Y.S.LODHA

*Chairman*

*Managing Director & Chief Executive Officer*

### AUDIT COMMITTEE

SHRI DINESH CHANDA  
SHRI S.S. KOTHARI  
SHRI S.C. JAIN

*Chairman*

### MANAGEMENT TEAM

SHRI AMITAVA BOSE  
SHRI S.C.VAIDYA  
SHRI TARUN CHUGH  
SHRI PRASANTA PANDIT  
SHRI SUDEEP JAIN

*Chief Operating Officer*

*Chief Technical Officer*

*Chief Marketing Officer*

*Chief Financial Officer*

*Company Secretary*

### AUDITORS

V. SANKAR AIYAR & CO.  
CHARTERED ACCOUNTANTS  
NEW DELHI

### BANKERS

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

### REGISTERED OFFICE

P.O. BIRLA VIKAS,  
SATNA - 485 005 (M.P.), INDIA  
PHONE : +91 7672 257121-27, 414000  
FAX : +91 7672 257129, 257131  
E-mail : [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in)  
Website : [www.unistar.co.in](http://www.unistar.co.in)  
CIN : L31300MP1945PLC001114

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# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

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

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

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

## NOTICE OF SEVENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Fourth Annual General Meeting of the Members of Universal Cables Limited will be held on Monday, the 5<sup>th</sup> August, 2019 at 4:30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) to transact the following businesses:-

### ORDINARY BUSINESSES:

- To receive, consider and adopt:
  - the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of Auditors thereon.
- To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019.
- To appoint a Director in place of Shri Bachh Raj Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Regulation 25 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and notified from time to time, (“Listing Regulations”) Dr. Kavita A. Sharma (DIN: 07080946), who was appointed as an Independent Director of the Company and who holds office as such up to 5<sup>th</sup> February, 2020, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 6<sup>th</sup> February, 2020 to 5<sup>th</sup> February, 2025.

FURTHER RESOLVED that any one of the Directors or Company Secretary of the Company be and is hereby authorised to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate or expedient in this regard to give effect to the above resolution.”
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the 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, modification or re-enactment thereof, for the time being in force), Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2020, be paid a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable tax and reimbursement of out of pocket expenses that may be incurred during the course of audit of cost accounting records of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
- To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any amendment thereto or modification thereof, approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) effective from the financial year commencing from 1<sup>st</sup> April, 2019 of such sum or sums as determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee provided that payment of such remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) shall be in such proportion/manner and upto such extent for each financial year commencing on or after

1<sup>st</sup> April, 2019 as the Board of Directors shall determine from time to time within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 and other governing provisions of the Act and rules made thereunder.

FURTHER RESOLVED that the remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Director(s) shall be in addition to the remuneration by way of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, things and to take all such steps as may be considered necessary, appropriate, expedient or desirable in this regard to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

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

“RESOLVED that pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from 1<sup>st</sup> April, 2019, read with Sections 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2019-20 (1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020) to Shri Harsh V. Lodha (DIN:00394094), Non-Executive Chairman of the Company, which may exceed fifty percent of the total annual remuneration/compensation by way of profit related commission or otherwise payable to all Non-Executive Directors of the Company, within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company to all Non-Executive Directors as fixed/approved by the members of the Company.

FURTHER RESOLVED that the remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon), to Shri Harsh V. Lodha, Non-Executive Chairman of the Company, shall be in addition to the remuneration by way of sitting fees for attending the meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter, things and to take all such steps as may be considered necessary, appropriate, expedient or desirable in this regard to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

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

By Order of the Board of Directors  
for Universal Cables Limited

(Sudeep Jain)  
Company Secretary

16<sup>th</sup> May, 2019

#### NOTES FOR MEMBERS' ATTENTION

1. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
2. Members of the Company had approved appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors at the 72<sup>nd</sup> (Seventy Second) Annual General Meeting of the Company held on 24<sup>th</sup> July, 2017 for a term of five (5) consecutive years. The amended provisions of 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 7<sup>th</sup> May, 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 V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) hold office for a consecutive period of five (5) years until the conclusion of 77<sup>th</sup> (Seventy Seventh) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of her 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 4:30 P.M. on 3<sup>rd</sup> August, 2019.

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 the 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 dematerialised form are requested to bring their DP I.D. and Client I.D. 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 the 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 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 Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 30<sup>th</sup> July, 2019 to Monday, the 5<sup>th</sup> August, 2019 (both days inclusive) for the purpose of the 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 3<sup>rd</sup> September, 2019 as under: -
  - (i) 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 29<sup>th</sup> July, 2019; and
  - (ii) 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 29<sup>th</sup> July, 2019.
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. Members may further note that as per amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed with effect from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with a depository. Members are therefore advised to dematerialise their holding for facilitating the transfer of shares.
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. The Company has transferred ₹ 8,43,312/- being the unpaid and unclaimed dividend amount for the year 2010-11 on 29<sup>th</sup> September, 2018 to the Investor Education and Protection Fund of the Central Government. Members who have so far not encashed their dividend warrants for the year ended 31<sup>st</sup> March, 2018 are requested to write to the Company or its Registrar & Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends have been uploaded on the Company's website [www.unistar.co.in](http://www.unistar.co.in).

During the year ended 31<sup>st</sup> March, 2019, the Company has transferred 46,221 equity shares to the Investor Education and Protection Fund (IEPF) Authority in compliance of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPFA/refund.html>
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 2018-19 of the Company are being sent by e-mail to all the members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s) 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 be downloaded from the Company's website: [www.unistar.co.in](http://www.unistar.co.in) under the section 'Investor Relation'. The Annual Report 2018-19 circulated to the Members of the Company will also be made available on the Company's website - [www.unistar.co.in](http://www.unistar.co.in). Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares at the cut off date i.e 29<sup>th</sup> July, 2019, may obtain login id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents.
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 & Share Transfer Agents.
15. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment at the ensuing Annual General Meeting are furnished in the Explanatory Statement, which is annexed to the Notice and forms part of the Notice. The Directors have furnished the requisite consent/declaration for their re-appointment.
16. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 continues to act in the capacity of Registrar & Share Transfer Agent for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Registrar & Share Transfer Agents.
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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members the facility of voting and remote e-Voting ("remote e-Voting is the facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting on resolutions proposed to be considered at the meeting and as such all business may be transacted through remote e-Voting"). The remote e-Voting facility 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.
18. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on Thursday, the 1<sup>st</sup> August, 2019 at 9.00 a.m. and ends on Sunday, the 4<sup>th</sup> August, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 29<sup>th</sup> July, 2019 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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 login.</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>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Universal Cables Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
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. 29<sup>th</sup> July, 2019.
20. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary, or failing him, Shri R.S. Bajaj, Practising Company Secretary, as Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.
21. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary and Shri Prashant Nayak, Practising Chartered Accountant, as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in a fair and transparent manner.
22. 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 Scrutinizers, by use of Ballot/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.
23. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, within Forty-Eight hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
24. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The said result would be displayed at the Registered Office as well as Corporate Office of the Company, intimated to the Stock Exchanges where the Company’s equity shares are listed and shall also be displayed along with the Scrutinizer’s Report on the Company’s website [www.unistar.co.in](http://www.unistar.co.in) 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.

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

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice dated 16<sup>th</sup> May, 2019:

**Item No. 4**

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, Dr. Kavita A. Sharma (DIN: 07080946) was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 6<sup>th</sup> February, 2015 to 5<sup>th</sup> February, 2020.

As per the provisions of Section 149 of the Act read with the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, an Independent Director shall hold office as such for a term upto five (5) consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Directors’ Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms. As per provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

Considering the recommendation of the Nomination and Remuneration Committee, inter alia, based on performance evaluation of Independent Directors, the Board of Directors of the Company at its meeting held on 16<sup>th</sup> May, 2019, has recommended for re-appointment of Dr. Kavita A. Sharma, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 6<sup>th</sup> February, 2020 to 5<sup>th</sup> February, 2025.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 16<sup>th</sup> May, 2019, placed on record that Dr. Kavita A. Sharma is a qualified professional brings with her a wide range of skills and experience to the Board, which enhances the quality of Board’s decision-making process. The Company and its Board of Directors have immensely benefitted from her vast experience, knowledge and strategic insights on various matters relating to the Company’s business. In this backdrop and also taking into account the performance evaluation besides recognizing enormous contribution of Dr. Kavita A. Sharma, Independent Director, in the functioning and performance of the Company over the years, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, recommends that it will be in the interest of the Company to re-appoint her as a woman Independent Director of the Company for a second term of five (5) consecutive years with effect from 6<sup>th</sup> February, 2020 to 5<sup>th</sup> February, 2025.

Dr. Kavita A. Sharma has given her consent to act as an Independent Director of the Company and has also furnished necessary declaration under Section 149(7) of the Act, to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Act. She has also furnished the declaration and confirmation pursuant to Regulation 25(8) of the Listing Regulations that she meets the criteria of independence as provided under clause (b) of sub-regulation(1) of Regulation 16 of the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence which has been taken on record by the Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019 after due assessment of veracity of the same. Further, as per the declaration received by the Company, Dr. Kavita A. Sharma, is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

The Company has received notice in writing from member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Kavita A. Sharma, for the office of director of the Company.

In the opinion of the Board, Dr. Kavita A. Sharma fulfils the conditions for re-appointment as an Independent Director of the Company as specified under the Act, read with the Rules framed thereunder and the Listing Regulations.

Pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, brief profile of Dr. Kavita A. Sharma, Independent Director, proposed to be re-appointed including nature of her expertise and shareholdings in the Company, etc. are given in Annexure - ‘A’ attached hereto.

Copy of the draft letter of re-appointment relating to Dr. Kavita A. Sharma setting out the terms and conditions of re-appointment is available on the Company’s website [www.unistar.co.in](http://www.unistar.co.in) and also available for inspection by any member at the Registered Office and Corporate Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting.

Approval of the members is sought for passing a Special Resolution for re-appointment of Dr. Kavita A. Sharma, Independent Director, in compliance to the provisions of Section 149, read with Schedule IV and other applicable provisions, if any, of the Act and the Rules framed thereunder and all other applicable provisions of the Listing Regulations for the time being in force.

Having regard to the qualifications, knowledge and vast experience of Dr. Kavita A. Sharma, her re-appointment on the Board of Directors of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the Resolutions as set out at Item No. 4 of this Notice to be passed as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives, except Dr. Kavita A. Sharma and her relatives are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

#### Item No. 5

The Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019, on the recommendation of the Audit Committee has appointed Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 00369) as the Cost Auditors at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable tax thereon and reimbursement of out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2020 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time and to the extent applicable to the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration to be paid to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is subject to ratification by the Members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of remuneration to be paid to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2020.

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

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

#### Item No.6

In terms of provisions contained in Section 197 of the Companies Act, 2013 ("the Act"), a company by way of an Ordinary Resolution in general meeting may authorise payment of remuneration/compensation to Non-Executive Directors (including Independent Directors), a sum not exceeding 1% (one percent) of the Net Profits of such company, if there is a Managing or Whole-Time Director or Manager. Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof ("Listing Regulations"), the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Act) or compensation, if any, paid to Non-Executive Directors including Independent Directors and the same shall require approval of shareholders in general meeting.

At present, save and except for the sitting fees for participating in the meetings of the Board of Directors and Committees thereof, the Company does not pay any remuneration/compensation to Non-Executive Directors including Independent Directors. The Non-Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across wide spectrum of functional areas and role played by the Non-Executive Directors including Independent Directors in the Company's governance and performance is very important for growth of the Company. Accordingly, the Board of Directors of the Company at its meeting held on 16<sup>th</sup> May, 2019 recommended for the approval of the members, payment of remuneration/compensation by way of profit related commission or otherwise as permissible under the Act to Non-Executive Directors including Independent Directors of the Company for all financial years commencing from 1<sup>st</sup> April, 2019 in line with the current trends, considering their roles and responsibilities and contribution made by them during their tenure as Non-Executive Directors of the Company. The amount of remuneration/compensation payable to the Non-Executive Directors shall be determined by the Board of Directors for each financial year commencing from 1<sup>st</sup> April, 2019 based on the recommendation of the Nomination and Remuneration Committee. The remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) as above, shall be paid in such proportion/manner and upto such extent amongst all or some Non-Executive Directors as the Board of Directors determine from time to time within the overall maximum limit of 1% (one percent) of the Net Profits of the Company for the relevant financial year computed in the manner as laid down under Section 198 and other governing provisions of the Act and rules made thereunder.

The said remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Director(s) shall be in addition to the remuneration by way of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings. Additional information in respect of Non-Executive Directors of the Company are disclosed in the Annual Report under 'Report on Corporate Governance'.

Save and except all the Non-Executive Directors/Independent Directors of the Company and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members of the Company.

#### Item No.7

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1<sup>st</sup> April, 2019, the approval of the members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration/compensation by way of profit related commission or otherwise as permissible under the Companies Act, 2013 to a single Non-Executive Director exceeding fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors and giving details of remuneration thereof.

Shri Harsh V. Lodha has contributed immensely towards the sustained growth of the Company since his appointment as Non-Executive Chairman of the Company with effect from 30<sup>th</sup> October, 2009. Considering the active and vital role played by Shri Harsh V. Lodha as Non-Executive Chairman of the Company, it is proposed to pay him remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2019-20, which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 16<sup>th</sup> May, 2019, recommended for passing of a Special Resolution by the Members of the Company for payment of remuneration/compensation by way of profit related commission or otherwise to Shri Harsh V. Lodha as the said remuneration/compensation payable to him for the financial year 2019-20 may exceed fifty percent of total annual remuneration payable to all Non-Executive Directors of the Company.

Disclosures/additional information concerning Shri Harsh V. Lodha, as required under Listing Regulations and Secretarial Standard on General Meetings (SS-2) are given in the Annexure to this Explanatory Statement.

Save and except Shri Harsh V. Lodha and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No.7 of the Notice.

The Board recommends the Special Resolution as set out in Item No.7 of the accompanying Notice for approval of the Members of the Company.

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

By Order of the Board of Directors  
for Universal Cables Limited

(Sudeep Jain)  
Company Secretary

16<sup>th</sup> May, 2019

**ANNEXURE-A**

Disclosures/additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") pertaining to Directors recommended for appointment/re-appointment and concerning other matters as referred to in the accompanying Notice/Explanatory Statement.

Name of Director	Shri Bachh Raj Nahar	Dr. Kavita A. Sharma	Shri Harsh V. Lodha
DIN	00049895	07080946	00394094
Date of Birth	14 <sup>th</sup> June, 1951	5 <sup>th</sup> July, 1950	13 <sup>th</sup> February, 1967
Nationality	Indian	Indian	Indian
Age	68 years	69 Years	52 Years
Date of first appointment on the Board	19 <sup>th</sup> May, 2014	6 <sup>th</sup> February, 2015	24 <sup>th</sup> April, 1998
<b>Qualifications &amp; Experience, Expertise (including nature of expertise in specific functional areas)/brief resume</b>	<p>Shri Bachh Raj Nahar holds a Bachelor's Degree in Commerce from University of Rajasthan. He is an eminent Chartered Accountant and has served in diverse fields at senior positions in large corporate houses. He is a Managing Director of Birla Corporation Limited, the flagship Company of the M.P. Birla group. He has been holding senior positions in major Companies for four decades. Businessworld magazine had identified him as the most valuable CEO among India's mid-size Cement Companies at its issue dated 29th November, 2010. He was an Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India. Earlier, he was an Executive President of Vikram Ispat of the Aditya Birla Group, one of the largest groups of India.</p>	<p>Dr. Kavita A. Sharma is President of South Asian University, New Delhi. By Qualification, she is Ph.D. in English, M.A. in English from Delhi University and L.L.M. from University of British Columbia, Canada. She has served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and Honorary visiting Lecturer at University of Indonesia during the period 1977-78.</p> <p>Dr. Sharma has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92. She has also conferred with "Indira Gandhi Sadbhavana Award" by National Integration and Economic Council.</p> <p>She has published various books and articles in the field of education, social and economy. She is Life Member of various professional organizations like English Association, Indian Association of Canadian Studies, India Law Institute etc.</p>	<p>Shri Harsh V. Lodha, holds a Bachelor of Commerce Degree from Calcutta University and is a qualified Chartered Accountant. He possesses vast and varied experience of about 32 years in profession and industry. He has worked with Lodha &amp; Co., Chartered Accountants, in the capacity as a partner from 1988 to 2008. He retired from the said firm as Joint Country Managing Partner in October 2008. He has served on various key positions of committee constituted by FICCI, ICAI, Department of Company Affairs, Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. He has also served as the Vice Consul of the Republic of Philippines for Eastern India.</p>
<b>Terms and conditions of appointment/re-appointment</b>	Liabie to retire by rotation.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 6 <sup>th</sup> February, 2020 to 5 <sup>th</sup> February, 2025.	Liabie to retire by rotation.
<b>Number of shares held in the Company</b>	171 equity shares	150 equity shares	18297 equity shares
<b>Relationship with other Directors, Managing Director &amp; Chief Executive Officer and other Key Managerial Personnel</b>	None	None	None
<b>Number of Board Meeting attended during the financial year 2018-19</b>	4 out of 4	3 out of 4	4 out of 4

Name of Director	Shri Bachh Raj Nahar	Dr. Kavita A. Sharma	Shri Harsh V. Lodha
<b>List of outside Directorships held</b>	<b>Listed Companies:</b> Birla Corporation Limited <b>Unlisted Companies:</b> Talavadi Cements Ltd. Budge Budge Floorcoverings Ltd. Mili Capital Management Pvt. Ltd. Mili Consultants & Investment Pvt. Ltd. BRN Commodities & Trading Co. Pvt. Ltd. Birla Cement (Assam) Ltd. Lok Cements Ltd. RCCPL Private Limited (formerly Reliance Cement Company Pvt. Ltd.)	None	<b>Listed Company:</b> Alfred Herbert (India) Ltd. Birla Corporation Limited Birla Cable Limited Vindhya Telelinks Limited <b>Unlisted Companies:</b> Hindustan Gum & Chemicals Limited JK Fenner (India) Ltd. Punjab Produce Holdings Ltd. Baroda Agents & Trading Co. Pvt. Ltd. Birla Furukawa Fibre Optics Pvt. Ltd. East India Investment Co. Pvt. Ltd. Gwalior Webbing Co. Pvt. Ltd. Oneworld Resources Pvt. Ltd. RCCPL Private Limited Swiss India Financial Services Co. Pvt. Ltd. The Punjab Produce & Trading Co. Pvt. Ltd.
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	None	None	Chairman – Corporate Social Responsibility Committee
<b>Chairman/Member of the Committee of the Board of Directors of other Companies</b>	<b>Listed Companies:</b> <u>Birla Corporation Limited</u> :- Member - Stakeholders Relationship Committee Member – Committee of Directors <b>Unlisted Companies:</b> <u>RCCPL Private Limited</u> (formerly Reliance Cement Company Pvt. Ltd.) Member – Committee of Directors	None	<b>Listed Companies:</b> <u>Birla Corporation Limited</u> :- Chairman - Stakeholders Relationship Committee Chairman - Corporate Social Responsibility Committee Member - Committee of Directors Member - Nomination and Remuneration Committee <b>Unlisted Companies:</b> <u>Gwalior Webbing Co. Private Limited</u> :- Member - Corporate Social Responsibility Committee <u>Hindustan Gum &amp; Chemicals Limited</u> :- Chairman - Corporate Social Responsibility Committee <u>RCCPL Private Limited</u> :- (formerly Reliance Cement Company Pvt. Ltd.) Chairman - Corporate Social Responsibility Committee Member - Committee of Directors Member - Nomination and Remuneration Committee <u>The Punjab Produce &amp; Trading Company Private Limited</u> :- Chairman - Corporate Social Responsibility Committee
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports. It is proposed to pay Remuneration/Compensation by way of profit related commission or otherwise as permissible to Non-Executive Directors including Independent Directors of the Company.		

# Directors' Report

## TO THE SHAREHOLDERS

Your Directors have the pleasure of presenting their Seventy Fourth Annual Report, together with the Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2019.

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

(₹ in lakhs)

Description	2018-19	2017-18
Revenue from Operations	<b>142854.46</b>	121838.75
Earnings before Finance Costs, Depreciation and Tax	<b>18665.80</b>	11797.27
Finance Costs	<b>6205.52</b>	5343.26
Profit before Depreciation and Tax	<b>12460.28</b>	6454.01
Depreciation and Amortization	<b>2138.25</b>	2090.23
Profit before Tax	<b>10322.03</b>	4363.78
Tax Expenses (Including Deferred Tax)	<b>3422.20</b>	169.32
Net Profit for the year	<b>6899.83</b>	4194.46

The financial statements for the year ended 31<sup>st</sup> March, 2019 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.

## GENERAL & CORPORATE MATTERS

Your Company achieved the total Revenue from Operations of ₹ 142854.46 lakhs in the current fiscal year as compared to ₹ 121838.75 lakhs in the previous fiscal year registering an increase of 17.25%. The revenue from exports for your Company was ₹ 7808.15 lakhs during the year under review. Earnings before interest (finance costs), tax, depreciation and amortization (EBITDA) during the current fiscal year is ₹ 18665.80 lakhs as compared to ₹ 11797.27 lakhs in the previous fiscal year. During the year under review, the Company earned Profit before Tax of ₹ 10322.03 lakhs as compared to ₹ 4363.78 lakhs in the previous fiscal year reflecting a robust increase of 136.54%. Profit after Tax stood at ₹ 6899.83 lakhs in the current fiscal year as compared to ₹ 4194.46 lakhs in the previous fiscal year showing an impressive growth of 64.50%.

The performance of your Company marked an impressive improvement during the year under review despite the competitive ecosystem and market volatility. This characterizes a year-on-year upswing trend in your company's performance. Your Company has achieved success by recognizing the imperatives for adaptive challenges and thereby aligning the strategic fundamentals. For improving the operational efficiencies, your Company lays thrust on continuous improvement in delivering products of high quality at competitive price, periodic upgradation of plant and machinery, improving capacity utilization, reducing scrap and over usage of input raw-materials, strengthening the supply chain management for timely flow of major raw materials ensuring better inventory control and astute financial discipline.

Your Company has a leading market share in the EHV segment equipped with two VCV Lines having the latest version of technology. In the HV and MV segment, your Company also has a sizable market share, however, in the LV segment, your Company has a relatively low market share compared to its peers. This skewed share pattern is a fall-out of your Company's strategy to dominate the upmarket segment and to transform a major part of its business activities to turnkey EHV underground transmission projects. Having achieved the leading position in EHV, HV and MV segment, your Company feels, it is the opportune moment to expand in the LV segment which is passing through a phenomenal growth rate. The growth outliners shows that the LV segment would continue to grow with an exponential trend. To seize this opportunity, your Company is now planning to rapidly expand its business in the LV segment.

Keeping in mind the velocity of change, your Company adopts a change management strategy towards the most important changes influencing its business operations from technology to people management. The change management strategy encompasses the market, competition, technology and re-skilling of people for adapting to the paradigm shift in the work place. In wake of abrupt changes which can have radical impact on the business operations, your Company empowers people for taking immediate decisions and judgment calls to take advantage of the opportunity or mitigate the risks posed in the given situation.

Your Company has the advantage of flexible manufacturing enabling it to switch production between EHV and MV, the key products, at times when the demand is asymmetric in nature. Your Company has substantially increased its presence in turnkey business in EHV cable and has now initiated its footprint in MV cable intensive turnkey power distribution projects which also has significant market opportunities.

During the year under review, your Company has successfully implemented an advanced software CYMCAP for cable design and operational parameters which can be integrated with the existing SAP HANA already functional in your Company. The out-put design data from this software is considered uncontested and sacrosanct by all the utilities, consultants and industries worldwide. This would serve as an added competitive advantage.

Your Company has always maintained its policy to retain talent and also to hone the skills of its employees for deliverance of their capabilities and creativity to contribute to their workplace and your Company at large. Your Company gives weightage to home grown talent and spots

achievers for grooming them for a succession plan in your Company. Your Company espouses positive organizational change by setting directions, building self-confidence, encouraging smart risk taking and drawing strength from adversities.

Your Company pays considerable importance to occupational and health safety for protecting all levels of employees from risks, hazards and accidents as well as protecting your Company's assets. Mandatory safety-drills are in force as a routine. Environment protection is diligently followed. In a recent drive, the Plant aesthetics have undergone significant improvement creating an ambiance for an appreciable working place.

#### **DIVIDEND**

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 ₹ 2/- (previous year ₹1.50/-) per equity share of face value of ₹ 10/- each i.e. 20% (previous year 15%) for the financial year ended 31<sup>st</sup> March, 2019. The distribution of Dividend on equity shares, if approved by the Members at the ensuing Annual General Meeting, will result in payout of ₹ 693.91 lakhs excluding Tax on Dividend and surcharge/education cess thereon, as applicable.

#### **SHARE CAPITAL**

During the year under review, there was no change in the Issued, Subscribed and Fully paid-up equity share capital of the Company. The Fully paid-up equity share capital of the Company as on 31<sup>st</sup> March, 2019 stood at ₹ 3469.83 lakhs. The Division Bench of Hon'ble Delhi High Court has vide its Order dated 27<sup>th</sup> September, 2018 has vacated the interim stay granted by Division Bench of Delhi High Court on 18<sup>th</sup> November, 2015 with respect to the additional 27,05,533 Equity Shares issued pursuant to the Rights Issue under Category "C" of the Basis of Allotment. Accordingly, dispatch of share certificate(s) in physical form and credit in the respective demat account(s) of the concerned allottees have been processed and trading approvals have been granted by BSE Ltd and National Stock Exchange of India Ltd.

#### **DEPOSITS/FINANCE**

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

Your Company continued to optimise bank borrowings by focusing on cash flows and working capital management. During the year under review, your Company has also availed alternate cheaper funding option like issuance of Commercial Papers in order to reduce 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, as amended from time to time ("Listing Regulations"), the Management Discussion and Analysis, Report on Corporate Governance and a Certificate by the Managing Director & 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 (CSR)**

The Company has constituted the CSR Committee in accordance with Section 135(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of the Annual Report. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in Annexure-I which 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.unistar.co.in](http://www.unistar.co.in).

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (a) that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

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

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

The Board has also implemented systems to ensure compliance of all applicable laws to the Company which were effective and operative during the year under review. At quarterly intervals, the Company Secretary & Compliance Officer places before the Board a certificate alongwith a detailed statement certifying compliance of various laws and regulations as applicable to the business and operations of the Company after obtaining confirmation from all functional heads responsible for compliance of such applicable laws and regulations.

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 ongoing basis.

## INDUSTRIAL RELATIONS AND SAFETY

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

Your Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plant and facilities to maintain high awareness levels. During the year, the Company's Capacitor Division has been presented with National Safety Award for outstanding performance in Industrial Safety as Runner-Up during the Performance Year 2016 in achieving Lowest Average Frequency Rate. Your Company has also stressed the need to adopt the highest safety standards on turnkey projects undertaken for EHV power cables with the emphasis on ensuring that safety on all projects under execution are given a great deal of importance. The Company is conscious of the importance of environmentally clean and safe operations so as to ensure safety of all concerned and compliance of applicable environmental regulations. The Company as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety for its people as well as users and customers.

## RECOGNITION

Your Company's manufacturing facilities and functional departments continue to remain certified by independent and reputed external agencies as being compliant as well as aligned with international standards for Quality Management System ISO 9001:2015, Environmental Management System ISO 14001: 2015 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. EHV Cable Laboratory of the Company has been accredited by National Accreditation Board for Testing and Calibration Laboratories (NABL), in accordance with the Standard ISO/IEC17025:2005 (General Requirements for the Competence of Testing & Calibration Laboratories) in the field of Testing.

## DIRECTORS

During the year, members by way of Special Resolution(s) passed through Postal Ballot/Remote e-Voting, have reappointed Shri S.S. Kothari (DIN:0005428), Shri S.C. Jain (DIN:00194087) and Shri Dinesh Chanda (DIN: 00939978) as Independent Directors of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024; and have approved the appointment of Shri Y.S.Lodha (DIN: 00052861) as Managing Director & Chief Executive Officer of the Company for the period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022 .

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Bachh Raj Nahar (DIN: 00049895), Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

Dr. Kavita A. Sharma (DIN: 07080946) was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 6<sup>th</sup> February, 2015 to 5<sup>th</sup> February, 2020. The Nomination and Remuneration Committee and Board of Directors at their respective Meetings held on 16<sup>th</sup> May, 2019, have recommended for the re-appointment/extension of term of Dr. Kavita A. Sharma as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 6<sup>th</sup> February, 2020 to 5<sup>th</sup> February, 2025, for consideration of the Members of the Company at the ensuing Annual general Meeting.

The brief resume and other information/details of Directors recommended for appointment/ re-appointment, as required under Regulation 36(3) of the Listing Regulations, and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) are given in Annexure to the Notice of the ensuing Annual General Meeting, which is being sent to the shareholders along with Annual Report.

#### **KEY MANAGERIAL PERSONNEL**

Shri Y.S.Lodha, Managing Director & Chief Executive Officer, Shri Prasanta Pandit, Chief Financial Officer and Shri Sudeep Jain, Company Secretary are the key managerial personnel of the Company.

Shri Y.S.Lodha has been appointed as Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022. Prior to his appointment as Managing Director & Chief Executive Officer, he was designated as Manager & Chief Executive Officer of the Company since 15<sup>th</sup> May, 2015.

Shri Om Prakash Pandey, who was appointed as Company Secretary of the Company, has resigned from the services of the Company with effect from 30<sup>th</sup> September, 2018. Shri Sudeep Jain has been appointed as Company Secretary of the Company with effect from 12<sup>th</sup> November, 2018.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors of your Company viz. Shri S.S. Kothari, Shri S.C. Jain, Shri Dinesh Chanda and Dr. Kavita A. Sharma have severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. They have also furnished the declaration and confirmation pursuant to Regulation 25(8) of the Listing Regulations affirming compliance to the criteria of Independence as provided under Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have individually confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the declarations and confirmations of the Independent Directors and after undertaking due assessment of the veracity of the same, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled all the conditions as specified under the governing provisions of the Companies Act, 2013 and the Listing Regulations.

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

During the year under review, the Board met four times viz. on 23<sup>rd</sup> May, 2018, 10<sup>th</sup> August, 2018, 12<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019.

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 Listing Regulations, details of which alongwith composition, number of meetings of all other Board Committees held during the year under review and attendance at the meetings are provided in the Report on Corporate Governance, forming a part of the Annual Report. During the year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors.

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

Pursuant to the provisions of the Companies Act, 2013, the Listing Regulations and Guidance Note on Board evaluation issued by SEBI, the Board of Directors of your Company carried out the formal annual evaluation of its own performance and that of its Committees and individual Directors. The process was conducted by allowing the Board to engage in candid discussions with each Director with the underlying objective of taking best possible decisions in the interest of the Company and its stakeholders. The Directors were individually evaluated based on personal interaction to ascertain feedback on well defined parameters which, interalia, 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 deliberated the review of the performance of the Chairman (taking into account the views of Non-executive Directors and Managing Director & Chief Executive Officer), 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, interalia, 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 Directors based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder and the Listing Regulations. 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, Key Managerial Personnel and Senior Management Personnel. The salient features of the Remuneration Policy are stated in the Report on Corporate Governance, which forms a part of the Annual Report. The Remuneration Policy is uploaded on the website of the Company and the weblink of the same is [http://www.unistar.co.in/pdf/Policy\\_for\\_Remuneration\\_for\\_Board\\_Members\\_Executive\\_Management.pdf](http://www.unistar.co.in/pdf/Policy_for_Remuneration_for_Board_Members_Executive_Management.pdf).

#### **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/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 stated in the Corporate Governance Report and also posted on the website of the Company.

#### **APPLICABILITY OF COST RECORDS**

The requirement of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is applicable on the Company and accordingly such accounts and records are made and maintained.

#### **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 V. Sankar Aiyar & Co., Chartered Accountants (Registration No. 109208W), the Auditors of the Company, hold office for a consecutive period of five(5) years until the conclusion of Seventy Seventh (77<sup>th</sup>) Annual General Meeting of the Company 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 (Registration No. 000369), as Cost Auditors for conducting the audit of the cost records maintained by the Company in respect of specified products of the Company covered under the Companies (Cost Records and Audit) Rules, 2014 and fixed their remuneration based on the recommendation of the Audit Committee. The remuneration together with applicable tax thereon and reimbursement of out of pocket expenses to be paid to the Cost Auditors is subject to ratification by the members in the ensuing Annual General Meeting of the Company.

#### **AUDITORS' REPORT**

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

#### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to Regulation 24A of the Listing Regulations, Messrs R.K. Mishra & Associates, Company Secretaries in whole time practice (PCS Registration No.14474) were appointed to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2019. The Report of the Secretarial Auditors for the year ended 31<sup>st</sup> March, 2019 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 Secretarial Auditors 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 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 on an arm's 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 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 the same can be accessed at weblink [http://www.unistar.co.in/pdf/Policy\\_Relate\\_Party\\_Transactions.pdf](http://www.unistar.co.in/pdf/Policy_Relate_Party_Transactions.pdf).

#### **ASSOCIATE AND JOINT VENTURE**

Your Company has an associate company viz. Vindhya Telelinks Limited and a joint venture company viz. Birla Furukawa Fibre Optics Private Limited. Vindhya Telelinks Limited, an associate company is engaged in the business of manufacturing and sales of telecommunication cables, other types of wires and cables, FRP rods/Glass rovings, etc. and Engineering, Procurement and Construction (EPC) business. Birla Furukawa Fibre Optics Private Limited, joint venture company, established in pursuance to a Joint Venture Agreement entered into between your Company and Furukawa Electric Co. Ltd., Japan and engaged in the business of manufacturing and sales of telecommunication grade Optical Fibres. During the year under review, Vindhya Telelinks Limited, an associate company has achieved the sustained growth in the business with improved financial performance. During the year under review, Birla Furukawa Fibre Optics Private Limited, a joint venture company has achieved slight increase in Turnover but there was decrease in Net Profit, primarily owing to higher raw material costs which was further exacerbated by unfavorable foreign exchange rates.

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

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

#### **FOREIGN COLLABORATION**

The Company has entered into a Manufacturing Technical Collaboration Agreement with NKT GmbH & Co. KG, Germany on 9<sup>th</sup> August, 2018 for 400 kV Extra High Voltage XLPE Underground Cables.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

The Audited Consolidated Financial Statements of the Company as of and for the year ended 31<sup>st</sup> March, 2019, have also been prepared in the same form and manner, as that of the Company and are in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with Indian Accounting Standards specified under the Companies (Indian Accounting Standards), Rules, 2015, viz. Indian Accounting Standard (Ind AS)-110 "Consolidated Financial Statements" and Indian Accounting Standard (Ind AS)-28 "Investments in Associates and Joint Ventures", forms a part of the Annual Report.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of Loans, Guarantees and Investments pursuant 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.

#### **PARTICULARS OF EMPLOYEES**

No disclosure is required to be made pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as none of the employees during the year under review was in receipt of remuneration as specified under the said Rule.

#### **EXTRACT OF ANNUAL RETURN**

An Extract of Annual Return as per 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 and is also available on the Company's website at [http://www.unistar.co.in/pdf/corporate\\_governance/mgt9\\_2019.pdf](http://www.unistar.co.in/pdf/corporate_governance/mgt9_2019.pdf)

#### **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 31<sup>st</sup> March, 2019.
- (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 and has also constituted an Internal Complaints Committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.
- (d) There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Directors' Report.
- (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 desires to place on record its grateful appreciation for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the bankers, investors, suppliers, esteemed customers and other business associates. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

Yours faithfully,

	Harsh V. Lodha (DIN:00394094)	<i>Chairman</i>
S.S. Kothari (DIN:00005428)	S.C. Jain (DIN:00194087)	} <i>Directors</i>
Dinesh Chanda (DIN:00939978)	B.R. Nahar (DIN:00049895)	
Kavita A. Sharma (DIN:07080946)	Dilip Ganesh Karnik (DIN:06419513)	
	Y.S.Lodha (DIN:00052861)	

New Delhi  
16<sup>th</sup> May, 2019

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

**1. 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 may be accessed from the weblink [http://www.unistar.co.in/pdf/Corporate\\_Social\\_Responsibility\\_Policy.pdf](http://www.unistar.co.in/pdf/Corporate_Social_Responsibility_Policy.pdf)

**2. Composition of the CSR Committee:**

- (a) Shri Harsh V. Lodha, Chairman (Non-Executive Non-Independent Director)
- (b) Shri Dinesh Chanda, Member (Independent Director)
- (c) Shri S.C. Jain, Member (Independent Director)

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

Nil. As the average net profit for last three financial years (preceding the financial year under review) was in negative.

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

The prescribed CSR expenditure required to be spent during the financial year 2018-19 was NIL since the average net profit for last three financial years (preceding the financial year under review) was in negative.

**5. Details of CSR spent during the financial year:**

- (a) **Total amount to be spent for the financial year:** Not Applicable
- (b) **Amount unspent, if any:** Not Applicable
- (c) **Manner in which the amount spent during the financial year is detailed below:**

Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (i) local area or others; (ii) specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period	Amount spent direct or through implementing agency*
					Direct expenditure on projects or programs	Overheads		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Not Applicable								

\*Give details of implementing agency

**6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount:**

Not applicable.

**7. Responsibility statement by CSR Committee:**

The Company's CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with the CSR Objectives and Policy of the Company.

Dinesh Chanda  
(DIN: 00939978)  
Director

Harsh V. Lodha  
(DIN: 00394094)  
Chairman – CSR Committee

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Key Managerial Personnel) Rules, 2014]

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Universal Cables Limited (CIN: L31300MP1945PLC001114), (hereinafter called the "the Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 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, as amended from time to time, 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, 2018;
  - (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 the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the audit period)
  - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not Applicable to the Company during the audit period) and
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (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); and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that Board of Directors of the Company is duly constituted with an optimum combination of Executive and Non-Executive Directors, Independent Directors and women Director. The change in the composition of the Board of Directors by way of appointment of the Managing Director and Chief Executive Officer (Executive, Non-Independent) that took place during the audit period, was carried out in compliance with the provisions of the Act and rules made thereunder.

Adequate notice is given to all Directors to schedule the Board Meetings and Committee Meetings at least seven days before the date of the Meeting. The Agenda & Notes on Agenda were sent within the time prescribed therefor (including with respect to price sensitive information at a shorter period in certain exceptional cases 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, members of the Company accorded their approval by way of passing Special Resolution(s) through postal ballot on 26<sup>th</sup> December, 2018 for the following:

- (i) Increase in the borrowings limit of the Company under Section 180(1)(c), upto an amount not exceeding in aggregate of ₹ 2,500 Crores outstanding at any time;
- (ii) Authorizing the Board of Directors under Section 180(1)(a) for creation of charge/mortgages/hypothecation/ pledges/other securities, etc. in any form on the Company's assets, both present and future for securing the borrowing for an amount not exceeding the limit of ₹ 2,500 Crores.

I further report that during the audit period, members of the Company accorded their approval by way of passing Special Resolution(s) through postal ballot on 25<sup>th</sup> March, 2019 for the following:

- (i) Re-appointment of Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chands as Independent Directors of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024;
- (ii) Appointment of Shri Y.S.Lodha as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022 on remuneration, terms and conditions as mentioned in the resolution.

I further report that during the audit period, the Company has entered into a Manufacturing Technical Collaboration Agreement with NKT GmbH & Co. KG, Germany on 9<sup>th</sup> August, 2018 for 400 kV Extra High Voltage XLPE Underground Cables.

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.

For **R.K. MISHRA & ASSOCIATES**

**Rajesh Kumar Mishra**

(Partner)

CP No. 4433

FCS No. 5383

Place: Satna

Date: 16<sup>th</sup> May, 2019

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

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**Annexure-A**

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

Our report of even date provided to Universal Cables Limited (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2019 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. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R.K. MISHRA & ASSOCIATES**

**Rajesh Kumar Mishra**

(Partner)

CP No. 4433

FCS No. 5383

Place : Satna

Date : 16<sup>th</sup> May, 2019

**FORM AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

- (1) **Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract or arrangement or transaction with its related parties, which is not at arm's length basis during the year ended 31<sup>st</sup> March, 2019.
- (2) **Details of material contracts or arrangement or transactions at arm's length basis:**
- (a) **Name of the related party and nature of relationship:** Vindhya Telelinks Limited (VTL), an Associate Company having common Chairman and also the Managing Director & CEO of Universal Cables Limited ("the Company") is the Managing Director & CEO of Vindhya Telelinks Limited.
  - (b) **Nature of contracts/arrangements/transactions:** Sale, purchase, supply of any goods including raw materials, stores and consumables, semi finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing/business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory/office premises/godowns/facilities, reimbursement/recovery of cost or other obligations or any other transactions as mutually agreed between the Company and VTL.
  - (c) **Duration of the contracts/arrangements/transactions:** Ongoing and new contracts/agreements/transactions from time to time. The unrelated shareholders of the Company, at the Annual General Meeting of the Company held on 24<sup>th</sup> July, 2017, accorded their approval by way of an ordinary resolution for entering into contracts/arrangements/transactions with Vindhya Telelinks Limited for an amount not exceeding in aggregate ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) per financial year upto and including the financial year 2019-20.
  - (d) **Salient terms of the contracts or arrangement or transactions including the value, if any, (Financial Year 2018-19):**
    - (i) Purchase of finished goods/traded goods/raw materials/consumables: ₹ 1395.07 lakhs.
    - (ii) Sale of finished goods/traded goods/raw materials/consumables: ₹ 11157.42 lakhs.
    - (iii) Other Service Charges paid: ₹ 6.32 lakhs.
    - (iv) Other Service Charges received: ₹ 7.68 lakhs.
    - (v) Purchase of old/used fixed assets : ₹ 22.17 lakhs
    - (vi) Dividend paid: ₹ 124.12 lakhs.
    - (vii) Dividend received : ₹ 345.45 lakhs

The salient terms of the contracts or arrangement or transactions:

    - (i) Purchase and sale of finished goods/traded goods/raw materials/consumables - 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/received pertains to job work as per terms and conditions mutually agreed by the Parties.
    - (iii) Purchase of old and used fixed assets at realisable value as per terms and conditions mutually agreed by the Parties and comparable with the prices offered by unrelated buyers.
    - (iv) Dividend paid and received by the Company pertains to the Financial Year 2017-18.
  - (e) **Date of approval by the Board, if any:** Shareholders' approval was obtained on 24<sup>th</sup> July, 2017 and in pursuance thereto approval pertaining to the financial year 2018-19 was accorded by the Audit Committee in its Meeting held on 7<sup>th</sup> February, 2018.
  - (f) **Amount paid as advances, if any:** Nil.

Harsh V. Lodha  
(DIN:00394094) *Chairman*

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

*Directors*

New Delhi  
16<sup>th</sup> May, 2019

Y.S.Lodha  
(DIN:00052861)

*Managing Director &  
Chief Executive Officer*

## ANNEXURE - IV

**INFORMATION RELATING TO REMUNERATION OF DIRECTORS/KEY MANAGERIAL PERSONNEL 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.**

1. 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, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2018-19.

Sl. No.	Name of Director/ KMP and Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage (%) increase in remuneration during the financial year 2018-19
i	Shri Y.S.Lodha Managing Director & Chief Executive Officer (with effect from 11 <sup>th</sup> February, 2019) [please refer note (b)]	39.23:1	21.62%
ii	Shri Prasanta Pandit Chief Financial Officer	N.A.	N.A.
iii	Shri Sudeep Jain Company Secretary (with effect from 12 <sup>th</sup> November, 2018)	N.A.	N.A.
iv	Shri Om Prakash Pandey Company Secretary (Upto 30 <sup>th</sup> September, 2018)	N.A.	N.A.

## Notes:

- (a) None of the Directors except Managing Director & Chief Executive Officer of the Company has received any remuneration, other than Sitting Fees for attending the Meeting(s) of the Board of Directors or any Committees thereof during the financial year 2018-19.
- (b) Shri Y.S.Lodha was appointed as Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022. Prior to his appointment as Managing Director & Chief Executive Officer, he was designated as Manager & Chief Executive Officer since 15<sup>th</sup> May, 2015. Aggregate remuneration paid to Shri Y.S.Lodha during the year under review, in the capacity of Managing Director & Chief Executive Officer, as well as, in the capacity of Manager & Chief Executive Officer of the Company, has been considered for the purpose of calculation of ratio of remuneration of Director to median remuneration of employees and percentage increase in remuneration.
- (c) Shri Sudeep Jain and Shri Om Prakash Pandey, Company Secretary(ies) were employed for a part of the year during the financial year 2018-19 and Shri Prasanta Pandit, Chief Financial Officer of the Company was employed for a part of the year during the financial year 2017-18; and as such the percentage increase in remuneration as compared to previous year remuneration is not given.
- (d) "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.
2. The percentage increase in the median remuneration of employees during the financial year 2018-19 was 28.71%.
3. There were 1015 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2019.
4. Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 was 13.37% whereas increase in the managerial remuneration for the same financial year was 21.62%. The increase in the remuneration of staff was an annual increment as per the Policy of the Company guided by various factors such as inflation, salary revision based on details performance evaluation, the overall financial performance of the Company, talent retention and reward for individual performance etc. and performance linked incentive being variable component in respect of select employees of the Company. The increase in the wages of workers was as per Wage Agreement. Remuneration of managerial personnel is adjusted periodically against the industry benchmark besides overall key indicators of financial performance of the Company.
5. It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March, 2019 is as per the Remuneration Policy of the Company.

New Delhi  
16<sup>th</sup> May, 2019

S.S. Kothari  
(DIN:00005428)  
Dinesh Chanda  
(DIN:00939978)  
Kavita A. Sharma  
(DIN:07080946)

Harsh V. Lodha  
(DIN: 00394094)

S.C. Jain  
(DIN: 00194087)

B.R. Nahar  
(DIN: 00049895)

Dilip Ganesh Karnik  
(DIN: 06419513)

Y.S.Lodha  
(DIN:00052861)

*Chairman*

*Directors*

*Managing Director &  
Chief Executive Officer*

**FORM NO. MGT-9**

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

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

**I. REGISTRATION AND OTHER DETAILS**

(i) CIN	L31300MP1945PLC001114
(ii) Registration Date	6 <sup>th</sup> March, 1945
(iii) Name of the Company	Universal Cables Limited
(iv) Category/Sub-Category of the Company	Public Company/Limited by Shares
(v) Address of the Registered Office and contact details	P.O. Birla Vikas, Satna - 485 005 (M.P.) Telephone No. (07672) 257121-27, 414000 Fax No. (07672) 257129, 257131 E-mail: <a href="mailto:headoffice@unistar.co.in">headoffice@unistar.co.in</a>
(vi) Whether listed Company	Yes
(vii) Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C 101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083 Phone No. (022) 49186000 Fax No. (022) 49186060 E-mail - <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>

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

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated :

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Cables	2732	84.00%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Vindhya Telelinks Limited Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)	L31300MP1983PLC002134	Associate	29.15	2(6)
2	Birla Furukawa Fibre Optics Private Limited Plot No. L-62 to L-64, Verna Industrial Estate, Verna, Salcette, Goa - 403 722	U33200GA2009PTC006140	Associate	31.75	2(6)

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

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2018				No. of Shares held at the end of the year as on 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	-	-	-	-	-	-	-	-	NIL

Category of Shareholders		No. of Shares held at the beginning of the year as on 01.04.2018				No. of Shares held at the end of the year as on 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b)	Central Government	-	-	-	-	-	-	-	-	NIL
(c)	State Government(s)	-	-	-	-	-	-	-	-	NIL
(d)	Bodies Corporate	21452199	-	21452199	61.83	21472949	-	21472949	61.89	0.06
(e)	Banks/FI	-	-	-	-	-	-	-	-	NIL
(f)	Any Other	-	-	-	-	-	-	-	-	NIL
	<b>Sub-Total (A)(1)</b>	<b>21452199</b>	<b>-</b>	<b>21452199</b>	<b>61.83</b>	<b>21472949</b>	<b>-</b>	<b>21472949</b>	<b>61.89</b>	<b>0.06</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	NIL
(b)	Other - Individuals	-	-	-	-	-	-	-	-	NIL
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	NIL
(d)	Banks/FI	-	-	-	-	-	-	-	-	NIL
(e)	Any Other	-	-	-	-	-	-	-	-	NIL
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NIL</b>
	<b>Total Shareholding of Promoters(A)=(A)(1)+(A)(2)</b>	<b>21452199</b>	<b>-</b>	<b>21452199</b>	<b>61.83</b>	<b>21472949</b>	<b>-</b>	<b>21472949</b>	<b>61.89</b>	<b>0.06</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds/UTI	50	-	50	-	50	-	50	-	-
(b)	Banks/FI	50377	94359	144736	0.42	54489	4935	59424	0.17	(0.25)
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	740	740	-	-	140	140	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	732458	1290	733748	2.11	481134	1290	482424	1.39	(0.72)
(g)	FIs	-	500	500	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Others (specify)									
	(I) Alternate Investment Funds	-	-	-	-	188346	-	188346	0.54	0.54
	(II) Foreign Portfolio Investors	18950	-	18950	0.05	32883	-	32883	0.09	0.04
	<b>Sub-Total (B)(1)</b>	<b>801835</b>	<b>96889</b>	<b>898724</b>	<b>2.59</b>	<b>756902</b>	<b>6365</b>	<b>763267</b>	<b>2.20</b>	<b>(0.39)</b>
<b>(2)</b>	<b>Non-Institutions</b>									
(a)	Bodies Corporate									
(i)	Indian	3060446	4629	3065075	8.83	2999813	33796	3033609	8.74	(0.09)
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									
(i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	3546533	492576	4039109	11.64	3145693	382510	3528203	10.17	(1.47)
(ii)	Individual Shareholders holding nominal share capital excess of ₹ 1 lakh	1857831	73438	1931269	5.57	4732042	73438	4805480	13.85	8.28

Category of Shareholders		No. of Shares held at the beginning of the year as on 01.04.2018				No. of Shares held at the end of the year as on 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Others (specify)									
(i)	Non-Resident Individuals	154170	23172	177342	0.51	229559	23172	252731	0.73	0.22
(ii)	Clearing Members/Clearing House	177944	-	177944	0.51	99144	-	99144	0.29	(0.22)
(iii)	Trusts, Society, HUF, etc.	2626536	15026	2641562	7.61	379996	-	379996	1.10	(6.51)
(iv)	Unclaimed Shares	9940	-	9940	0.03	9940	-	9940	0.03	-
(v)	IEPF Authority	302217	-	302217	0.87	348438	-	348438	1.00	0.13
(vi)	NBFCs	-	-	-	-	1624	-	1624	-	-
	<b>Sub-Total (B)(2)</b>	<b>11735617</b>	<b>608841</b>	<b>12344458</b>	<b>35.58</b>	<b>11946249</b>	<b>512916</b>	<b>12459165</b>	<b>35.91</b>	<b>0.33</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>12537452</b>	<b>705730</b>	<b>13243182</b>	<b>38.17</b>	<b>12703151</b>	<b>519281</b>	<b>13222432</b>	<b>38.11</b>	<b>(0.06)</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>33989651</b>	<b>705730</b>	<b>34695381</b>	<b>100.00</b>	<b>34176100</b>	<b>519281</b>	<b>34695381</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 01.04.2018			Shareholding at the end of the year as on 31.03.2019			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
1	Vindhya Telelinks Limited	8274963	23.85	-	8274963	23.85	-	-
2	The Punjab Produce & Trading Co. Private Limited	5126037	14.77	-	5126037	14.77	-	-
3	Gwalior Webbing Co. Private Limited	2887013	8.32	-	2887013	8.32	-	-
4	Birla Cable Limited	785967	2.27	-	785967	2.27	-	-
5	Birla Corporation Limited	800157	2.31	-	800157	2.31	-	-
6	Trilochan Vyapaar Private Limited	266431	0.77	-	266431	0.77	-	-
7	Birla Financial Corporation Limited	351982	1.01	-	351982	1.01	-	-
8	East India Investment Co. Private Limited	314056	0.91	-	335056	0.97	-	0.06
9	Insilco Agents Limited	778084	2.24	-	778084	2.24	-	-
10	Baroda Agents & Trading Co. Private Limited	206956	0.60	-	206956	0.60	-	-
11	August Agents Limited	799960	2.31	-	799960	2.31	-	-
12	Punjab Produce Holdings Limited	90998	0.26	-	90998	0.26	-	-
13	Laneseda Agents Limited	675981	1.95	-	675981	1.95	-	-
14	Mudra Fintrade Private Limited	34615	0.10	-	-	-	-	(0.10)
15	Canberra Traders Private Limited	58524	0.17	-	93139	0.27	-	0.10
16	Express Dairy Company Limited	125	-	-	125	-	-	-
17	Hindustan Gum & Chemicals Limited	100	-	-	100	-	-	-
18	Mazbat Investments Pvt. Ltd.	125	-	-	-	-	-	-
19	Mazbat Properties Pvt. Ltd.	125	-	-	-	-	-	-
	<b>Total</b>	<b>21452199</b>	<b>61.83</b>	<b>-</b>	<b>21472949</b>	<b>61.89</b>	<b>-</b>	<b>0.06</b>

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

Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Canberra Traders Private Limited</b>				
At the beginning of the year	58524	0.17	58524	0.17
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 03.08.2018 (Merger of Mudra Fintrade Pvt. Ltd. (Promoter) with Canberra Traders Private Limited (Promoter))	-	-	34615	0.10
At the end of the year	-	-	93139	0.27
<b>Mudra Fintrade Private Limited</b>				
At the beginning of the year	34615	0.10	34615	0.10
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 03.08.2018 (Merger of Mudra Fintrade Private Limited (Promoter) with Canberra Traders Pvt. Ltd. (Promoter))	-	-	(34615)	(0.10)
At the end of the year	-	-	-	-
<b>East India Investment Co. Private Limited</b>				
At the beginning of the year	314056	0.91	314056	0.91
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 29.09.2018 (Amalgamation of Varunendra Trading & Agents Pvt. Ltd. (PAC) holding 20750 Shares; Mazbat Investment Pvt. Ltd. (Promoter) holding 125 Shares; and Mazbat Properties Pvt. Ltd. (Promoter) holding 125 Shares with East India Investment Co. Private Limited (Promoter))	-	-	21000	0.06
At the end of the year	-	-	335056	0.97
<b>Mazbat Investments Pvt. Ltd.</b>				
At the beginning of the year	125	-	125	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 29.09.2018 (Amalgamation with East India Investment Co. Pvt. Ltd. (Promoter))	-	-	(125)	-
At the end of the year	-	-	-	-
<b>Mazbat Properties Pvt. Ltd.</b>				
At the beginning of the year	125	-	125	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 29.09.2018 (Amalgamation with East India Investment Co. Pvt. Ltd. (Promoter))	-	-	(125)	-
At the end of the year	-	-	-	-

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

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Eastern India Educational Institution</b>				
At the beginning of the year	1103509	3.18	1103509	3.18
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	-	-	1103509	3.18
<b>Hindustan Medical Institution</b>				
At the beginning of the year	1088112	3.14	1088112	3.14
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	-	-	1088112	3.14
<b>City Consultants Limited</b>				
At the beginning of the year	404099	1.16	404099	1.16
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	-	-	404099	1.16
<b>Elco Consultants Limited</b>				
At the beginning of the year	418852	1.21	418852	1.21
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	-	-	418852	1.21
<b>Meenakshi Industries Limited</b>				
At the beginning of the year	332979	0.96	332979	0.96
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	-	-	332979	0.96
<b>Raghvendra Mohta</b>				
At the beginning of the year	284999	0.82	284999	0.82
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	-	-	284999	0.82
<b>The New India Assurance Company Limited</b>				
At the beginning of the year	251996	0.73	251996	0.73
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	-	-	251996	0.73

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Manorama Industrial and Technical Services Limited</b>				
At the beginning of the year	242955	0.70	242955	0.70
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	-	-	242955	0.70
<b>The Oriental Insurance Company Limited</b>				
At the beginning of the year	480462	1.38	480462	1.38
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 07.09.2018 - Transfer	-	-	(17648)	(0.05)
Date : 14.09.2018 - Transfer	-	-	(47271)	(0.14)
Date : 21.09.2018 - Transfer	-	-	(24081)	(0.07)
Date : 29.09.2018 - Transfer	-	-	(19665)	(0.06)
Date : 19.10.2018 - Transfer	-	-	(18000)	(0.05)
Date : 02.11.2018 - Transfer	-	-	(7500)	(0.02)
Date : 09.11.2018 - Transfer	-	-	(22500)	(0.06)
Date : 16.11.2018 - Transfer	-	-	(18843)	(0.05)
Date : 23.11.2018 - Transfer	-	-	(6202)	(0.02)
Date : 30.11.2018 - Transfer	-	-	(34311)	(0.10)
Date : 07.12.2018 - Transfer	-	-	(5000)	(0.01)
Date : 31.12.2018 - Transfer	-	-	(6318)	(0.01)
Date : 04.01.2019 - Transfer	-	-	(23985)	(0.09)
At the end of the year	-	-	229138	0.66
<b>Harsh Chemicals Limited</b>				
At the beginning of the year	193034	0.56	193034	0.56
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	-	-	193034	0.56
<b>Deepak Bhagnani</b>				
At the beginning of the year	345753	1.00	345753	1.00
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 23.11.2018 - Transfer	-	-	(12505)	(0.12)
Date : 14.11.2018 - Transfer	-	-	(93115)	(0.88)
Date : 21.12.2018 - Transfer	-	-	(132461)	(0.88)
Date : 28.12.2018 - Transfer	-	-	(92238)	(0.88)
Date : 31.12.2018 - Transfer	-	-	(5)	(0.88)
Date : 07.01.2019 - Transfer	-	-	(15429)	(0.88)
At the end of the year	-	-	-	-

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

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Shri Harsh V. Lodha Chairman</b>				
At the beginning of the year	18297	0.05	18297	0.05
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	18297	0.05
<b>Shri S.S. Kothari</b>				
At the beginning of the year	150	-	150	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	150	-
<b>Shri S.C. Jain</b>				
At the beginning of the year	100	-	100	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 23.11.2018 - Transfer	-	-	100	-
Date : 04.01.2019 - Transfer	-	-	800	-
At the end of the year	-	-	1000	-
<b>Shri Dinesh Chanda</b>				
At the beginning of the year	225	-	225	-
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	-	-	225	-
<b>Shri B.R. Nahar</b>				
At the beginning of the year	171	-	171	-
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	-	-	171	-
<b>Dr. Kavita A. Sharma</b>				
At the beginning of the year	150	-	150	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	150	-
<b>Shri Dilip Ganesh Karnik</b>				
At the beginning of the year	500	-	500	-
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	-	-	500	-

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Shri Y.S.Lodha</b> <b>Managing Director &amp; Chief Executive Officer</b>				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) Date : 29.03.2019 - Transfer	-	-	100	-
At the end of the year	-	-	100	-
<b>Shri Prasanta Pandit</b> <b>Chief Financial Officer</b>				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) No Change	-	-	-	-
At the end of the year	-	-	-	-
<b>Shri Sudeep Jain*</b> <b>Company Secretary</b> (w.e.f. 12.11.2018)				
At the beginning of the year (12.11.2018)	-	-	-	-
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	-	-	-	-
<b>Shri Om Prakash Pandey*</b> <b>Company Secretary</b> (upto 30.09.2018)				
At the beginning of the year	3	-	3	-
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 (upto 30.09.2018)	-	-	3	-

\* Employed for the part of the year.

## V. INDEBTEDNESS

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

(₹ In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	30066.35	9300.00	-	9300.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	27.59	-	-	27.59
<b>Total (i+ii+iii)</b>	<b>30093.94</b>	<b>9300.00</b>	<b>-</b>	<b>9327.59</b>

(₹ In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Change in Indebtedness during the financial year</b>				
• Addition				
(i) Principal Amount	16946.11	7500.00	-	24446.11
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
• Reduction				
(i) Principal Amount	5202.00	4500.00	-	9702.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	27.59	-	-	27.59
<b>Net Change</b>	<b>11716.52</b>	<b>3000.00</b>	<b>-</b>	<b>14716.52</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	41810.46	12300.00	-	54110.46
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>41810.46</b>	<b>12300.00</b>	<b>-</b>	<b>54110.46</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Director and/or Manager :**

(₹ In lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		<b>Shri Y.S.Lodha Managing Director &amp; Chief Executive Officer</b>
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	68.04
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	12.32
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-
2	Stock Options	-
3	Sweat Equity	-
4	Commission	
	- as % of profit	-
	- others, specify	-
5	Others [Company's contribution to Provident and Superannuation Fund(s)]	13.12
	<b>Total (A)</b>	<b>93.48</b>
	Ceiling as per Act - Being 5% of the Net Profits calculated as per Section 198 read with Section V of Part-II of Schedule V of the Companies Act, 2013 (higher maximum limit admissible from any one of the two companies of which the Manager is a managerial personnel).	1292.29

**B. Remuneration to other Directors:**

(₹ In lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Shri S.S. Kothari	Shri S.C. Jain	Shri Dinesh Chanda	Dr. Kavita A. Sharma	
	Fees for attending Board/ Committee Meetings	2.75	3.90	3.90	1.20	11.75
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>2.75</b>	<b>3.90</b>	<b>3.90</b>	<b>1.20</b>	<b>11.75</b>
2	Other Non-Executive Directors	Shri Harsh V. Lodha		Shri B.R. Nahar	Shri Dilip Ganesh Karnik	
	Fees for attending Board Meetings		1.60	1.60	1.60	4.80
	Commission		-	-	-	-
	Others, please specify		-	-	-	-
	<b>Total (2)</b>		<b>1.60</b>	<b>1.60</b>	<b>1.60</b>	<b>4.80</b>
	<b>Total (B)=(1+2)</b>					<b>16.55</b>
	<b>Total Managerial Remuneration</b>					<b>110.03</b>
	Overall Ceiling as per the Act	Being 6% of the Net Profits calculated as per Section 198 read with Section V of Part-II of Schedule V of the Companies Act, 2013 (higher maximum limit admissible from any one of the two companies of which the Manager is a managerial personnel). The ceiling, however, does not apply on Sitting fees paid to Directors for attending Meetings of the Board or Committee thereof in pursuance to Section 197(2) and (5) of the Act.				<b>1550.75</b>

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

(₹ In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Shri Om Prakash Pandey* Company Secretary (upto 30.09.2018)	Shri Sudeep Jain* Company Secretary (w.e.f 12.11.2018)	Shri Prasanta Pandit Chief Financial Officer	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	7.17	5.52	23.28	35.97
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	1.37	0.96	1.42	3.75
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, [Company's contribution to Provident and other Fund(s)]	0.39	0.27	0.93	1.59
	<b>Total (C)</b>	<b>8.93</b>	<b>6.75</b>	<b>25.63</b>	<b>41.37</b>

\* Employed for the part of the year

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY/ B. DIRECTORS/ C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

New Delhi  
16<sup>th</sup> May, 2019

S.S. Kothari  
(DIN:00005428)  
Dinesh Chanda  
(DIN:00939978)  
Kavita A. Sharma  
(DIN:07080946)

Harsh V. Lodha  
(DIN:00394094)

S.C. Jain  
(DIN:00194087)

B.R. Nahar  
(DIN:00049895)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

*Chairman*

*Directors*

*Managing Director &  
Chief Executive Officer*

**ANNEXURE-VI**
**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 AND THE RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.**
**(A) CONSERVATION OF ENERGY**

In order to ensure resource conservation on continual basis, the Company made focussed efforts towards conservation of energy while undertaking modernisation and technological upgradation of its manufacturing facilities with due cognisance and priority was accorded to comply with best in class industry norms of energy consumption. Additionally, concerted efforts are being made to improve upon the operational efficiencies by delinking business growth from resource consumption in order to achieve a sustained reduction in resource intensity over the years. The other identified key initiatives for conservation of energy during the year were -

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

- Replacement of high energy consuming Fluorescent & GLS lamps installed in the factory, offices and residential buildings by energy efficient LED lights in a phased manner.
- Installation of energy efficient industrial water cooling chiller for replacement of high energy consuming chiller.
- Replacement of conventional cooling tower by energy efficient fanless cooling tower.
- Switchover to the use of individual blower air wipers in place of common compressed air supply operated blowers and optimisation of air compressor settings for energy saving.
- Continuous thrust on designing high efficiency new factory buildings and repairs/ retrofits in existing factory and offices buildings from the perspective of lighting, improved indoor environment and quality improvement.
- Emphasis on improving efficiency and accuracy of Plant and Equipments by modernisation or replacement with contemporary high-end technology.

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

- Consumed solar power amounting to approximately 23% of total power consumption out sourced from an independent third-party power producer. Also, exploring other independent green power producers for purchasing of additional green power to the extent available in cost effective manner.

**(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:**

- Optimisation of design and process parameters to fulfill the needs of customised/ specific application needs.
- Value engineering through identification of new and alternative cost-competitive raw materials, economical design of packing materials and accessories.

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

- Improved productivity.
- Consistent product quality leading to enhanced customer satisfaction in terms of zero defect quality and on time delivery.
- Sustainable competitiveness.

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

The Company entered into Manufacturing Technical Collaboration Agreement with NKT GmbH & Co. KG, Germany for manufacturing 400kV Extra High Voltage XLPE Underground Cables and systems design conforming to domestic and international specifications.

**(b) The Year of import:**

Financial Year 2018-19

**(c) Whether the technology been fully absorbed:**

No

**(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:**

The imported technology is being absorbed with emerging demand for 400kV Extra High Voltage XLPE cables and systems in domestic market.

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

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

- Hybrid high voltage power & communication cables.
- Speciality low cost zero halogen smoke free flameretardant compounds.
- Concerted efforts to retain technology leadership position in High Voltage/ Extra High Voltage power cables business.

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

- Import substitution and launch of new products.
- Product development keeping pace with rapidly changing market needs.

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

- R&D expenditure has not been accounted separately.

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

During the year the foreign exchange outgo in terms of actual outflows was ₹ 28607.78 Lakhs. while foreign exchange earned in terms of actual inflows was ₹ 8814.89 Lakhs.

New Delhi  
16<sup>th</sup> May, 2019

S.S. Kothari  
(DIN:00005428)  
Dinesh Chanda  
(DIN:00939978)  
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(DIN:07080946)

Harsh V. Lodha  
(DIN: 00394094)

S.C. Jain  
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B.R. Nahar  
(DIN: 00049895)

Dilip Ganesh Karnik  
(DIN: 06419513)

Y.S.Lodha  
(DIN:00052861)

*Chairman*

*Directors*

*Managing Director &  
Chief Executive Officer*

# Management Discussion and Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company has weathered the cyclical fragilities of the economy which have been looming over the past few years. During the recessionary cycle, the Company has shown resilience and consistency to overcome the negative shocks by realigning its strategic fundamentals. The Company's brand "UNISTAR" which embraces innovation, quality and safety has been further enriched with the lineage and corporate identity of the MP Birla Group. The coexistence of the "UNISTAR" brand and the MP Birla Group logo extends its manifestation to the longstanding corporate ideology and heritage. The strategic and structural transformation of the Company over the past few years has enabled the Company to broaden its base from a product manufacturer to a manufacturer-cum-engineering procurement and construction (MEPC) enterprise. This has leveraged the Company by way of channelizing its value-added products through turnkey project contracts awarded to the Company. The strategic direction has yielded to better performance and improvement in financial results. The Company has further expanded its manufacturing capacity with improved efficiency by supplanting the vital machineries of older version with new generation models. The Company is aiming at creating a center of excellence for AC and DC Extra High Voltage testing, which is another milestone underway. The Company has strategized on well-defined target areas to increase its market power through value creation, finding new opportunities in customer segments, strengthening its resilience to market volatilities and enhancing its overall performance in a sustainable manner.

The Company shares economic optimism with the demand upswing pushed by the continued fiscal year stimulus in the infrastructural segment of the economy. It is reported that the Indian cable industry has been growing over the past four years at a CAGR of 14.6% which is shaping a positive outlook for the domestic demand. Buoyed by a GDP growth projection of 7.5% for the next two successive fiscal years, lays down the optimism that the demand is at least expected to maintain an algebraic growth trend. Nevertheless, in the current macroeconomic backdrop, the investment risks in the Indian economy are inextricably linked to the global economy and its geopolitical issues. After the world economic crisis in 2008, the global trade rebounded in 2017 giving a positive sentiment that the Indian economy would be less prone to global economic fragilities. Nonetheless, the overhanging fragilities of the global geopolitical issues and the uncertainties due to the global trade war may create discord in India's investment climate. Globalization, which was considered to be a panacea to geopolitical fragmentation, free cross-border trade, wealth creation of Nations, accessibility to new technologies, employment generation and mitigation of social tensions is now being debated worldwide that its benefit has been skewed, favoring only a class of society of a few Nations. As a fall out, this has led to a negative spiral of anti-globalism bringing in protectionism, trade disputes and international conflicts. The effects of this phenomenon would result to a sharp decline in the co-movement of economies and reduction in the rate of growth in the international trade. The protectionist curbs on trade by USA on imports from China and similar retaliatory actions by China would destabilize the balance of other economies. This is likely to culminate to greater vulnerabilities in the Indian market which is already exposed to a flood of imports from China. The impact of US sanctions on Iran, sensitizing the crude oil prices, could result to a major outflow of Indian foreign exchange. Concurrently, the upward reversal of crude oil prices, may impinge on the prices of other commodities. In the GCC economies, stronger growth is anticipated in 2019 onwards with the assumption of moderation of geopolitical tensions, modest rise in oil prices and the reforms to promote non-oil sector activities. Though, this would open up opportunities for the Indian industry at large, the increment in oil prices would be a destabilizing factor for the industry and the overall Indian economy. The impact of BREXIT is yet to be seen on the Indian economy as Britain serves as the gateway to the European market for the Indian businesses. The Government of India in its bid to encourage investments and employability in India has introduced the "Make in India" policy which provides preferential price to manufacturers in India. This has given a boost to the Indian manufactures.

The Indian economy is the seventh largest in terms of nominal GDP. The economic policy has a fiscal year expenditure-mix to incentivize the Private sector, therefore, the health of the economy would lie in the revival of the Private sector investments and Public Private Partnerships (PPPs) which has remained subdued. This would be beneficial to the industry in terms of quicker implementation of the projects and availability of funds. The growth dynamics in the Indian economy is due to the rapidly developing manufacturing and service sector, increasing consumer demand and urban life-style, rural development and infrastructure creation in power, railways, roads and highways, ports and airport, waterways, real estate and smart cities.

The Company is largely dependent on the power sector which is the key demand driver. The power sector offers enormous opportunities with the Government's pro-investment policies. This has enabled the Indian power sector to accomplish itself as the world's third largest producer of electricity. It has also achieved the feat of having the fifth largest electricity grid and the third largest transmission and distribution network in the world. The Government has been successful in its landmark "Power for All" mission having made electricity connections for 99.9% of villages and households. The demand for power would continue to rise due to the increasing population and the per capita consumption linked with the growing prosperity and better living standards. This would entail more power to be delivered to homes, offices, institutions, shopping centers and hospitals giving an impetus to the demand for power cables for transmission and distribution of electricity. India's power sector is forecasted to attract investments worth ₹ 11.56 trillion between 2017-2022.

In the power transmission sector, the Government has set a plan to roll out ₹ 16,000 Cr. for power transmission projects in 2019. This would include connectivity to the renewable energy zones. Considering the thrust on the power transmission sector to meet the growing per capita consumption in the urban areas, the industry has reasons to believe that the power transmission using EHV power cables in the sub-transmission networks, the last mile of the overhead transmission network, would continue to grow at a rapid pace.

The distribution companies (DISCOMs), many of which are ailing due to revenue losses as a result of high T&D losses, poor operational and financial performance are gradually on a revival path. The health of these ailing companies is gradually reviving with the Government's initiatives in introducing the Integrated Power Development Scheme (IPDS) aimed at 24x7 power supply for consumers and reduction of

AT&C losses by way of providing financial assistance to DISCOMs on merit basis. Similarly, the Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) has given a boost to the rural electrification programme. These schemes have given a huge impetus to the growth of demand to the electrical industry at large. With the immense opportunities which lie on fore, greater participation is expected from private participation in terms of private franchising and Public Private Partnership (PPP). In the power sector, the cable industry is largely dependent on the demand from the DISCOMs and the power retail suppliers. The changing ecosystem in the power distribution sector gives optimism to the industry for a robust demand.

Electrification with gradual de-carbonization continues in a massive scale. For this reason, the energy-mix would largely shift to renewables, nuclear and Hydel. The Government of India has set a target to achieve 175GW installed capacity in renewable energy by 2022. Wind energy is the largest source of renewable energy. By 2022, the Wind energy would double its capacity to 60GW and solar power energy would increase five times of its present capacity to 100GW. Hence, the Company would need to re-shuffle its product-mix to match with this energy demand.

The Goods and Services Tax (GST) which was enacted on 1<sup>st</sup> July, 2017 was divided into five slabs where the highest slab of 28% was applicable to the cables and wires industry. With the representations made by the wires and cables industry, the GST was relaxed to 18% with effect from 15<sup>th</sup> November, 2017. Since implementation of GST, a competitive parity has been established between the organized and the unorganized sector.

Development of smart city projects is now another key demand driver for underground cabling for the power transmission and distribution sector. Considering the issues on Right-of-Way, safety, protection against power pilferage and city aesthetics, underground cabling is gaining ground. The Company has benefited from the demand emerging from these projects and considering the line-up of smart cities planned, the Company expects rapid growth in demand in this segment.

The Company has a major business stake in urban railway system which are funded by multilateral agencies such as ADB, JICA, KFW, EIB and AFD. India's urban railway network has grown significantly from 82km in 2006 to 657km till March, 2019, extending to 13 cities. The interim budget 2019-2020 has earmarked ₹ 192 billion which is 23% higher than the previous year for Mass Rapid Transport System and Metro projects. The Company has major inroads in almost all the metro rail projects. As these projects have been hugely successful in the metro cities, leaving aside the continuous phase-wise expansion, other metro cities are vying for similar rapid mass transport system. The Company having strong credentials expects to seize a sizeable market share in this growing segment.

The Company sees a positive outlook at the demand from the airport projects which is poised for expansive growth. The Government has plans to establish 70 new location airports and expansion of 25 existing airports within the next 15 years at an investment of ₹ 4000 billion, this would include the UDAN scheme for interconnecting shorter routes.

Investments in the real estate are facing headwinds mainly due to the tightening of the credit facilities compounded by the current Non-Banking Finance Companies (NBFCs) crisis. Incentives and benefits have been extended to the housing sector by relaxing the GST rates to give a boost to the sector. The Company has a substantial stake in this sector as it is involved in replacing the overhead lines with underground cables giving more usable high cost land to the developers and the industries. The Government's scheme for "Housing for All" by 2022 for the urban sector community is expected to stimulate the demand from this sector. It is evident that for economic progress, the investments and growth in the real estate is fundamental to modern life.

The systemic and structural failure of the banking system leading to stressed assets and NPAs is a deterrent in the economic progress. The lending institutions, under fear psychosis, have become exceedingly risk averse in extending loans due to increased scrutiny by the RBI on account of the stressed assets and NPAs, as a result, this would starve the economy from money circulation. The Company which is largely engaged in turnkey projects is vulnerable to liquidity crunch due to its longer cash cycle. Moreover, the Company which is in a growth phase may face liquidity constraint due to constriction in the flow of lending by the banks and financial institutions.

Copper remains an indispensable raw-material for the Cable Industry which is the most volatile commodity. Copper prices remained high and volatile in the 1<sup>st</sup> Quarter of the FY 2018-19, thereafter, the prices sharply precipitated to the lowest level in the beginning of 2<sup>nd</sup> Quarter gradually regaining moderately with abrupt peaks and troughs within a spread of US\$ 700 per MT in the remaining part of the year. As the major contracts are based on copper price variation, the risk of copper price escalation is largely mitigated.

During the FY 2018-19, the global scenario in aluminium, the key raw-material for power cable, had been turbulent with production disruptions of Norsk Hydro's Alunorte's Brazil's operations which is one of the world's largest Aluminium refineries and the threat of US sanctions on UC Rusal, the largest producer of Aluminium in the world, indicating potential shortages to the world's aluminium supply, causing a spurt in the aluminium prices. With gradual normalcy, the aluminium price is back on track showing stability. Though aluminium resources are abundant domestically, the prices are linked to LME, the international price platform for metal trading. It is now reported that globally the aluminium production would expand significantly and that the market would remain over supplied in 2019 which is a relief to the Indian Cable Industry in particular.

The polymers which are derivatives of the crude oil, are the key raw-materials for the Cable Industry and are linked with the crude oil prices, however, with the changing dynamics, the prices of polymers are gradually delinking from the crude oil prices with natural gas as an alternative feedstock which is abundantly available to the polymer producers. This is likely to bring stability to the polymer prices.

The Company is concentrating on selective overseas business which would help in de-risking the Company from the aberrations of exchange rate fluctuations. The Company has increased its overseas business for power cables, especially in Bangladesh, Africa and Mauritius.

Totalizing the investments from the growth indicators gives the industry a positive perspective of growth opportunities in the upcoming years.

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

### Power Cables & Capacitors

Revenue from operations during the year was ₹ 142854.46 lakhs as compared to ₹ 121838.75 lakhs during the previous year.

#### EHV Power Cables

The Extra High Voltage (EHV) Power Cable demand had registered a significant growth over the previous fiscal year. The production level of the Company has been growing over the past five years at a CAGR of 46%. The Company has two VCV lines dedicated for manufacturing of EHV cables and is geared to increase its production volume for the growing demand. This infrastructure provides a competitive advantage to the Company in terms of shorter deliveries. The Company is also continuously expanding its construction team with skilled manpower and associated infrastructure. The Company is ready for commercial production of 400kV class cables which is the future demand segment in the Extra High Voltage category.

As a consequence to the country's economic growth and the demographic change with the increasing size of the middle class society and its income level inducing a transformation in the life style, the per capita consumption of power in the urban and sub-urban sector has significantly increased. To meet this insatiable demand of power by the urban and sub-urban consumers, the sub-transmission network is undergoing a rapid augmentation to facilitate in bringing power to the load centers. In all the states of the country, the sub-transmission power transmission network is inevitably being constructed, due to right-of-way constraints, ecological, environmental, safety and aesthetics issues, using underground Extra High Voltage power cable system. In addition, the rising cost of real estate is economically favouring underground power transmission as opposed to overhead power transmission lines which occupies expensive corridor of land. This demand for EHV power cables is in the growth phase and there is no doubt that the demand would increase more sharply in the years ahead.

#### Rubber Cable for Original Equipment Manufacturers & Industries

The Company has an impressive product portfolio for the specialty cables and is catering to the original equipment manufacturers (OEMs) and the infrastructural segment such as the railways, steel plants, petro-chemicals plants, cement plants, onshore and offshore oil rig manufacturers, ship building, heavy engineering and mining industries. The renewable energy which contributed major volume of business has slowed down which is a concern to the Company. Since the major OEMs are dependent on the demand from the infrastructural segment, the growth has considerably tapered down as a consequence of the slow pace in the infrastructural development. The Company caters to a niche market segment which is gaining rapid acceptance in various applications including the world wide trends on environmental safety, low toxic emissions in fire conditions and capability to operate directly under fire and firefighting situations for a considerable period. The Company with its advanced manufacturing technology using Pressurized Liquid Salt Bath Curing (PLCV), the only of its kind in India, commands a leading position over its competitors. The Company has in-house compounding facilities for formulating a wide spectrum of polymers which are tailor-made to customer's specification. The size of the market has shrunk for the conventional rubber cables manufactured by the Company as a substantial segment of this market has been cannibalized by Electron Beam Irradiated Cross-Linked Cables. Nevertheless, the Company has set-up a facility for manufacturing of Electron Beam Irradiated Cross-Linked Cables at one of its associate Companies in order that the opportunities lost by the Company are retained by the Group Companies. The decision of creating the infrastructure is based on the synergic infrastructure advantages available in the associate Cable Group Company.

#### HV & MV Power Cables

The Company is equipped with two modern CCV lines with complete balancing equipments and machineries which provides a formidable manufacturing capacity and is vital to the Company for taking advantage of the opportunities as the demand stages a sharp growth in consonance with the country's infrastructural development programme.

The growth and demand of High Voltage (HV) & Medium Voltage (MV) power cables has been showing an upward trend as a consequence of investments stimulating the power sector. The competition remains intensive with the excessive capacity built-up by the manufacturers. Considering the thrust given by the Government for the much needed distribution of power by implementing dynamic schemes such as IPDS, UDAY & DDUGJY, the growth in demand for HV & MV power cables is already palpable and is expected to increase substantially.

#### LV Cables

The Company considers it an opportune moment to expand its manufacturing capacity in this large market segment where economies of scale and low cost production is the name of the game. The development of the smart cities would further catalyze the growth in demand. The Company is maintaining its dealer network in various parts of the country. The Company plans to expand the capacity by blending the existing facilities with modern machineries and balancing equipments for scaling up the LV cable plant production capacity.

The cable industry has reported a growth of 14.6% over the past four years where the growth momentum is mainly from the LV power cable segment. The Company having a strong brand equity would find least resistance in expanding its market share. The Company also focuses on the genre of cables which involves special features on fire safety and environmental issues.

#### Light Duty Wires & Cables & Optical Fibre Cables

The Company manufactures light duty wires & cables for winding wires, flat cables and flexible cables and optical fibre cables at its plant in Goa. The demand for the winding wires has plateaued, however, the Company is positioned as a dedicated supplier to major OEMs. The demand for optical fibre cables and flat submersible pump cables are on an increasing trend. Though, the Company has been a late entrant in flexible wires market, it has got quick recognition in major market segments e.g., housing projects, metros, industries and electronic panels manufacturers for which results are encouraging.

## Exports

The Company has been focusing its attention to export business. By directly participating in the international bids to the overseas customers, the business volume has significantly increased by 16% over the previous year. The Company expects growth in its overseas business considering the opportunities which remains untapped. In addition to the overall business growth contributed from export business, the Company is also able to de-risk itself from exchange rate fluctuations as the major raw-material prices are inextricably linked with the FOREX. The Company has been accorded the status of “Star Export House” by DGFT.

## Overseas Competition

In the power cable segment, the overseas competition is mainly in EHV. These overseas players which are mainly from South Korea, Thailand, Turkey, China and sporadically from Europe are routing their products through local EPC contractors. The Company has been competing with the EPC contractors backed by the overseas players and has been successful in winning contracts, however, the intensity of competition may increase especially from Chinese manufacturers in view of the geopolitical issues which are likely to inflict injury to the international trade.

To accelerate the growth, the Government would largely depend on funding from International Agencies e.g. Asian Development Bank (ADB), International Monetary Fund (IMF), Japan International Cooperation Agency (JICA) & World Bank which would involve International Competitive Bidding (ICB) and therefore, as an outcome, competition from foreign bidders would be more pronounced. The Company with its technology and infrastructure is at par with the best-of-class global players and is geared to compete with the foreign players.

## Capacitors

Power capacitor is an important component for power quality solutions. The demand outlook for Capacitors is optimistic considering the demand for quality power. The product portfolio comprises of LT & HT Capacitors upto 132kV Class and also Automatic Switched Capacitors for 11kV Class. The demand in this segment is in an upward trend; however, the requirement is generated through Turnkey projects where the Company is an active player. In the LV segment, the Company is manufacturing All PP Capacitors. The LV Capacitor segment is intensely competitive with large number of players in the market. The Company has diversified its product base by including harmonic filters, special type RC & C filters to cater to the domestic and overseas markets. The Company is also catering to the customers as a solution provider for quality power.

## FINANCIAL REVIEW

The financial performance of the Company during the year 2018-19 is stated as below:

- Revenue from Operations increased by 17.33% to ₹ 141654.86 lakhs in 2018-19 as compared to ₹ 120732.76 lakhs in the previous year.
- Operating Profit Margin and Net Profit Margin on Turnover were significantly improved to 13.18% (previous year 9.77%) and 4.87% (previous year 3.47%) respectively. Similarly, in the current fiscal year Return on Net Worth improved to 16.22% as compared to 12.46% in last year. During the year under review, the Company has earned a Profit after Tax of ₹ 6899.83 lakhs as compared to ₹ 4194.46 lakhs in the previous year. The major contributing factor for the change is the increase in the sales volume, improvements in the internal operational efficiencies and efficient management of funds.
- During the year Company has maintained optimum working capital, constant credit period levels from suppliers and strategically maintained inventory levels to support the increased operations.
- The market value of quoted investments has increased to ₹ 56169.53 lakhs from ₹ 40778.19 lakhs in the previous year.
- There was no change in the capital structure during the year. However, the increase in Reserves & Surplus by ₹ 8880.56 lakhs is mainly because of the Net Profit and increase in Other Comprehensive Income in the current year.
- Inventory Turnover in number of days, increased to 68 days in current fiscal year from 50 days in last fiscal year. This is due to increase in Inventories to ₹ 26259.92 lakhs as on 31<sup>st</sup> March, 2019 from ₹ 16587.15 lakhs as at the end of the previous year, to cope up with increased turnover for current fiscal year as well as budgeted turnover of next fiscal year.
- The increase in Trade Receivable level at ₹ 61001.21 lakhs as on 31<sup>st</sup> March, 2019 as compared to ₹ 51936.42 lakhs as on 31<sup>st</sup> March, 2018 was mainly due to progressive payment schedule and retention money withheld by customers in certain projects of EPC Business segment as per the governing terms of the contracts awarded to the Company.
- For detailed information on the financial performance with respect to operational performance, a reference may please be made to the financial statements.
- Details of significant changes in Key Financial Ratios:

Ratio	2018-19	2017-18	Variation	Reasons for Change
Inventory Turnover Ratio (in days)	68	50	36.00%	This is mainly due to increase in Inventories to cope up with increased turnover for current fiscal year as well as budgeted turnover of next fiscal year.
Interest Coverage Ratio	3.01	2.21	36.20%	This is mainly due to increase in profitability in current fiscal year.

Ratio	2018-19	2017-18	Variation	Reasons for Change
Operating Margin Ratio (in %)	13.18%	9.77%	34.90%	The Increase in Operating Profit Margin Ratio and Net Profit Margin are change in the sales volume, improvements in the internal operational efficiencies and efficient management of funds, which also resulted in increase in Return on Net Worth of the Company.
Return on Net Worth (in %)	16.22%	12.46%	30.18%	
Net Profit Margin (in %)	4.87%	3.47%	40.35%	

## RISK & CONCERNS

Your Company embodies risk control measures for enhancing and protecting the values of the Company. Your Company acknowledges risks, not limited to operational, financial or compliance that could affect the future performance and market positioning of your Company. In view of the same your Company takes a qualitative risk assessment rather than a quantitative approach. Your Company embraces a risk management portfolio for forecasting and mitigating the impact of internal and external risk factors. The internal risks which are mainly associated with the operations of the Company and the external risks which are linked with the economic and market volatilities are stated below:

### Internal Risks

#### Strategic Risk

Considering the comprehensive picture of the challenges faced by your Company, risk mitigation policies have been put in place. The strategic risk alleviation is aimed at protecting the values of your Company. Strategic risk factors lurk in the Company's decision on various strategic objectives, e.g., organizational need to change roles and responsibilities, stronger governance, infusing of new skills, CAPEX portfolio, new competing requirements, degree of exposure in business risk-taking based on speculative gains, quantum of contingencies in different functions, timing decision on entering into new businesses, hiving off or vacating existing business activities, inclusive growth plan versus inorganic growth strategy. In pursuit of value against risk factors, your Company decides on balancing the growth, risk and return.

#### Policy Risk

Your Company integrates the risk control measures into the organization's overall governance by periodically assessing the risks of the policies for internal operations and the statutory issues. Based on the risk assessment, the policies are amended from time to time.

#### Employee Turnover Risk

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

#### Working Capital Risk

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

#### Liquidated Damage Risk

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

#### Operational Risk

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

#### Project Risk

Your Company is executing large turnkey projects. To implement such projects, statutory obligations from various authorities relating to right-of-way permissions are necessary. As these statutory obligations are neither in the control of the user nor within the control of your Company, this is a potential risk which may cause deferment of the projects resulting to blockage of receivables and cost over-run. Your Company constantly keeps the customer informed on such delays involving statutory requirements in order to avoid the imposition of liquidated damages. Your Company meticulously monitors the projects with constant coordination between the execution team at site and the project controller at head office. Prior to targeting project contracts, your Company carefully weighs the feasibility of timely implementing the projects.

### **Technology Risk**

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

### **Growth Stagnation Risk**

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

### **Product Development Risk**

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

### **Brand Attrition Risk**

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

### **External Risks**

#### **Market Demand Risk**

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

#### **Customer Risk**

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

#### **Competition Risk**

The nature of competitive risk is distinct for each product group. In the EHV segment, the competition is from both, the Indian and the overseas manufacturers. The risk involves entry barriers which are gradually being made more stringent by the customers to screen out a number of players. It is imperative for your Company to acquire performance record credentials from the user on supply and installation to qualify as an eligible bidder. It is also necessary to repeat test and revalidate test reports for specific type & design of the product. Your Company has to keep at par with the development and innovation introduced by the multinational companies to avoid the risk of obsolescence. In the HV & MV segment, new entrants pose a risk on the price competitiveness. The LV segment is intensely competitive with the proliferation of regional producers of low-quality-low-margin products which has been pernicious to health of the organized sector. This has led to a blood bath in this market segment. The product for this segment is under risk with deeper market encroachment by new manufacturers. Your Company is addressing to the quality conscious customers to retain its market share.

#### **Raw Material Price Risk**

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

## Exchange Rate Risk

Your Company is exposed to the risk of foreign exchange rate fluctuations. To cover this risk, all foreign currency exposures are closely monitored and forward covers are taken, wherever it is deemed appropriate.

## INTERNAL CONTROL SYSTEMS

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

- Authorization, recording, analyzing and reporting of transactions.
- Recording and adequate safeguarding of assets.
- Upkeep of accounting records and trustworthiness of financial information.

### Key elements are:

- Clear and well defined organization structure and limits of financial authority.
- Corporate policies for financial reporting, accounting, information security, investment appraisal and corporate governance.
- Annual Operating Business Plan (AOP) including identifying key strengths, weaknesses, opportunities & threats.
- External firm of Chartered Accountants to carry out internal audit of all functions including physical verification of inventories.
- Audit Committee of the Board which monitors and reviews all risks and control issues and financial matters.
- Computerized and integrated financial and accounting functions, information feedback system of process parameters and back tracing from finished products to raw material stage.
- Company has successfully migrated to a higher version of its existing software SAP to SAP HAN for improved data management, integration of functional departments, and exercising better control.
- Routine evaluation of all financial operating and information technology system.
- Laying down risk assessment and minimization procedures and regular review of the same.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

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

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

The Company is dedicated to do the welfare of its employees, their families, surrounding locality and whole city by providing social, culture and educational upliftment. It is committed to improve quality of the life of its employees by providing safe and clean working atmosphere. The Company is an Integrated Management System (IMS) comprising to ISO:14001, ISO:18001 and ISO: 9001 certified Company. It also maintains adequate green belt areas around plant & residential colony.

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

The Company is maintaining Residential Colony for its employees at Satna with Welfare Centre, Reading Room, Staff Club, Indoor/outdoor Game facilities, Temple, Children Park, Dispensary, etc. The celebration of festivals such as Holi, Diwali, Dushehra, Janmashtami, Vishwakarma Puja, Republic Day, Nag Panchami, Van Mahotsava, New Year etc. with the involvement of all the workmen and employees.

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

The Company employed 1015 permanent employees as on 31<sup>st</sup> March, 2019.

No such complaints filed during the financial year under the Sexual Harassment of workmen at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## CAUTIONARY STATEMENT

The Management Discussion and Analysis may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the Statement as important factors could influence the Company's operations such as Government policies, local, political and economical development, industrial relations, and risks inherent to the Company's growth and such other factors. Market data and product analysis contained herein has been taken from internal Company reports, Industry & Research publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

# Report on Corporate Governance

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “the Listing Regulations”), the Company’s Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2019 is set out below:

## 1. CORPORATE GOVERNANCE PHILOSOPHY

Good Corporate Governance is an integral part of the Company’s management and business philosophy. The Company operates within accepted standards of propriety and justice with transparency in all dealings, without compromising on integrity, corporate social responsibility and regulatory compliances concerning business and operations of the Company.

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

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

Corporate Governance is not a destination but a continuous journey with an upward moving target. The Company will continue its efforts towards raising its standard in Corporate Governance and will also review its systems and procedures constantly in order to keep pace with the changing economic environment.

## 2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The present strength of the Board of Directors (“the Board”) is eight (8) members including one Woman Independent Director. The Company has a regular Non-Executive Chairman who is not related to the Managing Director & Chief Executive Officer of the Company as per definition of the term “relative” defined under the Companies Act, 2013. The number of Independent Directors on the Board is four (4), which is half of the total number of Directors and the number of Non-Executive Directors is Seven (7), which is more than fifty percent of the total number of Directors, as laid down under Regulation 17 of the listing Regulations. 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 Ten (10) Board level committees or acts as Chairman of more than Five (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. None of the Independent Directors serves as such on the Board of more than seven (7) listed companies. Further, Independent Directors do not serve as Whole-Time Director/Managing Director on the Board of any listed company. None of the Independent Directors has any material pecuniary relationship with the Company other than the sitting fees payable to them alongwith reimbursement of incidental expenses incurred for attending the Meeting(s) of Board of Directors and Committee thereof. The Independent Directors fulfil the conditions of independence specified in Section 149(6) and Regulation 16(1)(b) of the Listing Regulations and individually have submitted a declaration that they meet the criteria of independence and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of Board of Directors, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management. No Independent Directors of the Company has resigned before the expiry of his/her tenure.

The Company has a familiarisation 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 through weblink [http://www.unistar.co.in/pdf/Familiarisation\\_Programmme.pdf](http://www.unistar.co.in/pdf/Familiarisation_Programmme.pdf). The terms and conditions of appointment of Independent Directors can be accessed on the Company’s weblink viz: [http://www.unistar.co.in/pdf/TC\\_Appt\\_Independent\\_Directors.pdf](http://www.unistar.co.in/pdf/TC_Appt_Independent_Directors.pdf).

During the financial year ended 31<sup>st</sup> March, 2019, four (4) Board Meetings were held on 23<sup>rd</sup> May, 2018, 10<sup>th</sup> August, 2018, 12<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019. The maximum time gap between any two consecutive Meetings was not more than one hundred and 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		Number of other Directorships and Committee Memberships/ Chairmanships		
		Board Meeting	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships
Shri Harsh V. Lodha (Chairman)	Non-Executive	4	Yes	15	None	1
Shri S.S. Kothari	Independent Non-Executive	3	No	2	None	None
Shri S.C. Jain	Independent Non-Executive	4	No	1	None	None
Shri Dinesh Chanda	Independent Non-Executive	4	Yes	None	None	None
Shri B. R. Nahar	Non-Executive	4	No	10	1	None
Dr. Kavita A. Sharma	Independent Non-Executive	3	No	None	None	None
Shri Dilip Ganesh Karnik	Non-Executive	4	No	5	3	None
Shri Y.S.Lodha (Managing Director & Chief Executive Officer)	Executive	1	N.A.	3	None	None

**Notes:**

- (i) Number of other Directorships held by the Directors, as mentioned above, includes Directorships in Public Limited Companies and Private Limited Companies and 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) Disclosure of the number of equity shares of the Company held by the Non-Executive/Executive Directors as on 31<sup>st</sup> March, 2019 based on declarations received from them is given below:

Sl. No.	Name of Non-Executive Director	No. of Equity Shares held
(a)	Shri Harsh V. Lodha	18297
(b)	Shri S.S. Kothari	150
(c)	Shri S.C. Jain	1000
(d)	Shri Dinesh Chanda	225
(e)	Shri B. R. Nahar	171
(f)	Dr. Kavita A. Sharma	150
(g)	Shri Dilip Ganesh Karnik	500
(g)	Shri Y.S.Lodha	100

- (iii) Shri Y.S.Lodha has been appointed as the Managing Director & Chief Executive Officer of the Company with effect from 11<sup>th</sup> February, 2019.
- (iv) None of the Directors on the Board has inter-se relationship with other Directors of the Company.
- (v) Names of other Listed entities where Directors of the Company are Directors and Category of Directorship are given herein:

Name of the Director	Names of other listed Companies	Category of Directors
Shri Harsh V. Lodha (Chairman)	1. Vindhya Telelinks Limited 2. Birla Cable Limited 3. Birla Corporation Limited 4. Alfred Herbert (India) Limited	Non-Executive Chairman Non-Executive Chairman Non-Executive Chairman Non-Executive Director
Shri S.S. Kothari	NIL	NIL
Shri S.C. Jain	NIL	NIL
Shri Dinesh Chanda	NIL	NIL
Shri B. R. Nahar	Birla Corporation Limited	Managing Director
Dr. Kavita A. Sharma	NIL	NIL
Shri Dilip Ganesh Karnik	1. Birla Corporation Limited 2. Vindhya Telelinks Limited 3. ICICI Prudential Life Insurance Company Limited	Non-Executive Director Non-Executive Director Independent Director
Shri Y.S.Lodha (Managing Director & Chief Executive Officer)	Vindhya Telelinks Limited	Managing Director & CEO

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 items which are not permitted to be transacted through video conferencing. During the financial year 2018-19, 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 pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, as prepared and compiled by the Company Secretary is circulated to all the Directors alongwith the Agenda & Notes on 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 weblink [http://www.unistar.co.in/pdf/code\\_of\\_conduct.pdf](http://www.unistar.co.in/pdf/code_of_conduct.pdf). For the year under review, all Board Members and Senior Management Personnel of the Company have affirmed their adherence to the provisions of the said Code.

In accordance with Regulation 36(3) of the Listing Regulations, the brief resume and other information/details of Directors to be re-appointed at the ensuing 74<sup>th</sup> Annual General Meeting (AGM) of the Company are given in the Annexure to the Notice of the AGM of the Company.

A skill matrix of core skills/expertise/competencies was identified by the Board of Directors in the context of Company's business(es) and sector(s) for it to function effectively and those actually available with the Board are stated below-

- (i) Knowledge and insight of Company's businesses of Electrical and other Cables, Capacitors, Wires and Conductors etc. and Turnkey Projects predominantly relating to Electrical Cables/Capacitors etc., strategic plans, policies and culture including those policies which are approved by the Board or any Committee of the Board, major risks/threats and potential opportunities and knowledge of the industry segments in which the Company operates.
- (ii) Behavioral Skills comprising of, interalia, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company, adequate commitment to the Board and the Company, demonstration of highest level of integrity and maintenance of confidentiality, devotion of sufficient time for effective participation in Board and other meetings, regularity in attending Board and other meetings from time to time and to interact with key stakeholders.
- (iii) Business strategy and planning, sales and marketing, Corporate Governance, foreign exchange management, administration, strategic thinking and decision making, selecting the leadership team while ensuring that the Company has right strategy in place together with competitiveness and sustainability of its operations.

- (iv) Financial and Management skills.
- (v) Technical and professional skills and specialised knowledge with respect to Company's business and operations.
- (vi) Knowledge of legal regulations to the extent apply and extend to the Company and its business segments viz. Cable and Engineering, Procurement and Construction, social and Corporate Social Responsibility activities, compliance to environmental laws/regulations and other applicable laws, safety and security of Company's human resources, property, plant & equipment etc.

### 3. AUDIT COMMITTEE

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

Name of the Member	Designation	Category
Shri Dinesh Chanda	Chairman	Independent Non-Executive Director
Shri S. S. Kothari	Member	Independent Non-Executive Director
Shri S.C. Jain	Member	Independent Non-Executive Director

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

The Company 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 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 Auditors' Report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s), if any, 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, and adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Whistle Blower mechanism;
- (xix) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) Carrying out any other function as mentioned in the Terms of Reference of the Audit Committee; and
- (xxi) \*Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

\*Addition/Amendment in the Terms of Reference by the Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019

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

Name of Member	Meetings held and attendance particulars			
	23 <sup>rd</sup> May, 2018	10 <sup>th</sup> August, 2018	12 <sup>th</sup> November, 2018	11 <sup>th</sup> February, 2019
Shri Dinesh Chanda	Yes	Yes	Yes	Yes
Shri S.S. Kothari	No	Yes	Yes	Yes
Shri S.C. Jain	Yes	Yes	Yes	Yes

The Meeting of the Audit Committee is attended by the Secretary of the Committee and the necessary quorum was present at all the Meetings. The Statutory Auditors are permanent invitees to the Audit Committee Meetings. The Internal Auditors and Cost Auditors, as needed, are also invitees to the Meetings. The Chief Executive Officer, Chief Operating Officer, Chief Technical Officer, Chief Financial 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 31<sup>st</sup> July, 2018.

#### 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:

- (i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- (ii) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (iii) To devise a policy on diversity of Board of Directors;
- (iv) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors for their appointment and removal;
- (v) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- (vi) \*To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

\*Addition/Amendment in the Terms of Reference by the Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019

During the year three (3) Meetings of the Nomination and Remuneration Committee were held on 23<sup>rd</sup> May, 2018, 12<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019. The requisite quorum was present at each of the Meetings. 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 Dinesh Chanda	Chairman	Independent Non-Executive Director	3
Shri S.S. Kothari	Member	Independent Non-Executive Director	2
Shri S.C. Jain	Member	Independent Non-Executive Director	3

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 31<sup>st</sup> July, 2018.

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

#### 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, Managing Director & Chief Executive Officer and other KMPs mainly consists of salary, allowances, benefits, perquisites and retirement/post-retirement benefits which are fixed components and performance linked incentives/yearly special allowance being variable component to select cadre of employees. The overall performance of the individual is a key consideration while determining salary increase and determination of performance linked incentives. The competitive remuneration package for Managing Director & Chief Executive Officer/Whole-time Director, if any, 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 or any duly constituted Committee thereof and/or such other payments/benefits (excluding stock options, if any), subject to the governing provisions of the Companies Act, 2013 and rules made thereunder. Further, the maximum remuneration payable to any one Managing Director & Chief Executive Officer or maximum overall remuneration payable to all Directors including Managing Director & Chief Executive Officer shall be within overall limits as defined in the Companies Act, 2013 and rules framed thereunder read with Circulars/Guidelines issued by the Central Government and other authorities from time to time, subject to approvals of shareholders, 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.

Remuneration Policy of the Company has been uploaded at Company's website i.e. [www.unistar.co.in](http://www.unistar.co.in).

#### 4.2 Remuneration of Directors/Managing Director & Chief Executive Officer

The details of remuneration of Non-executive Directors/Managing Director & Chief Executive Officer for the financial year ended 31<sup>st</sup> March, 2019, are set out below:

- (i) Apart from payment of Sitting Fees for attending the Meetings of the Board of Directors and/or Committee thereof, no other remuneration was paid to Independent/Non-Executive Directors of the Company during the financial year ended 31<sup>st</sup> March, 2019.

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

Name of the Director	Sitting Fees (₹ in lakhs)
Shri Harsh V. Lodha	1.60
Shri S.S. Kothari	2.75
Shri S.C. Jain	3.90
Shri Dinesh Chanda	3.90
Shri B. R. Nahar	1.60
Dr. Kavita A. Sharma	1.20
Shri Dilip Ganesh Karnik	1.60
<b>Total</b>	<b>16.55</b>

- (ii) Shri Y.S.Lodha was appointed as Managing Director & Chief Executive Officer of the Company for the period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022. Prior to his appointment as Managing Director & Chief Executive Officer, he was designated as Manager & Chief Executive Officer of the Company since 15<sup>th</sup> May, 2015. Remuneration to the Managing Director & Chief Executive Officer is paid in accordance with the applicable provisions of the Companies Act, 2013. Annual increment together with yearly special allowance, if any, to the existing remuneration/compensation structure is recommended by the Nomination and Remuneration Committee to the Board of Directors in accordance with the terms of appointment as approved by the shareholders for the Managing Director & Chief Executive Officer of the Company.

The details of Remuneration paid to Shri Y.S.Lodha, in the capacity of Managing Director & Chief Executive Officer of the Company during the period from 11<sup>th</sup> February, 2019 to 31<sup>st</sup> March, 2019 is as under:

(₹ in lakhs)

Name	Salary	Perquisites, etc.	Total
Shri Y.S.Lodha	9.13	3.42	12.55

Notes:

- Sitting fees include fees paid to attending Committee Meetings.
- All the appointments are non-contractual except that of the Managing Director & Chief Executive Officer which is for 3 (Three) years with effect from 11<sup>th</sup> February, 2019. The appointment of the Managing Director & Chief Executive Officer is conditional and subject to termination by either party (the Company or the Managing Director & Chief Executive Officer) by giving to other party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration (including allowances and perquisites/benefits) in lieu of the notice.
- The details of Remuneration paid to Shri Y.S.Lodha, in the capacity of Manager & Chief Executive Officer of the Company during the period from 1<sup>st</sup> April, 2018 to 10<sup>th</sup> February, 2019 is as follows:

(₹ in lakhs)

Name	Salary	Perquisites, etc.	Total
Shri Y.S.Lodha	58.91	22.02	80.93

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

- \*Resolving the grievances of the shareholders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- \*Review of measures taken for effective exercise of voting rights by shareholders;
- \*Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agents;
- \*Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To approve or authorise transmission of above 2500 shares under one Form;
- To approve issuance of duplicate share certificate(s);

- vii. To approve issuance of fresh certificate(s) on consolidation/sub-division/renewal and also for issuance of share certificate(s) on rematerialisation of equity shares of the Company.

\*Additions/Amendments in the Terms of Reference by the Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019

During the year, two Meetings of the Stakeholders Relationship Committee were held on 23<sup>rd</sup> May, 2018 and 12<sup>th</sup> November, 2018. 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	No. of Meetings attended
Shri Dinesh Chanda	Chairman	Independent Non-Executive Director	2
Shri S.S. Kothari	Member	Independent Non-Executive Director	1
Shri S.C. Jain	Member	Independent Non-Executive Director	2

The Company Secretary of the Company also functions as the Compliance Officer.

The Share 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, twenty (20) 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 31<sup>st</sup> March, 2019 except disputed cases and sub-judice matter(s), which would be resolved on final disposal of the cases by the judicial and other authorities. No request for transfer was pending for approval as on 31<sup>st</sup> March, 2019.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by the Board of Directors of the Company pursuant 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:

- (i) 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;
- (ii) To recommend the amount of expenditure to be incurred on the CSR activities in a financial year;
- (iii) To monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- (iv) Any other matter/things as may be considered expedient by the members of the Committee 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 10<sup>th</sup> August, 2018. The requisite quorum was present at the Meeting. The composition of the Corporate Social Responsibility Committee and the details of Meeting attended by the members thereof are given below:

Name of the Member	Designation	Category	No. of Meeting attended
Shri Harsh V. Lodha	Chairman	Non-Executive Director	1
Shri Dinesh Chanda	Member	Independent Non-Executive Director	1
Shri S.C. Jain	Member	Independent Non-Executive Director	1

## 7. INDEPENDENT DIRECTORS MEETING

During the year under review, a separate Meeting of Independent Directors was held on 19<sup>th</sup> March, 2019, inter-alia, to discuss:

- (i) Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- (ii) Review of the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and
- (iii) Assessment of the quality, content and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

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

## 8. PERFORMANCE EVALUATION OF BOARD, COMMITTEES & 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 the performance of Individual Directors. During the year under review, one Meeting of the Independent Directors of the Company was held, without the presence of Non-Independent Directors, Managing Director & Chief Executive Officer and management representatives, wherein the performance of Non-Independent Directors, Chairman (Non-executive), Managing Director & Chief Executive Officer and the Board of Directors as a whole were reviewed. The review of performance of the Chairman of the Company was carried out, inter alia, taking in to account the views of the Non-Executive Directors and Managing Director & Chief Executive Officer. 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 the Board, its Committees and Individual Directors was also carried out by the entire Board, excluding the Director being evaluated, inter alia, 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, inter alia, 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 appraisal of the Managing Director & Chief Executive Officer and his level of engagement in the affairs of the Company was an important component of the Board evaluation.

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

## 9. GENERAL BODY MEETINGS

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

Financial Year	Venue of the Meeting	Type of Meeting	Date	Time
2017-18	Registered Office of the Company : P.O. Birla Vikas, Satna - 485 005 (M.P.)	73 <sup>rd</sup> AGM	31 <sup>st</sup> July, 2018	10.30 A.M.
2016-17		72 <sup>nd</sup> AGM	24 <sup>th</sup> July, 2017	04.30 P.M.
2015-16		71 <sup>st</sup> AGM	19 <sup>th</sup> August, 2016	04.30 P.M.

All the resolutions set out in the respective notices of the above Meetings were passed by the members as ordinary resolutions save and except the followings:

- Special Resolution concerning – (a) Re-appointment of Shri Y.S.Lodha as Manager & Chief Executive Officer of the Company for a further period of three (3) years with effect from 15<sup>th</sup> May, 2018 to 14<sup>th</sup> May, 2021; and (b) Approval for giving guarantee and/or providing security in connection with loan(s)/credit facilities/borrowings of Birla Furukawa Fibre Optics Private Limited, a joint venture Company, which were passed by requisite majority at the 73<sup>rd</sup> Annual General Meeting.
- Special Resolution concerning place of keeping Register of Member and Index of Member, etc. pursuant to Section 94 of the Companies Act, 2013, which passed by requisite majority at the 71<sup>st</sup> Annual General Meeting of the Company held on 19<sup>th</sup> August, 2016.
- Special Resolution passed through postal ballot:
  - The Company has taken consent/approval of the Members by way of Special Resolution for two items (Resolution No. 1 & 2 of the Postal Ballot Notice dated 12<sup>th</sup> November, 2018) through Postal Ballot for increase in the borrowings limit of the Company pursuant to Section 180(1)(c) of Companies Act, 2013 upto an amount not exceeding in aggregate ₹ 2500 Crores outstanding at any time; and Authority to the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013 for

creation of charge/mortgages/hypothecations/pledges/other security etc. in any form on the Company's assets, both present and future, for securing the borrowings for an amount not exceeding the limit of ₹ 2500 Crores.

The results were announced at the registered office of the Company on 28<sup>th</sup> December, 2018. Summary of the voting pattern was as under:

Description	Increase in borrowings limit u/s 180(1)(c)		Increase in limit u/s 180(1)(a)	
	No. of valid votes cast	Percentage of vote cast	No. of valid votes cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	25491873	99.9972	25491599	99.9974
Total number of votes cast against the resolution	716	0.0028	672	0.0026

(b) The Company has taken consent/approval of the Members by way of Special Resolution for four items (Resolution No. 1,2,3 & 5 of the Postal Ballot Notice dated 11<sup>th</sup> February, 2019) through Postal Ballot for:

- (i) Re-appointment of Shri S.S. Kothari as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
- (ii) Re-appointment of Shri S.C. Jain as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024
- (iii) Re-appointment of Shri Dinesh Chanda as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024
- (iv) Appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022, on remuneration, terms and conditions as mentioned in the resolution.

The results were announced at the registered office of the Company on 27<sup>th</sup> March, 2019. Summary of the voting pattern was as under:

Description	Re-appointment of Shri S.S. Kothari		Re-appointment of Shri S.C. Jain	
	No. of valid votes cast	Percentage of vote cast	No. of valid votes cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	25555286	99.4998	25555306	99.5002
Total number of votes cast against the resolution	128467	0.5002	128357	0.4998

Description	Re-appointment of Shri Dinesh Chanda		Appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer	
	No. of valid votes cast	Percentage of vote cast	No. of valid votes cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	25555988	99.5038	25556488	99.5048
Total number of votes cast against the resolution	127450	0.4962	127195	0.4952

All the above stated Special Resolutions were passed with the requisite majority. The procedure prescribed under Section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Listing Regulations were duly followed for the Postal Ballot while seeking approval/consent of Members on the above items of special business. Shri R.S. Bajaj and Shri Rajesh Kumar Mishra, Practicing Company Secretary were appointed as Scrutinizer for business transacted under the Postal Ballot Notice dated 12<sup>th</sup> November, 2018 and 11<sup>th</sup> February, 2019 respectively for conducting the Postal Ballot exercise for the aforesaid matters.

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

**10. MEANS OF COMMUNICATION**

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

**11. GENERAL SHAREHOLDER INFORMATION**

- 11.1 Company Registration details** : L31300MP1945PLC001114
- 11.2 Annual General Meeting Date, Time and Venue** : 5<sup>th</sup> August, 2019 at 4:30 P.M.  
at Registered Office of the Company at  
P.O. Birla Vikas, Satna - 485 005 (M.P.)
- 11.3 Financial Year** : Begins on 1<sup>st</sup> April and ends on  
31<sup>st</sup> March of the following year
- 11.4 Financial Calendar (2019-20)**
- |   |   |  |
|---|---|--|
| (tentative) Quarterly Financial Results | : |  |
| ending 30 <sup>th</sup> June, 2019      | : | In or before second week of August, 2019   |
| ending 30 <sup>th</sup> September, 2019 | : | In or before second week of November, 2019 |
| ending 31 <sup>st</sup> December, 2019  | : | In or before second week of February, 2020 |
| ending 31 <sup>st</sup> March, 2020     | : | In or before third week of May, 2020       |
- 11.5 Book Closure date(s)** : 30<sup>th</sup> July, 2019 to 5<sup>th</sup> August, 2019 (both days inclusive)
- 11.6 Dividend Payment date** : On or before 3<sup>rd</sup> September, 2019
- 11.7 Listing on Stock Exchanges** : (a) BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
(b) National Stock Exchange of India Limited (NSE)  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051

The Company has timely paid the Annual listing fees for the financial year 2018-19 to BSE & NSE.

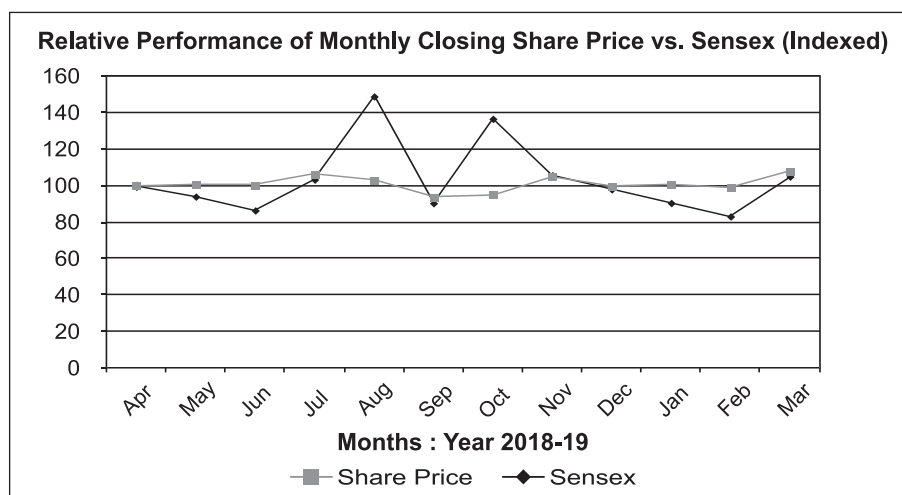
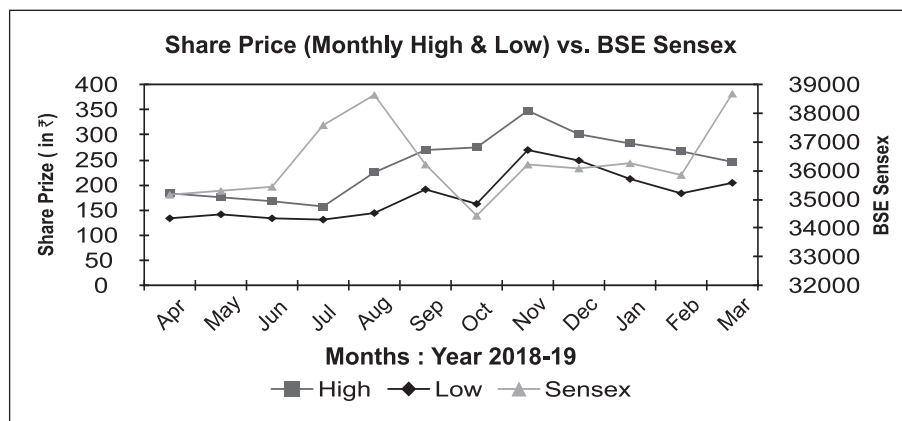
- 11.8 Stock Codes** : BSE, Mumbai : 504212  
NSE, Mumbai : UNIVCABLES EQ
- Demat ISIN Number for NSDL & CDSL** : INE279A01012

**11.9 Stock Market Data:**

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

Month	BSE			NSE		
	High	Low	Monthly Volume	High	Low	Monthly Volume
	(in ₹)	(in ₹)	(in Nos.)	(in ₹)	(in ₹)	(in Nos.)
April, 2018	182.25	132.90	321583	181.90	133.45	2685645
May, 2018	175.00	141.30	253554	174.25	141.00	1802412
June, 2018	167.25	134.00	89082	167.40	134.00	644403
July, 2018	158.25	132.00	81685	159.00	131.45	587601
August, 2018	226.50	144.20	1081870	226.50	143.40	6386556
September, 2018	271.00	190.65	885809	271.80	190.10	5344022
October, 2018	275.65	162.00	728471	275.85	175.50	4938670
November, 2018	349.00	270.00	942239	349.80	271.00	6362799
December, 2018	301.60	249.95	293296	303.00	250.85	2483539
January, 2019	282.95	212.95	204862	283.60	213.20	1321193
February, 2019	266.85	183.95	339456	267.80	184.05	2084615
March, 2019	244.90	204.00	151791	246.80	203.75	1617451

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



**11.11 Registrar and Share Transfer Agents** : Link Intime India Private Limited  
 C 101, 247 Park, L.B.S. Marg, Vikhroli (West)  
 Mumbai - 400 083  
 Phone : +91 22-49186000, Fax : +91 22-49186060  
 Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**11.12 Share Transfer System:**

Trading in equity shares of the Company is permitted only in dematerialised form for all classes of investors as per Notification issued by the Securities and Exchange Board of India (SEBI). All matters pertaining to share transfer and related activities are handled by the Registrar and Share Transfer Agents of the Company who are fully equipped to carry out the transfers of shares and redressal of investor complaints. All transactions in connection with transfer, transmission, etc. during the year under review were processed and approved by them on fortnightly basis. Transfers upto 2500 shares in each deed/form were approved by the Registrar and Share Transfer Agents in accordance with delegated authority. A summary of transfers/transmissions of equity shares so approved by the Registrar and Share Transfer Agents was placed at every Board Meeting. Transfers over and above 2500 shares per deed/form were sent to the Company for placing before the Stakeholders Relationship Committee for approval. The Registrar & Transfer Agents/delegated authority/Stakeholders Relationship Committee attended the formalities pertaining to transfer of shares at least once in a fortnight, while generally ensuring that transmission requests were processed for shares held in dematerialized mode and physical mode within seven days and twenty one days, respectively, after receipt of specified documents, complete in all respect, and dispatch of share certificates in physical mode were generally completed within thirty days, while the request for dematerialisation of equity shares is confirmed/rejected within an average period of 15 days. Members may further note that as per amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed with effect from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with a depository. Members are therefore advised to dematerialise their holding of equity shares in the Company for facilitating transfer of shares. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the Certificate with the Stock Exchange(s).

The Company's representatives visit the office of the Registrar and Share Transfer Agents as and when required/deemed appropriate to monitor, supervise and ensure that there are no delays or lapses in the system.

**11.13 (a) Distribution of Shareholding as on 31<sup>st</sup> March, 2019:**

Number of Equity Shares held	Number of Shareholders	% of Shareholders	*Number of Shares held	% of Shareholding
1 - 5000	13345	98.23	3716010	10.71
5001 - 10000	90	0.66	658211	1.90
10001 - 50000	102	0.75	2191851	6.32
50001 - 100000	21	0.16	1594071	4.59
100001 - 1000000	22	0.16	8148937	23.49
1000001 and above	5	0.04	18386301	52.99
<b>Grand Total</b>	<b>13585</b>	<b>100.00</b>	<b>34695381</b>	<b>100.00</b>

**(b) Category of Shareholders as on 31<sup>st</sup> March, 2019:**

Category	Number of Shareholders	% of Shareholders	*Number of Shares held	% of Shareholding
Promoter(s)/Promoters Group	18	0.13	21472949	61.89
Resident Individuals & Corporates	13231	97.39	12204950	35.18
Financial Institutions/Insurance Companies/Banks/Mutual Funds	20	0.15	731868	2.11
NRIs/FIIs/OCBs/Foreign Shareholders	316	2.33	285614	0.82
<b>Grand Total</b>	<b>13585</b>	<b>100.00</b>	<b>34695381</b>	<b>100.00</b>

**11.14 Dematerialisation of Shares and liquidity:**

3,41,76,100 Equity Shares representing 98.50% of the total admitted & listed Equity Share Capital of the Company are held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31<sup>st</sup> March, 2019.

Company's shares are reasonably liquid and are traded on BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai during the financial year 2018-19. Relevant data for the approximate average daily turnover in terms of volume for the financial year 2018-19 is given below:

BSE	NSE	BSE + NSE
21668	146205	167873

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

**11.15 Outstanding GDR/ADR/ Warrants or any Convertible instruments, Conversion date and likely Impact on equity:**

The Company has not issued any of these instruments so far.

**11.16 Commodity price risk or foreign exchange risk and hedging activities:**

During the year 2018-19, 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 on selective basis based on professional opinion/judgement. The Company does not enter into hedging of Commodities. The details of foreign currency exposure and the exposure to Commodity and Commodity risk faced by the Company are disclosed in Note No(s). 44(b)(i) and 44(b)(iv) respectively to the financial statements.

**11.17 Unclaimed Dividends:**

The amount of dividend 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. The Company has transferred ₹ 8,43,312/- being the unpaid and unclaimed dividend amount for the year 2010-11 on 29<sup>th</sup> September, 2018 to IEPF. The details of unpaid/un-claimed dividend transferred to IEPF are available on the website of the Company on [www.unistar.co.in](http://www.unistar.co.in).

During the year under review, the Company has transferred 46,221 equity shares on which dividend has not been paid or claimed for seven consecutive years or more, to the Investor Education and Protection Fund (IEPF) Authority in compliance of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended to date. Details of shares transferred have been uploaded on the website of IEPF as well on the Company's website i.e. [www.unistar.co.in](http://www.unistar.co.in).

The amount of dividend remained unclaimed for financial year 2017-18, as on 31<sup>st</sup> March, 2019 was ₹ 4,07,688/-.

**11.18 Plant Location(s)**

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

**11.19 Address for Investor Correspondence :** Link Intime India Private Limited

C 101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai - 400 083  
Phone : +91 22-49186000, Fax : +91 22-49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

OR

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

**11.20 Credit Ratings:**

The list of all Credit Ratings obtained by the Company for all debt instruments or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad, during financial year 2018-19 (including revisions, if any) are stated herein:

S. No.	Credit Rating Obtained	Type of Borrowing	Amount of Borrowing (₹ in Crores)	Whether reviewed rating or fresh rating	In case of reviewed rating, earlier rating
(i)	CARE A	Long Term Bank Facilities	511.87	Reviewed	CARE A
(ii)	CARE A1	Short Term Bank Facilities	918.50	Reviewed	CARE A1
(iii)	CARE A/A1	Long/Short Term Bank Facilities	14.00	Reviewed	CARE A/A1
(iv)	CRISIL A1	Commercial Paper	100.00 (Proposed to be issued)	Reviewed	CRISIL A1

**12. OTHER DISCLOSURES**

- (a) There were no materially significant related party transactions during the financial year 2018-19 which are considered to have potential conflict with the interests of the Company at large. Particulars and nature of transactions with the related parties in summary form, entered into during the year ended 31<sup>st</sup> March, 2019, in the ordinary course of business of the Company and at arm's length basis are disclosed in compliance with the Accounting Standard on "Related Party Disclosure" in Note No. 46 of Notes to financial statements in the Annual Report.
- (b) The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities/regulatory on matter relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by these authorities.
- (c) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all Directors/ Employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received if any, under the policy and their outcome is being placed before the Audit Committee.
- (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 does not have any subsidiary.
- (f) The Company has formulated a policy on materiality of and dealing with Related Party Transactions. The said Policy is available on the website of the Company and can be accessed through weblink [http://www.unistar.co.in/pdf/Policy\\_Relate\\_Party\\_Transactions.pdf](http://www.unistar.co.in/pdf/Policy_Relate_Party_Transactions.pdf).
- (g) Commodities form a major part of business of the Company and hence commodity price risk is one of the important risks for the Company. The Company has a robust framework in place to protect the Company's interest from risks arising out of market volatility and time to time apprise the Board members about the risk assessment and minimisation 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. The Company has not entered into any type of hedging of Commodities during the year under review.
- (h) The Company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.
- (i) A Certificate has been obtained from Shri Rajesh Kumar Mishra, Practicing Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed/re-appointed or continuing as Director of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is attached.
- (j) There is no recommendation of any committee of Board which has not been accepted by the Board during the year under review.
- (k) Total fees for all services paid by the Company (the Company does not have any subsidiary) to the Statutory Auditors was ₹ 27.17 Lakhs. The firm of Statutory Auditors of the Company does not have any network firm/network entity of which the Statutory Auditors are part as per confirmation obtained from it.
- (l) Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:

- (i) number of complaints filed during the financial year - NIL
  - (ii) number of complaints disposed of during the financial year - N.A. as there was no complaint.
  - (iii) number of complaints pending as on end of the financial year - NIL
- (m) There is no non-compliance of any requirement of Corporate Governance has mentioned in sub-para(s) (2) to (10) of Part C of Schedule V of Listing Regulations.
- (n) In preparation of the financial statements during 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.
- (o) 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 had any material pecuniary relationship or transactions with the Company during the year under review other than sitting fees paid to them.
- (p) In accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director & Chief Executive Officer and the Chief Financial Officer have furnished a duly signed Compliance Certificate to the Board of Directors for the year ended 31<sup>st</sup> March, 2019. The Managing Director & Chief Executive Officer and the Chief Financial Officer have also furnished a certificate pertaining to the financial year ended 31<sup>st</sup> March, 2019 to the Board of Directors in accordance with Regulation 33(2)(a) of the Listing Regulations.
- (q) 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, as amended, the Company Secretary has been designated as the Compliance Officer of the Company under the Company's Code of internal procedures and conduct for regulating, monitoring and reporting of trading by Insiders. He is responsible for adherence to and ensuring compliance with the Code by the Company and its designated employees.
- (r) The Company has a familiarisation 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 through weblink [http://www.unistar.co.in/pdf/Familiarisation\\_Programmme.pdf](http://www.unistar.co.in/pdf/Familiarisation_Programmme.pdf). Further, during the course of Board/Committee Meeting(s), presentations are made on various matters, interalia, covering the Company's business 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 familiarisation programmes.
- (s) The Company has presently not adopted certain discretionary requirements in regard to sending half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders and reporting of Internal Auditors directly to the Audit Committee. However, discretionary requirement viz. regime of financial statements with unmodified audit opinion has generally been complied with.
- (t) The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations are given below:

Regulation	Particulars of Regulations	Compliance status
17	Board of Directors	Yes
17A	Maximum Number of Directorships	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

Regulation	Particulars of Regulations	Compliance status
24A	Secretarial Audit	Yes
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 in Regulation 46(2)(h), as the Company does not have any subsidiary, hence not applicable.

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

### 13. Transfer of Shares in Unclaimed Suspense Account:

Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company has transferred to the 'Unclaimed Securities Suspense Account' the unclaimed equity shares which were issued in physical form from time to time. The disclosure pursuant to Part F of Schedule V of Listing Regulations concerning such unclaimed shares is as under:-

Sl. No.	Particulars	No. of Shareholders	No. of Equity Shares
(a)	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account as on 1 <sup>st</sup> April, 2018.	111	9940
(b)	Number of shareholders who approached for transfer of shares from the unclaimed suspense account during the year ended 31 <sup>st</sup> March, 2019.	-	-
(c)	Number of shareholders to whom shares were transferred from the unclaimed suspense account during the year ended 31 <sup>st</sup> March, 2019.	-	-
(d)	Number of shares transferred from the unclaimed suspense account to the Investor Education and Protection Fund (IEPF) Authority in compliance with provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 in terms of Regulation 39(4) read with Schedule VI of the Listing Regulations during the year ended 31 <sup>st</sup> March, 2019.	-	-
(e)	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account as on 31 <sup>st</sup> March, 2019.	111	9940

The voting rights on outstanding shares lying in the "Unclaimed Securities Suspense Account" and/or transferred to IEPF Authority shall remain frozen till the rightful owner of such shares claims the shares.

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

As provided under Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management for the financial year ended 31<sup>st</sup> March, 2019.

For Universal Cables Limited

Place : Satna  
Date : 1<sup>st</sup> May, 2019

(Y.S.Lodha)  
Managing Director & Chief Executive Officer

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## **CERTIFICATE FROM PRACTICING COMPANY SECRETARY**

*(pursuant to clause 10(i) of Schedule V to Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements), Regulations 2015)*

We, R.K. Mishra & Associates, Practicing Company Secretaries, hereby certify that none of the Directors on the Board of the Universal Cables Limited (CIN: L31300MP1945PLC001114) ("the Company"), have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs or any such Statutory Authority.

For R.K. MISHRA & ASSOCIATES

Place : Satna  
Date : 16<sup>th</sup> May, 2019

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

## **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

### **To the members of Universal Cables Limited**

1. We have examined the compliance of regulations of Corporate Governance by Universal Cables Limited ('the Company') for the year ended March 31<sup>st</sup> 2019 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 compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### **Auditor's Responsibility**

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. 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.

### **Opinion**

6. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2019. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### **Restriction on use**

7. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

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

**Place : New Delhi  
Dated : 16<sup>th</sup> May, 2019**

**(Karthik Srinivasan)  
Partner  
Membership No. 514998**

# Independent Auditors' Report

TO THE MEMBERS OF UNIVERSAL CABLES LIMITED

## Report on the Audit of Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Universal Cables Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sl. No.	Key Audit Matter	Auditor's Response
1	<p><b>Revenue recognition for construction contracts:</b></p> <p>In respect of construction contracts, the management is required to make various accounting estimates and judgements for the purpose of revenue recognition over time like identification of performance obligation, determination of transaction price, the stage of completion, the timing of revenue recognition, estimated project costs and revenue. The process among others, take into consideration contract risks, price variation claims, liquidated damages &amp; penalties, recoverability of trade receivables. The Company periodically reviews the estimates involved and any cumulative effect of such changes are recognised in the period in which such changes are determined.</p> <p>Refer Note No. 1.4 and Note No. 1.5(k) of the standalone financial statements.</p>	<p><b>Our audit procedure included, among others:</b></p> <ul style="list-style-type: none"> <li>Reviewing the terms and conditions of contracts on sample basis (including amendments/modifications/ clarifications thereon, if any) for the purpose of identification of performance obligation, reviewing the estimated contract revenue and costs including consistent application, and adjustments thereon on account of potential liquidated damages and penalties, if any, change in scope, actual cost incurred till year end, etc.</li> <li>Testing the internal controls adopted by the Company relevant to ensuring the completeness and accuracy of revenue recognition.</li> <li>Reviewed the adequacy of the disclosures in the Notes to the standalone financial statements.</li> </ul>

### Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2018-19, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Based on the work we have performed, if we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of management and those charged with governance for the standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibility for the audit of standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its standalone financial statements – Refer Note No. 38 to the standalone financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2019.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the “Annexure B” a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

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

**Place : New Delhi**  
**Dated : 16<sup>th</sup> May, 2019**

**(Karthik Srinivasan)**  
**Partner**  
**Membership No. 514998**

#### **Annexure “A” to the Independent Auditors’ Report**

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

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

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over

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

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

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

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

**Place : New Delhi**  
**Dated : 16<sup>th</sup> May, 2019**

**(Karthik Srinivasan)**  
**Partner**  
**Membership No. 514998**

### **Annexure "B" to the Independent Auditors' Report**

#### **(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report on even date)**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) Major items of fixed assets were physically verified during the year by the management in accordance with regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
  - c) In our opinion and according to the information and explanations given to us and representation obtained from the management, the title deeds of immovable properties are held in the name of the Company.
- ii The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on physical verification.
- iii The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable.

- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records for the year with a view to determine whether they are accurate and complete.
- vii a) According to the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, Goods and Services Tax (GST), cess and other material statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31<sup>st</sup> March, 2019, which were outstanding for a period of more than six months from the date they became payable.
- b) There are no disputed dues which have remained unpaid as on 31<sup>st</sup> March, 2019 in respect of income tax or sale tax or service tax or duty of customs or duty of excise or value added tax.
- viii On the basis of the verification of records and information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks. The Company does not have any loans or borrowings from financial institution or government in the books of accounts at any time during the year. The Company has not issued any debentures. Therefore, the question of default in repayment of dues of debenture holders does not arise.
- ix The Company did not raise any money by way of initial/further public offer (including debt instruments) and term loans taken during the year have been applied for the purpose for which they were obtained.
- x Based on the audit procedure performed and the representation obtained from the management, no material fraud by the Company or on the Company by its officers and employees has been noticed or reported during the year.
- xi According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.
- xv According to the information and explanations given to us and the representation obtained from the management, the Company has not entered into any non-cash transactions with directors or persons connected with them under section 192 of the Act. Therefore, the provisions of clause 3(xv) of the Order are not applicable.
- xvi In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

**Place : New Delhi**  
**Dated : 16<sup>th</sup> May, 2019**

**(Karthik Srinivasan)**  
**Partner**  
**Membership No. 514998**

# Balance Sheet as at 31<sup>st</sup> March, 2019

	Notes	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	2	12882.85	10871.86
Capital Work-in-Progress		171.34	1658.79
Investment Property	4	2588.28	1229.46
Intangible Assets	3	34.18	50.84
<b>Financial Assets</b>			
Investments	5	16648.74	13553.74
Other Financial Assets	6	484.60	351.13
Trade Receivables	7	269.83	554.55
Non-current Tax Assets (Net)		192.49	212.87
Other Non-current Assets	8	264.96	191.39
<b>Total Non-current Assets</b>		<b>33537.27</b>	<b>28674.63</b>
<b>CURRENT ASSETS</b>			
Inventories	9	26259.92	16587.15
<b>Financial Assets</b>			
Trade Receivables	10	60731.38	51381.87
Cash and Cash Equivalents	11	219.91	360.17
Other Bank Balances	12	275.29	474.88
Other Financial Assets	13	1515.73	2106.74
Other Current Assets	14	5148.12	3350.74
<b>Total Current Assets</b>		<b>94150.35</b>	<b>74261.55</b>
<b>Total Assets</b>		<b>127687.62</b>	<b>102936.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	15	3469.83	3469.83
Other Equity	16	39062.31	30181.75
<b>Total Equity</b>		<b>42532.14</b>	<b>33651.58</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
<b>Financial Liabilities</b>			
Borrowings	17	14809.28	11823.15
Other Financial Liabilities	18	36.50	32.43
Other Non-current Liabilities	19	38.25	42.22
Provisions	20	913.84	916.77
Deferred Tax Liabilities (Net)	21	1876.05	197.05
<b>Total Non-current Liabilities</b>		<b>17673.92</b>	<b>13011.62</b>
<b>CURRENT LIABILITIES</b>			
<b>Financial Liabilities</b>			
Borrowings	22	37158.74	23331.27
Trade Payables	23		
Total outstanding dues of micro and small enterprises		2259.54	2428.48
Total outstanding dues of creditors other than micro and small enterprises		23623.28	24232.82
Other Financial Liabilities	24	3053.40	4806.05
Other Current Liabilities	25	907.04	1139.44
Provisions	26	194.64	173.86
Current Tax Liabilities (Net)		284.92	161.06
<b>Total Current Liabilities</b>		<b>67481.56</b>	<b>56272.98</b>
<b>Total Equity and Liabilities</b>		<b>127687.62</b>	<b>102936.18</b>

The accompanying Notes 1 to 47 form an integral part of the financial statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

## Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019

	Notes	For the year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>REVENUE</b>			
Revenue from Operations	27	141654.86	120732.76
Other Income	28	1199.60	1105.99
<b>Total Revenue</b>		<b>142854.46</b>	<b>121838.75</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed		95867.19	83766.48
Excise Duty		-	2640.55
Purchase of Stock-in-Trade		5648.42	3226.51
(Increase)/Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	29	(6322.41)	(1745.43)
Employee Benefits Expense	30	6368.96	5851.67
Finance Costs	31	6205.52	5343.26
Depreciation and Amortization Expenses	32	2138.25	2090.23
Other Expenses	33	22626.50	16301.70
<b>Total Expense</b>		<b>132532.43</b>	<b>117474.97</b>
<b>Profit before Tax</b>		<b>10322.03</b>	<b>4363.78</b>
Tax Expenses	34		
Current Tax		2190.37	575.19
Deferred Tax		1231.83	(405.87)
<b>Profit for the year</b>		<b>6899.83</b>	<b>4194.46</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit or Loss:</b>			
Fair valuation gains/(losses) on Equity Instruments		3095.00	1212.09
Re-measurement gains/(losses) on Defined Benefit Plans		(61.01)	150.12
Less: Income Taxes relating to re-measurement		21.32	(51.95)
Less: Deferred Tax effect on fair valuation of Investments		(447.17)	(550.97)
<b>Other Comprehensive Income for the year (Net of Tax)</b>		<b>2608.14</b>	<b>759.29</b>
<b>Total Comprehensive Income for the year (Comprising Profit &amp; Other Comprehensive Income for the year)</b>		<b>9507.97</b>	<b>4953.75</b>
<b>Earnings per Equity Share</b>			
<b>Basic and diluted (Face Value of ₹ 10/- each)</b>	35	<b>19.89</b>	12.09

The accompanying Notes 1 to 47 form an integral part of the financial statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	2018-19		2017-18	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit before Taxation</b>		<b>10322.03</b>		4363.78
<b>Adjustments for:</b>				
Depreciation	2138.25		2090.23	
Loss/(Profit) on Sale/Disposal of fixed assets (Net)	24.56		(109.08)	
Interest Income	(27.71)		(53.94)	
Dividend Income	(588.17)		(376.71)	
Rent Income	(297.43)		(288.48)	
Interest Expense	5454.24		4351.31	
Unrealised Forex Loss/(Gain) on Borrowings	110.52		(52.96)	
Remeasurements of net Defined Benefit Plans	(61.01)		150.12	
		<b>6753.25</b>		5710.49
<b>Operating Profit before Working Capital Changes</b>		<b>17075.28</b>		10074.27
<b>Movement in Working Capital:</b>				
Increase/(Decrease ) in Trade Payables	(778.48)		11903.28	
Increase/(Decrease) in Other Financial Liabilities	48.21		(20.45)	
Increase/(Decrease) in Provisions	17.85		7.49	
Increase/(Decrease ) in Other Liabilities	(236.37)		272.91	
(Increase)/Decrease in Trade Receivables	(9064.79)		(20708.22)	
(Increase)/Decrease in Inventories	(9672.77)		(2798.54)	
(Increase)/Decrease in Other Financial Assets	(894.64)		(2268.51)	
(Increase)/Decrease in Other Assets	(383.01)		(258.18)	
		<b>(20964.00)</b>		(13870.22)
<b>Cash Flow from Operations</b>		<b>(3888.72)</b>		(3795.95)
Direct Taxes paid		<b>(2024.81)</b>		(366.90)
<b>Net cash from/(used in) Operating activities</b>		<b>(5913.53)</b>		(4162.85)
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets (including Investment property)	(4016.20)		(2471.69)	
Proceeds from Sale of Fixed Assets	219.37		122.57	
Interest Income	25.68		52.27	
Investment in Term Deposits With Banks (Net of Redemption)	209.04		(204.24)	
Rent Received	297.43		288.48	
Dividend Received	588.17		376.71	
<b>Net cash from/(used in) Investing activities</b>		<b>(2676.51)</b>		(1835.90)
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from Long-term Borrowings	7500.00		4195.65	
Repayment of Long-term Borrowings	(6693.88)		(1988.13)	
Net Proceeds from Short-term Borrowings	13827.47		8282.67	
Interest Paid	(5551.95)		(4326.52)	
Dividend Paid	(631.86)		(10.94)	
<b>Net cash from/(used in) Financing activities</b>		<b>8449.78</b>		6152.73

## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 (Contd.)

Particulars	2018-19		2017-18	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
<b>Net increase/(Decrease) in Cash and Cash equivalents (A+B+C)</b>		<b>(140.26)</b>		153.98
<b>Cash and Cash Equivalents at the beginning of the year</b>		<b>360.17</b>		206.19
<b>Cash and Cash Equivalents at the end of the year</b>		<b>219.91</b>		360.17
<b>Components of Cash and Cash Equivalents</b>				
Cash in Hand		<b>1.38</b>		0.76
Cheques/Drafts in Hand		<b>186.93</b>		303.45
<b>With Banks:</b>				
On Current Accounts		<b>31.60</b>		55.96
		<b>219.91</b>		360.17

### Reconciliations of Liabilities from Financing Activities

Particulars	As at 31 <sup>st</sup> March, 2018	Proceeds	Repayment	Fair Value Changes	As at 31 <sup>st</sup> March, 2019
Long Term Borrowings (Including current portion)	16035.08	7500.00	(6693.88)	110.52	<b>16951.72</b>
Short Term Borrowings	23331.27	17975.20	(4147.73)	-	<b>37158.74</b>
<b>Total Liabilities from Financing Activities</b>	<b>39366.35</b>	<b>25475.20</b>	<b>(10841.61)</b>	<b>110.52</b>	<b>54110.46</b>

Note: The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Indian Accounting Standard - 7 on Cash Flow Statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
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Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

**STATEMENT OF CHANGE IN EQUITY**
**(a) Equity share capital**

(₹ in lakhs)

Particulars	Amount
Balance as at 31 <sup>st</sup> March, 2017	3469.83
Balance as at 31 <sup>st</sup> March, 2018	3469.83
<b>Balance as at 31<sup>st</sup> March, 2019</b>	<b>3469.83</b>

**(b) Other Equity**

(₹ in lakhs)

Particulars	Reserves and Surplus			Items of Other Comprehensive Income	Total
	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instruments FVTOCI	
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2017</b>	<b>6322.50</b>	<b>9919.93</b>	<b>1775.63</b>	<b>7209.94</b>	<b>25228.00</b>
Profit for the year	-	-	4194.46	-	4194.46
Remeasurement of post employment benefits obligation (net of tax)	-	-	98.17	-	98.17
Other Comprehensive Income	-	-	-	661.12	661.12
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2018</b>	<b>6322.50</b>	<b>9919.93</b>	<b>6068.26</b>	<b>7871.06</b>	<b>30181.75</b>
Profit for the year	-	-	6899.83	-	6899.83
Remeasurement of post employment benefits obligation (net of tax)	-	-	(39.69)	-	(39.69)
Dividend on Equity Shares (including Dividend distribution tax)	-	-	(627.41)	-	(627.41)
Other Comprehensive Income	-	-	-	2647.83	2647.83
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2019</b>	<b>6322.50</b>	<b>9919.93</b>	<b>12300.99</b>	<b>10518.89</b>	<b>39062.31</b>

**Nature and purpose of Reserves**
**(a) Securities Premium**

Securities premium represents the amount of premium received by the Company upon issue of equity shares. The reserve is utilised in accordance with the provisions of Section 52 and other applicable provisions of the Companies Act, 2013.

**(b) General Reserve**

The general reserve represent free reserves created through appropriation of profit/retained earnings and kept aside to meet the future requirements as and when they arise. Mandatory transfer to general reserve is not required under the Companies Act, 2013. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not to reclassified subsequently to the Statement of Profit and Loss.

As per our attached report of even date

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

 Karthik Srinivasan  
 Partner  
 Membership No. 514998

 Prasanta Pandit  
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 (DIN:00052861)

Chairman

Directors

 Managing Director &  
 Chief Executive Officer

 Place : New Delhi  
 Date : 16<sup>th</sup> May, 2019

## 1. NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

### 1.1 Company Overview

Universal Cables Limited (UCL) (“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 Electrical and other Cables, Capacitors, Wires and Conductors, etc. and Turnkey Projects predominantly relating to Electrical Cables/Capacitors, etc. The Registered Office of the Company is located at P.O. Birla Vikas, Satna (M.P.) - 485005, India and its CIN No. is L31300MP1945PLC001114.

### 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.

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, 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 to the Companies Act, 2013. Operating cycle for the business activities of the Company covers the duration of the specific project/contract/product line/service including the defect liability period, wherever applicable, and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective business verticles/segments.

### 1.4 Use of estimates & 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 end. 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. Estimation of contract revenue is a critical accounting judgement [Refer Note 1.5(k)].

### 1.5 Summary of Significant Accounting policies

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

PPE are stated at cost, net of recoverable taxes, discount and rebates, etc. 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 lives.

Gains or losses arising from de-recognition of PPE is 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) Investment Property

The Company has certain investments in Land & Buildings which are classified as Investment Property as per the requirement of Ind AS 40. The same is held generally to earn rental income or for capital appreciation or both. The Investment Property has been recognised at cost less accumulated depreciation and impairment, if any. The same has been disclosed separately in the financial statements alongwith requisite disclosure about fair valuation of such Investment Property at year end.

#### (c) 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.

**(d) 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 Act, and/or useful life reviewed and assessed by the Company based on technical evaluation of relevant class of assets, as detailed below:

Buildings (as per schedule II)	30/60 years
Plant and Equipments (as per technical evaluation)	3 to 15 years
Furniture and Fixtures (as per schedule II)	10 years
Vehicles (as per schedule II)	8 to 10 years
Computer (as per technical evaluation)	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.

Leasehold land is amortised on a straight line basis over the period of the lease (30 to 99 years).

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.

**(e) 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.

**(f) Government Grants and Subsidies**

Grants and subsidies 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. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to a fixed asset, it is accounted for by deducting the grant from the carrying amount of the fixed assets.

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.

**(g) Inventories**

Inventories are valued as follows:

Raw Materials, Stores and Spare Parts	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 cost of purchase, cost 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.

**(h) Fair Value Measurement**

The Company measures financial instruments such as investments (other than equity investments in subsidiaries, joint venture and associates) 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.

## **(i) 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.

### **(1) Financial Assets**

#### **(a) 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 valued through profit and loss, are adjusted to the fair value on initial recognition.

#### **(b) Subsequent measurement**

##### **Financial Assets other than Equity Instruments**

##### **- Financial assets carried at Amortised cost:**

A financial asset is subsequently measured at amortised 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 such financial asset 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 derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to 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 is subsequently fair valued through profit and loss.

##### **Equity Instruments**

##### **- Investment in subsidiaries, Joint Ventures and Associates**

The Company has accounted for its Investments in Subsidiaries, Joint venture and Associates at cost.

##### **- Other Equity Investments**

All other equity investments are measured at fair value. Equity Investments, 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 FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. Gain/losses on disposal of such investments are transferred from OCI to Retained Earnings.

##### **Derecognition of financial instruments**

The Company derecognises financial assets 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 default of the counterparty, existing market conditions, etc. The impairment methodology is applied on individual customer basis and depends on whether there has been a significant increase in the credit risk since initial recognition.

## (2) 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 the Statement of Profit and 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, interest rate swaps and cross currency swaps 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 remeasured 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.

## (j) 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.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognises MAT credit available as an asset only to the extent that it is probable that the Company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent it is not probable that it will pay normal tax during the specified period.

## (k) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- (i) The Company's performance does not create an asset with an alternate use to the Company and the Company has as an enforceable right to payment for performance completed to date.
- (ii) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- (iii) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs.

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractual terms and conditions. Taxes (GST) collected on behalf of the government are excluded from revenue. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably. Revenue is disclosed inclusive of, inter alia, incentives but net of returns, liquidated damages, customer claims, discounts and rebates, etc.

Variable consideration includes volume discounts, price concessions, incentives, etc. The Company estimates the variable consideration with respect to above based on an analysis of accumulated historical experience. The variable consideration is adjusted as and when the expectation regarding the same changes.

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

Performance obligation in case of Revenue from sale of goods is satisfied at a point in time and is recognized when control of goods is transferred to the customers. Generally, control is transferred upon shipment of goods to the customer or when the goods are made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

#### **Revenue from Turnkey Projects/Contracts**

Performance Obligation in case of revenue from Turnkey Projects/Contracts is satisfied over the period of time, since the customer controls the assets as they are created and the Company has enforceable right to payment for performance completed to date. Revenue from Turnkey Projects/Contracts, where the outcome can be estimated reliably is recognised under the percentage of completion method by reference to the stage of completion of contract activity. The stage of completion is measured by input method i.e. the proportion that the cost incurred to date bear to the estimated total cost of a contract. The estimates of contract costs and the revenue thereon are reviewed periodically by the management and the cumulative effect of any changes in the estimates is recognised in the period in which such changes are determined. Where it is probable that contract expenses will exceed total revenue from a contract, the expected loss is recognised immediately as an expense in the Statement of Profit and Loss.

If contract revenue recognised is in excess of interim billing, the same is recognised as "contract asset" (unbilled revenue). Similarly, if interim billing exceeds contract revenue, the same is recognised as "contract liabilities" (excess billed over revenue). Retention money receivable from project customers does not contain any significant financing element as these are retained by the customers for satisfactory performance of the underline contracts.

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

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

#### **(l) Interest in Joint Arrangements**

As per Ind AS 111 - Joint Arrangements, investment in Joint Arrangement is classified as either Joint Operation or Joint Venture. The classification depends on the contractual rights and obligations of each investor rather than legal structure of the Joint Arrangement.

#### **(m) Borrowing Costs**

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 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.

#### **(n) 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.

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

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

**(o) Employee Benefits**

Defined Contribution Plan

Contribution to approved Superannuation Fund as per Company's scheme and Employee's Regional Provident Fund is recognised as an expense in the Statement of Profit and Loss for the year when the employee renders the related service.

Defined Benefit Plan

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

The Provident fund Contribution, other than Contribution to Employee's Regional Provident Fund is made to an approved trust administered by the trustees. The Company has its representation on the board of trust. The Company is liable for any shortfall, if any, in the fund asset based on the government specified minimum rates of return and the same is recognised as an expense in the Statement of Profit and Loss.

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

**(p) Operating Leases**

Where the Company is the Lessee:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. The total lease rentals (including rental increases, if any) in respect of an asset taken on operating lease/sub-lease 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.

Where the Company is the Lessor:

Lease under which the Company does not transfer substantially all the risks and benefits of ownership of the asset is classified as operating lease. Assets subject to operating lease are included in Investment Property. Lease income from operating lease is recognised 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. Costs including depreciation are recognised as an expense in the Statement of Profit and Loss.

**(q) Foreign Currency Transactions**

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.

**(r) 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.

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

**(s) 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**

Ind AS 116 – Leases

In March 2019, the Ministry of Corporate Affairs had notified Ind AS 116 (Leases) which would replace the existing Ind AS 17 for accounting periods beginning on or after 1<sup>st</sup> April, 2019. This Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The Company is evaluating the requirements of the standard and its impact on the financial statements.

**2. FIXED ASSETS**
**Property, Plant and Equipment**

(₹ In Lakhs)

Particulars	Property, Plant and Equipments								Total
	Freehold Land	Leasehold Land	Building	*Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Leasehold Improvements	
<b>Gross carrying amount</b>									
As at 31 <sup>st</sup> March, 2017	153.14	98.53	2349.11	10989.07	119.71	94.63	72.81	27.51	13904.51
Additions	-	-	-	721.65	20.68	26.14	52.56	-	821.03
Disposals/Deletions	-	-	0.25	4.50	0.09	3.84	9.16	-	17.84
<b>As at 31<sup>st</sup> March, 2018</b>	<b>153.14</b>	<b>98.53</b>	<b>2348.86</b>	<b>11706.22</b>	<b>140.30</b>	<b>116.93</b>	<b>116.21</b>	<b>27.51</b>	<b>14707.70</b>
Additions	-	-	116.72	4155.39	15.38	7.38	30.18	-	4325.05
Disposals/Deletions	-	-	-	349.90	26.53	5.27	-	27.51	409.21
<b>As at 31<sup>st</sup> March, 2019</b>	<b>153.14</b>	<b>98.53</b>	<b>2465.58</b>	<b>15511.71</b>	<b>129.15</b>	<b>119.04</b>	<b>146.39</b>	<b>-</b>	<b>18623.54</b>
<b>Accumulated Depreciation</b>									
As at 31 <sup>st</sup> March, 2017	-	1.42	124.68	1639.92	32.75	14.52	11.97	0.46	1825.72
Depreciation for the year	-	1.42	143.07	1800.98	35.06	19.54	14.86	2.56	2017.49
Eliminated on disposals/deletions of assets	-	-	0.02	1.95	0.01	0.01	5.38	-	7.37
<b>As at 31<sup>st</sup> March, 2018</b>	<b>-</b>	<b>2.84</b>	<b>267.73</b>	<b>3438.95</b>	<b>67.80</b>	<b>34.05</b>	<b>21.45</b>	<b>3.02</b>	<b>3835.84</b>
Depreciation for the year	-	1.48	132.25	1838.36	26.28	31.02	16.24	24.49	2070.12
Eliminated on disposals/deletions of assets	-	-	-	126.99	6.69	4.08	-	27.51	165.27
<b>As at 31<sup>st</sup> March, 2019</b>	<b>-</b>	<b>4.32</b>	<b>399.98</b>	<b>5150.32</b>	<b>87.39</b>	<b>60.99</b>	<b>37.69</b>	<b>-</b>	<b>5740.69</b>
<b>Net Block</b>									
As at 31 <sup>st</sup> March, 2018	153.14	95.69	2081.13	8267.27	72.50	82.88	94.76	24.49	10871.86
<b>As at 31<sup>st</sup> March, 2019</b>	<b>153.14</b>	<b>94.21</b>	<b>2065.60</b>	<b>10361.39</b>	<b>41.76</b>	<b>58.05</b>	<b>108.70</b>	<b>-</b>	<b>12882.85</b>

\* Includes (₹ 4.92 lakhs) (Previous year ₹ 61.57 lakhs) pertaining to (gain)/loss on exchange fluctuations adjusted to the cost of capital assets as per exemption provided in Ind AS 101 (Para 46/46A of AS 11)

For details of assets pledged as security, refer Note No. 17 & 22.

**3. INTANGIBLE ASSETS**

(₹ in lakhs)

Particulars	Intangible Assets (Computer Software)
<b>Gross carrying amount:</b>	
Gross carrying amount as at 31 <sup>st</sup> March, 2017	36.48
Additions	43.74
Gross carrying amount as at 31 <sup>st</sup> March, 2018	80.22
Additions	-
Gross carrying amount as at 31 <sup>st</sup> March, 2019	80.22
<b>Accumulated Depreciation:</b>	
Accumulated depreciation as at 31 <sup>st</sup> March, 2017	8.01
Depreciation for the year	21.37
Accumulated depreciation as at 31 <sup>st</sup> March, 2018	29.38
Depreciation for the year	16.66
<b>Accumulated depreciation as at 31<sup>st</sup> March, 2019</b>	<b>46.04</b>
<b>Net Block:</b>	
As at 31 <sup>st</sup> March, 2018	50.84
<b>As at 31<sup>st</sup> March, 2019</b>	<b>34.18</b>

**4. INVESTMENT PROPERTY**

(₹ in lakhs)

Particulars	Leasehold Land	Buildings	Total
<b>Gross carrying amount:</b>			
As at 31 <sup>st</sup> March, 2017	87.22	1251.62	1338.84
Additions	-	-	-
Disposals/Deletions	-	3.39	3.39
As at 31 <sup>st</sup> March, 2018	87.22	1248.23	1335.45
Additions	-	1410.28	1410.28
Disposals/Deletions	-	-	-
<b>As at 31<sup>st</sup> March, 2019</b>	<b>87.22</b>	<b>2658.51</b>	<b>2745.73</b>
<b>Accumulated Depreciation:</b>			
As at 31 <sup>st</sup> March, 2017	1.09	53.91	55.00
Depreciation expense	1.09	50.27	51.36
Eliminated on disposals/deletions of assets	-	0.37	0.37
As at 31 <sup>st</sup> March, 2018	2.18	103.81	105.99
Depreciation expense	1.09	50.37	51.46
Eliminated on disposals/deletions of assets	-	-	-
<b>As at 31<sup>st</sup> March, 2019</b>	<b>3.27</b>	<b>154.18</b>	<b>157.45</b>
<b>Net Block:</b>			
As at 31 <sup>st</sup> March, 2018	85.04	1144.42	1229.46
<b>As at 31<sup>st</sup> March, 2019</b>	<b>83.95</b>	<b>2504.33</b>	<b>2588.28</b>
<b>Fair Value:</b>			
As at 31 <sup>st</sup> March, 2018	1547.00	1438.00	2985.00
<b>As at 31<sup>st</sup> March, 2019</b>	<b>1547.00</b>	<b>2848.00</b>	<b>4395.00</b>

The fair value measurement is categorised in level 2- fair value hierarchy.

(₹ in lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Rental Income derived from Investment Property	<b>297.43</b>	288.48
Loss on discard of part of Building classified as Investment Property	-	3.02
Profit arising from Investment Property before Depreciation	<b>297.43</b>	285.46
Less: Depreciation	<b>51.46</b>	51.36
Profit arising from Investment Property	<b>245.97</b>	234.10

**Premises given on operating lease:**

The Company has given above Investment Property (Leasehold Land and Buildings thereon) on operating lease/sub-lease to its Joint Venture viz. Birla Furukawa Fibre Optics Pvt. Ltd. The lease/sub-lease arrangement is for a period of 12 years from latest renewal.

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
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**5. INVESTMENTS**
**In Equity Instruments**
**A) Investments carried at Cost**
**Investments in an Associate**
**Quoted - Fully paid up Equity Shares of ₹ 10/- each**

34,54,530	(34,54,530)	Vindhya Telelinks Limited	<b>1897.31</b>	1897.31
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**Investment in a Joint Venture**
**Unquoted - Fully paid up Equity Shares of ₹ 10/- each**

45,88,465	(45,88,465)	Birla Furukawa Fibre Optics Pvt. Limited	<b>2298.50</b>	2298.50
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**B) Investment carried at Fair Value through Other Comprehensive Income**
**Quoted - Fully paid up Equity Shares of ₹ 10/- each**

2,96,730	(2,96,730)	Birla Corporation Limited	<b>1557.98</b>	2116.43
39,00,100	(39,00,100)	Birla Cable Limited	<b>5992.50</b>	2377.11
			<b>7550.48</b>	4493.54

**Unquoted - Fully paid up Equity Shares of ₹ 10/- each**

3,00,366	(3,00,366)	Birla Financial Corporation Limited	<b>168.54</b>	126.21
800	(800)	Baroda Agents & Trading Co. Private Limited	<b>4726.29</b>	4730.82
9,800	(9,800)	Universal Telelinks Private Limited	<b>3.70</b>	3.60
9,800	(9,800)	Universal Electricals Private Limited	<b>3.41</b>	3.25
			<b>4901.94</b>	4863.88

**Investments in Others, at Cost (unquoted)\***

900	(900)	The Rameshwara Jute Mills Limited	<b>0.11</b>	0.11
600	(600)	Industry House Limited	<b>0.40</b>	0.40
			<b>0.51</b>	0.51

**Total**

			<b>16648.74</b>	13553.74
Aggregate Amount of Quoted Investments			<b>9447.79</b>	6390.85
Aggregate Market Value of Quoted Investments			<b>56169.53</b>	40778.19
Aggregate Amount of Unquoted Investments			<b>7200.95</b>	7162.89

\*Valued at cost being passive stake and non-assessment of fair value.

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>6. OTHER FINANCIAL ASSETS</b> <i>(Unsecured, considered good)</i>		
	<b>79.75</b>	86.83
Interest Receivable	<b>0.36</b>	0.70
Security Deposits	<b>396.62</b>	260.54
Loan to Employees	<b>7.87</b>	3.06
	<b>484.60</b>	351.13
<b>7. TRADE RECEIVABLES</b> <i>(Unsecured, considered good)</i>		
Trade Receivables	<b>269.83</b>	554.55
	<b>269.83</b>	554.55
<b>8. OTHER NON-CURRENT ASSETS</b>		
Capital Advances	<b>163.97</b>	20.79
Prepaid Lease/Sub-Lease Payments	<b>6.12</b>	6.10
Balances with Statutory/Government Authorities	<b>94.87</b>	164.50
	<b>264.96</b>	191.39
<b>9. INVENTORIES</b>		
Raw Materials [including in transit ₹ 1212.39 lakhs (31 <sup>st</sup> March, 2018: ₹ 670.61 lakhs)]	<b>10174.71</b>	7048.43
Stores and Spares	<b>1416.56</b>	1192.48
Traded Goods	<b>165.63</b>	22.54
Work-in-Progress	<b>4974.62</b>	4577.67
Finished Goods	<b>9485.59</b>	3711.29
Scrap Materials	<b>42.81</b>	34.74
	<b>26259.92</b>	16587.15
<b>10. TRADE RECEIVABLES</b> <i>(Unsecured)</i>		
Trade Receivables - Considered Good	<b>60331.38</b>	51381.87
Trade Receivables which have significant increase in credit risk	<b>789.35</b>	-
Trade Receivables - Credit Impaired	<b>-</b>	-
	<b>61120.73</b>	51381.87
Less: Allowance for Doubtful Trade Receivables	<b>389.35</b>	-
	<b>60731.38</b>	51381.87

Trade Receivables are net of amount realised through Bill discounting of ₹ 206.42 lakhs (31<sup>st</sup> March, 2018: ₹ 886.95 lakhs)

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>11. CASH AND CASH EQUIVALENTS</b>		
Balances in Current Accounts with Banks	31.60	55.96
Cheques in Hand	186.93	303.45
Cash on Hand	1.38	0.76
	<b>219.91</b>	<b>360.17</b>
<b>12. OTHER BANK BALANCES</b>		
Balance in Unpaid Dividend Account	4.08	8.53
Term Deposits [include TDR under lien towards margin money against bank guarantees/letters of credit ₹ 343.70 lakhs (Previous year ₹ 541.61 lakhs)]	346.88	551.47
Interest Accrued but not due on Term Deposits	4.08	1.71
Less: Term Deposit having maturity of more than 12 months at the year end	79.75	86.83
	<b>275.29</b>	<b>474.88</b>
<b>13. OTHER FINANCIAL ASSETS</b> <i>(Unsecured, Considered Good)</i>		
Loan to Employees	37.75	23.07
Security Deposit	795.44	1372.15
Export Benefits Receivable	438.26	609.50
Currency Swap Receivable	85.75	-
Forward Contracts Receivable	-	0.49
Others	158.53	101.53
	<b>1515.73</b>	<b>2106.74</b>
<b>14. OTHER CURRENT ASSETS</b>		
Prepaid Expenses	622.91	142.40
Balance with Government Authorities	732.23	862.07
Unbilled Revenue	3425.00	2080.24
Other Advances	367.98	266.03
	<b>5148.12</b>	<b>3350.74</b>
<b>15. EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
4,45,00,000 (4,45,00,000) Equity Shares of ₹ 10/- each	4450.00	4450.00
50,000 (50,000) Preference Shares of ₹ 100/- each	50.00	50.00
	<b>4500.00</b>	<b>4500.00</b>
<b>Issued</b>		
3,47,01,201 (3,47,01,201) Equity Shares of ₹ 10/- each	3470.12	3470.12
<b>Subscribed and Fully paid up</b>		
3,46,95,381 (3,46,95,381) Equity Shares of ₹ 10/- each	3469.54	3469.54
Add: Forfeited Shares (amount originally paid-up)	0.29	0.29
	<b>3469.83</b>	<b>3469.83</b>

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
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**(a) Terms/Rights attached to Equity Shares**

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

**(b) Reconciliation of number of Equity Shares outstanding**

Particulars	Numbers
At the beginning of the year	34695381
<b>Outstanding at the end of the year</b>	<b>34695381</b>

**(c) Equity Shares held by each Shareholder holding more than 5% Shares**

Name of the Shareholder	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Vindhya Telelinks Limited	8274963	23.85	8274963	23.85
The Punjab Produce & Trading Company Private Limited	5126037	14.77	5126037	14.77
Gwalior Webbing Co. Private Limited	2887013	8.32	2887013	8.32

**16. OTHER EQUITY**
**Reserves and Surplus**

Securities Premium	6322.50	6322.50
General Reserve	9919.93	9919.93

**Retained Earnings**

Opening balance	6068.26	1775.63
Add: Profit for the year	6899.83	4194.46
Add: Item of Other Comprehensive Income recognized directly in Retained Earnings [Remeasurement of post employment benefits obligation (net of tax)]	(39.69)	98.17
	<b>12928.40</b>	<b>6068.26</b>

**Less: Appropriations**

Dividend on Equity Shares	520.43	-
Tax on Dividend on Equity Shares	106.98	-
	<b>627.41</b>	-
	<b>12300.99</b>	<b>6068.26</b>
	<b>28543.42</b>	<b>22310.69</b>

**Other Comprehensive Income**
**Equity Instruments through OCI**

Opening Balance	7871.06	7209.94
Add: Change in Fair Value through OCI	2647.83	661.12
<b>Closing Balance</b>	<b>10518.89</b>	<b>7871.06</b>
	<b>39062.31</b>	<b>30181.75</b>

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>17. LONG TERM BORROWINGS</b>		
<b>Secured</b>		
Loans from Banks		
Rupee Term Loans	2735.40	3772.69
Foreign Currency Term Loans	1916.32	2962.39
<b>Unsecured</b>		
Other Loans		
From Related Parties	7800.00	4800.00
From a Body Corporate	4500.00	4500.00
	<b>16951.72</b>	<b>16035.08</b>
<b>Less: Current Maturities of Long Term Borrowings at the year end</b>		
Rupee Term Loans/Foreign Currency Term Loans from Banks	2142.44	2211.93
Other Loans from Related Parties	-	2000.00
	<b>2142.44</b>	<b>4211.93</b>
	<b>14809.28</b>	<b>11823.15</b>
<p>1. Rupee Term Loan and Foreign Currency Term Loan from banks are 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 immoveable properties of the Company, ranking pari-passu interse amongst consortium lenders. The said Term Loans are further secured by second charge by way of hypothecation of entire Current Assets, both present and future, of the Company viz inventories, bills receivables, book debts, claims, etc. These Term Loans are repayable over a period of four to seven years commencing from March, 2017 and ending on January, 2025. Rupee Term Loan and Foreign Currency Term Loan (fully hedged) carry rate of interest varying from 9.15% to 10.00% p.a. on the reporting date.</p> <p>2. Other Unsecured Loans from Related Parties and a Body Corporate are repayable from April, 2020 onwards and these Loans carry rate of interest varying from 9.00% to 11.00% p.a. on the reporting date.</p>		
<b>18. OTHER FINANCIAL LIABILITIES</b>		
Sundry Deposits	30.68	28.55
Retention Money	5.82	3.88
	<b>36.50</b>	<b>32.43</b>
<b>19. OTHER NON-CURRENT LIABILITIES</b>		
Rent Received in advance	38.25	42.22
	<b>38.25</b>	<b>42.22</b>
<b>20. NON-CURRENT PROVISIONS</b>		
Provisions for Employee Benefits		
Pension	279.29	293.44
Compensated absences	634.55	623.33
	<b>913.84</b>	<b>916.77</b>

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>21. DEFERRED TAX</b>		
The significant component and classification of Deferred Tax Assets and Liabilities on account of timing differences are:		
<b>Deferred Tax Assets</b>		
Provision for Retirement Benefits	101.45	99.48
Carry Forward Business Loss and Unabsorbed Depreciation	-	1027.97
Provision for Doubtful Debts	136.06	-
Others	-	9.08
<b>Total Deferred Tax Assets</b>	<b>237.51</b>	<b>1136.53</b>
<b>Deferred Tax Liabilities</b>		
Property, plant and equipment & Intangible Assets	1375.35	1432.24
Fair Valuation of Investments	998.14	550.97
Others	5.93	5.81
<b>Total Deferred Tax Liabilities</b>	<b>2379.42</b>	<b>1989.02</b>
<b>Net Deferred Tax Assets/(Liability)</b>	<b>(2141.91)</b>	<b>(852.49)</b>
<b>MAT Credit Entitlement</b>	<b>265.86</b>	<b>655.44</b>
	<b>(1876.05)</b>	<b>(197.05)</b>
<b>Reconciliation of Deferred Tax Assets/(Liability)</b>		
<b>Opening Deferred Tax Assets</b>	<b>(852.49)</b>	-
Deferred tax credit/(charge) recorded in Statement of Profit and Loss	<b>(842.25)</b>	(249.57)
Deferred tax credit/(charge) recorded in Other Comprehensive Income	<b>(447.17)</b>	(602.92)
<b>Closing Deferred Tax Assets/(Liability)</b>	<b>(2141.91)</b>	<b>(852.49)</b>

**22. BORROWINGS**
**Working Capital Loans/Borrowings from Banks (Secured)**

Working Capital Demand Loans	10999.93	7029.39
Cash Credit Facilities	24852.14	12321.27
Export Packing Credit	1306.67	2832.88
Buyer's Credit	-	1147.73
	<b>37158.74</b>	<b>23331.27</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/borrowings (both fund and non fund based ) from Banks are secured by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc. and are further secured by way of hypothecation of 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 pari passu interse amongst the consortium lenders.

	<b>As at 31<sup>st</sup> March, 2019 (₹ in lakhs)</b>	<b>As at 31<sup>st</sup> March, 2018 (₹ in lakhs)</b>
<b>23. TRADE PAYABLES</b>		
Payable to micro enterprises and small enterprises	<b>2259.54</b>	2428.48
(i) The principal amount and interest due thereon remaining unpaid to any supplier at the end of each financial year.	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprise Development Act 2006.	-	-
(iv) The amount of interest accrued and remaining unpaid.	-	-
(v) The amount of further interest remaining due and payable in the succeeding year until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act 2006.	-	-
Other Payables	<b>23623.28</b>	24232.82
	<b>25882.82</b>	26661.30
<b>24. OTHER FINANCIAL LIABILITIES</b>		
Current Maturities of Long Term Borrowings	<b>2142.44</b>	4211.93
Interest accrued but not due on Borrowings	<b>2.63</b>	27.59
Security Deposits	<b>27.96</b>	27.92
Accrued Employee Benefits Expense	<b>296.07</b>	294.55
Unclaimed Dividend *	<b>4.08</b>	8.53
Creditors/Liability pertaining to Capital Expenditure	<b>472.44</b>	170.33
Forward Contracts Payable	<b>98.85</b>	-
Retention Money	<b>8.93</b>	13.20
Cross Currency Swap	-	52.00
	<b>3053.40</b>	4806.05
* This does not include any amount due and outstanding to be credited to Investor Education and Protection Fund during the year.		
<b>25. OTHER CURRENT LIABILITIES</b>		
Statutory Dues including Withholding & Other taxes	<b>332.96</b>	740.82
Rent received in advance	<b>3.97</b>	3.97
Mobilisation and Other Advances from Customers	<b>570.11</b>	394.65
	<b>907.04</b>	1139.44
<b>26. SHORT-TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Pension	<b>47.43</b>	47.46
Compensated Absences	<b>74.18</b>	72.62
Gratuity	<b>73.03</b>	53.78
	<b>194.64</b>	173.86

	For the year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>27. REVENUE FROM OPERATIONS</b>		
<b>Sale of Products</b>		
Finished Goods		
Electrical and other Cables, Capacitors, Wires and Conductors, etc.	123986.42	108737.63
Traded Goods		
Associated Equipments, Cable Accessories, etc.	8293.55	4750.49
<b>Sale of Services</b>		
Installation and Commissioning Charges	8227.12	5986.94
<b>Other Operating Revenue</b>		
Scrap Materials	851.57	949.86
Export Incentives, etc.	296.20	307.84
	<u>141654.86</u>	<u>120732.76</u>
<b>28. OTHER INCOME</b>		
Interest Income		
Bank Deposits	27.71	21.50
Income Tax Refund	13.34	16.36
Others	31.12	32.44
Dividend Income on Non-current Investments		
From Associate/Joint Venture measured at cost	528.99	356.53
Equity Instruments measured at FVTOCI	59.18	20.18
Rent Received	327.62	307.97
Foreign Exchange Fluctuations (Net)	51.12	163.33
Profit on Sale/Discard/Disposal of Fixed Assets (Net)	-	109.08
Other Non-Operating Income	160.52	78.60
	<u>1199.60</u>	<u>1105.99</u>
<b>29. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS</b>		
Inventories at the end of the year		
Work-in-Progress	4974.62	4577.67
Finished Goods	9485.59	3711.29
Traded Goods	165.63	22.54
Scrap Materials	42.81	34.74
	<u>14668.65</u>	<u>8346.24</u>
Inventories at the beginning of the year		
Work-in-Progress	4577.67	3514.28
Finished Goods	3711.29	2730.24
Traded Goods	22.54	300.41
Scrap Materials	34.74	55.88
	<u>8346.24</u>	<u>6600.81</u>
(Increase)/Decrease in Inventories	<u>(6322.41)</u>	<u>(1745.43)</u>
<b>30. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Benefits, etc.	5396.71	4902.34
Contribution to Provident and Other Funds, etc.	483.16	495.63
Employee Welfare Expenses	489.09	453.70
	<u>6368.96</u>	<u>5851.67</u>

	<b>For the year ended 31<sup>st</sup> March, 2019 (₹ in lakhs)</b>	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>31. FINANCE COSTS</b>		
Interest Expense	<b>5454.24</b>	4351.31
Other Borrowing Costs	<b>751.28</b>	991.95
	<b>6205.52</b>	5343.26
<p>Note: The Borrowing costs of ₹ 69.75 lakhs (Previous year ₹ 3.00 lakhs) on specific borrowings has been capitalised to building classified as investment property at the applicable interest rate (EIR of 9.65%).</p>		
<b>32. DEPRECIATION AND AMORTIZATION EXPENSE</b>		
Depreciation on Tangible Assets	<b>2070.13</b>	2017.50
Amortization on Intangible Assets	<b>16.66</b>	21.37
Depreciation on Investment Property	<b>51.46</b>	51.36
	<b>2138.25</b>	2090.23
<b>33. OTHER EXPENSES</b>		
Consumption of Stores and Spare parts	<b>1294.35</b>	894.10
Packing Expenses	<b>3539.55</b>	3058.38
Power and Fuel	<b>2161.53</b>	2062.03
Sub-contracting for Installation and Commissioning	<b>7514.91</b>	3938.14
Sales Commission (other than Sole Selling Agent)	<b>807.68</b>	1042.60
Freight and Transportation Charges (Net)	<b>1558.12</b>	1686.48
Increase/(Decrease) of Excise Duty on Change in Inventories	-	(377.27)
Rent	<b>143.54</b>	126.82
Rates and Taxes	<b>646.05</b>	383.98
Insurance Charges	<b>162.55</b>	116.61
Repair and Maintenance:		
Plant and Equipment	<b>398.59</b>	170.25
Buildings	<b>1173.38</b>	388.01
Others	<b>111.64</b>	98.59
Directors' Sitting Fees	<b>16.55</b>	18.40
Payment to Statutory Auditors		
Audit Fees	<b>12.00</b>	12.00
Tax Audit Fees	<b>1.80</b>	1.80
Quarterly Reviews	<b>3.75</b>	3.75
Certification, etc.	<b>9.25</b>	4.65
Reimbursement of Expenses	<b>0.37</b>	0.71
Donations and Contributions	<b>2.23</b>	1.92
Bad Debts/Sundry Balances Written Off (Net)	<b>377.78</b>	440.30
Provision for Doubtful Debts	<b>389.35</b>	-
Loss on Sale/Discard of Fixed Assets (Net)	<b>24.56</b>	-
Cash Discount	<b>117.25</b>	74.14
Testing & Approval Charges	<b>807.48</b>	933.05
Miscellaneous Expenses	<b>1352.24</b>	1222.26
	<b>22626.50</b>	16301.70

	For the year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>34. TAX EXPENSE</b>		
Current Tax	2190.37	655.44
Current Tax of earlier years written back	-	(80.25)
Deferred Tax	842.25	249.57
MAT Credit Entitlement	389.58	(655.44)
<b>Total Income Tax Expense</b>	<b>3422.20</b>	<b>169.32</b>
<b>Reconciliation of Effective Tax Rate on Profit before Income Tax</b>		
Enacted Income tax rate	34.94%	34.61%
Profit Before Tax	10322.03	4363.78
<b>Current Tax as per enacted tax rate</b>	<b>3606.92</b>	<b>1510.22</b>
Permanent disallowances	5.00	1.52
Exempt Dividend Income	(205.53)	(130.37)
Current Tax of earlier years written back	15.81	(80.25)
Deferred Tax Assets recognised for previous years	-	(637.43)
Deferred Tax Liability recognised for previous years through OCI	-	(497.27)
Rate Difference	-	2.90
Total Income Tax Expense/(Credit)	3422.20	169.32
Effective income tax rate	33.15%	3.88%

**35. EARNINGS PER SHARE (EPS)**

Profit as per Statement of Profit and Loss	6899.83	4194.46
Number of Equity Shares Outstanding at the beginning of the period/year	34695381	34695381
Number of Equity Shares Outstanding at the end of the period/year	34695381	34695381
Weighted Average Number of Equity Shares Outstanding during the period/year	34695381	34695381
Basic and Diluted Earnings Per Share (₹) (Nominal value of shares ₹ 10/- each)	19.89	12.09

**36. Capital and other commitments:**

- (a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 1076.86 lakhs (2017-18 ₹ 573.08 lakhs).
- (b) The Company has certain pending contracts for sale of its products and providing turnkey services incidental thereto. The governing terms and conditions whereof, inter alia, provide for levy of liquidated damages, penalty, etc. on account of non-fulfilment of contractual obligations within the period as specified in the relevant contracts. Provision has been made on this account wherever considered necessary.
- (c) For commitment relating to Lease arrangement, Refer to Note No. 40 "Leases".

**37.** The financial statements of the Company for the year ended March 31, 2019 has been approved by the Board of Directors in its Meeting held on 16<sup>th</sup> May, 2019. The Board of director in its meeting has recommended a dividend of ₹ 2/- per share (Previous year ₹ 1.50/- per share) per fully paid up equity shares of ₹ 10/- each for the financial year ended on 31<sup>st</sup> March, 2019. The same is subject to approval by the shareholders in the ensuing Annual General Meeting of the Company.

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

(₹ in lakhs)

Sl. No.	Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
(a)	Terminal Tax Liability	227.37	227.37
(b)	Central Excise and Service Tax	2615.13	2397.14

Notes:

- (i) The Company is contesting the demand for Terminal Tax Liability raised by the Municipal Corporation of Satna (M.P.) pertaining to financial years from 2002-03 to 2012-13, by challenging, inter alia, the constitutional validity of alleged provisions of the Madhya Pradesh Municipal Corporation Act, 1956 and the matter is pending the decision of the Hon'ble High Court of Madhya Pradesh, Jabalpur.
- (ii) Show cause notices concerning service tax and central excise matters for an aggregate amount of ₹ 2435.17 Lakhs received by the Company and pending adjudication with the concerned government authorities. The Company has submitted appropriate replies to the Show cause notices and external consultants/subject matter experts are of the opinion that the Company holds good grounds on merit in such pending cases. At this stage of proceedings, the outcome and potential liability, if any, are therefore not determinable till receipt of the orders which are appealable in higher forums/courts.
- (iii) CESTAT vide its order dated 02.02.2018 allowed appeal and set aside the Order of Commissioner, Central GST, Jabalpur, dated 31.03.2017, demanding payment of Excise Duty of ₹ 179.96 Lakhs, on incentives/subsidy received by the Company under the Madhya Pradesh Industrial Investment Promotion Assistance Scheme (MPIIPAS)-2004. An appeal has been filed by the GST Commissioner, Jabalpur on 28.08.2018 with Hon'ble Supreme Court, against the favourable order passed by CESTAT in the above case and the same is pending for listing/hearing.
- (iv) The future cash outflow in respect of Note No. 38 (a) & (b) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and adjudicating authorities concerned.

**39. Revenue from Contract with Customers:**

The Company has adopted mandatory Ind AS 115 "Revenue from Contracts with Customers" replacing Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts" for reporting periods beginning 1<sup>st</sup> April, 2018 using cumulative catch up transition method. The application of said Ind AS 115 did not have material impact on measurement of revenue and other related items in the financial statements for the year ended 31<sup>st</sup> March, 2019. Other relevant disclosures in terms of said Ind AS 115 are stated herein:

- (a) The disaggregation of the Company's revenue from customers are given below:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Sale of Manufacturing Products (Predominantly Electrical Cables and Capacitors)	87322.11	86185.72
Engineering, Procurement and Construction Contracts	53184.98	33289.34
<b>Total Revenue from Contracts with Customers</b>	<b>140507.09</b>	<b>119475.06</b>
<b>Timing of Revenue Recognition</b>		
- Goods/Services Transferred at a Point in Time	87322.11	86185.72
- Goods/Services Transferred Over Time	53184.98	33289.34
<b>Total Revenue from Contracts with Customers</b>	<b>140507.09</b>	<b>119475.06</b>

- (b) Contract Balances:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Trade Receivables	61001.21	51936.42
Contract Assets	3425.00	2080.24
Contract Liabilities	570.11	394.65

Trade Receivables are non-interest bearing and are generally due within 90 days except retention money held by the customer as per the terms and conditions of the contract. During the Current year, the Company has recognised a provision for expected credit losses on Trade Receivables of ₹ 389.35 lakhs (Previous year Nil)

Contract Assets includes Unbilled Revenue as receipt of customers' acceptance is conditional upon successful completion of milestone and certification of installation. Contract Liabilities include advances received from customers and Excess of Billing over the Revenue.

- (c) Reconciliation of the amount of revenue recognised in the statement of Profit and Loss with the contracted prices:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Revenue as per Statement of Profit and Loss	<b>140507.09</b>	119475.06
Adjustments		
Add: Sales Return, Discount, Rebate, Customer Claim and Others	<b>1344.40</b>	1330.87
Add: Opening Unbilled Revenue	<b>2080.24</b>	928.91
Less: Closing Unbilled Revenue	<b>(3425.00)</b>	(2080.24)
Revenue as per Contracted Prices	<b>140506.73</b>	119654.60

- (d) The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of year are as follows:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Within one year	<b>43680.49</b>	10469.97

The remaining performance obligations are expected to be recognised generally within one year.

- (e) The Revenue from Operations for periods upto 30<sup>th</sup> June, 2017 were reported inclusive of excise duty. Consequent to the implementation of Goods and Services Tax (GST) laws/rules effective July 1, 2017, the Revenue from Operations for the year ended March 31, 2019 are reported net of GST, in accordance with the requirements of Ind AS. Accordingly, the Revenue from Operations for the year ended March 31, 2019 are not comparable with the amounts reported in the corresponding previous year.

#### 40. Operating Leases:

##### (a) As Lessee

The Company has taken certain offices 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 has been charged to the Statement of Profit and Loss.

##### (b) As Lessor

The Company has entered into operating lease/sub-lease arrangements for certain pieces and parcel of Leasehold Land and Buildings thereon. The arrangements is non-cancellable in nature and is executed for twelve years since latest renewal. Lease rental income earned by the Company on such operating lease/sub-lease during the financial year 2018-19 is ₹ 297.43 lakhs (previous year ₹ 288.48 lakhs). The future minimum lease/sub-lease rentals receivables (including rental increases) under non-cancellable operating leases are as under:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Within one year	<b>479.52</b>	292.80
Later than one year but not later than five years	<b>2079.35</b>	1269.60
Later than five years	<b>3388.40</b>	2482.60

#### 41. Segment Information:

The Company has only one reportable primary business segment i.e. Electrical and other Cables, Capacitors, Wires and Conductors, etc. and Turnkey Projects predominantly relating thereto, 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.

## (a) Information by Geographies -

(₹ in lakhs)

Geographical Information	For the year 2018-19	For the year 2017-18
<b>Revenue from customers</b>		
(a) Within India	<b>132698.94</b>	110789.12
(b) Outside India	<b>7808.15</b>	8685.94
<b>Total</b>	<b>140507.09</b>	119475.06

- (b) The Company has manufacturing operations/turnkey projects execution at present only in India and does not hold any assets outside India.
- (c) Revenue from one customer was ₹ 30551.11 lakhs for the financial year 2018-19 (Previous year ₹ 17558.85 lakhs), which accounts for more than 10% of the total revenue of the Company.

**42. Employee Benefit Plans:**
**(a) Defined Contribution Plan:**

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
The Company has recognized the following amount in the statement of Profit and Loss for the year.		
Provident Fund	<b>5.96</b>	5.30
Family Pension Fund	<b>146.23</b>	140.19

**(b) Defined Benefit Plan:**
**(i) Gratuity and Pension**

(₹ in lakhs)

Particulars		Gratuity		Pension	
		31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Change in defined benefit obligation</b>					
(a)	Net defined benefit liability at the start of the period	<b>1479.35</b>	1454.26	<b>340.89</b>	355.62
(b)	Service Cost	<b>87.52</b>	84.43	-	-
(c)	Net Interest cost	<b>59.48</b>	104.67	<b>23.73</b>	24.16
(d)	Re-measurements (Gain)/Loss	<b>56.87</b>	(142.82)	<b>11.25</b>	10.31
(e)	Benefits paid	<b>(169.67)</b>	(21.19)	<b>(49.15)</b>	(49.20)
<b>Net defined benefit liability at the end of the period</b>		<b>1513.55</b>	1479.35	<b>326.72</b>	340.89
<b>Change in Plan Asset</b>					
(a)	Fair value of plan assets at the beginning of the period	<b>1398.28</b>	1304.43	-	-
(b)	Expected Return on Plan Assets	<b>103.54</b>	94.29	-	-
(c)	Re-measurement Gain/(Loss)	<b>(4.14)</b>	7.30	-	-
(d)	Employer contribution	<b>97.90</b>	122.75	-	-
(e)	Benefits paid	<b>(169.67)</b>	(130.49)	-	-

(₹ in lakhs)

Particulars	Gratuity		Pension	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Fair value of plan assets at the end of the period</b> (Investment with Life Insurance Corporation of India)	<b>1425.91</b>	1398.28	-	-
(a) <b>Funded status (Liability) as per Actuarial Report</b>	<b>(87.64)</b>	(81.07)	-	-
(b) Paid by Group Companies	<b>29.70</b>	32.10	-	-
(c) Gratuity Payable for retired employees	<b>(15.09)</b>	(4.81)	-	-
<b>Funded status (Liability) as per Books</b>	<b>(73.03)</b>	(53.78)	-	-
<b>Expenses recognised in statement of profit and loss</b>				
(a) Service Cost	<b>87.52</b>	84.45	-	-
(b) Net Interest Cost	<b>(44.06)</b>	10.38	<b>23.72</b>	24.16
(c) Re-measurement	-	-	<b>11.25</b>	10.31
	<b>43.46</b>	94.83	<b>34.97</b>	34.47
<b>Net Interest Cost</b>				
On DBO	<b>59.48</b>	104.67	<b>23.72</b>	24.16
On Plan Assets	<b>(103.54)</b>	(94.29)	-	-
	<b>(44.06)</b>	10.38	<b>23.72</b>	24.16
<b>Remesurement recognised in OCI</b>				
(a) Actuarial Gain/(Loss) for the year on PBO	<b>(56.87)</b>	142.82	-	-
(b) Actuarial Gain/(Loss) for the year on Plan Assets	<b>(4.14)</b>	7.30	-	-
<b>Total Actuarial Gain/(Loss) for the year</b>	<b>(61.01)</b>	150.12	-	-

**Actuarial assumptions**

Particulars	Gratuity		Pension	
	2018-19	2017-18	2018-19	2017-18
Mortality Table	<b>IAL (2012-14) Ultimate</b>	IAL (2006-08) Ultimate	<b>LIC(1996-98) Ultimate</b>	LIC(1996-98) Ultimate
Attrition Rate	<b>5% p.a.</b>	5% p.a.	<b>N.A.</b>	N.A.
Imputed Rate of Interest	<b>7.6% p.a.</b>	7.6% p.a.	<b>7.6% p.a.</b>	7.5% p.a.
Salary Rise	<b>7.5% p.a.</b>	7.5% p.a.	<b>N.A.</b>	N.A.
Return on Plan Assets	<b>7.6% p.a.</b>	7.25% p.a.	<b>N.A.</b>	N.A.
Remaining Working Life (Years)	<b>12.83 years</b>	12.22 years	<b>N.A.</b>	N.A.

Sensitivity analysis as on 31 <sup>st</sup> March 2019	Gratuity			
	2018-19		2017-18	
	Discount rate	Salary Escalation rate	Discount rate	Salary Escalation rate
Defined benefit obligation on plus 75 bps	<b>(63.22)</b>	<b>67.68</b>	(61.83)	66.26
Defined benefit obligation on minus 75 bps	<b>68.10</b>	<b>(63.70)</b>	66.68	(62.30)

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

The Company expects to contribute ₹ 95.00 lakhs (Previous year ₹ 80.00 lakhs) to the approved Gratuity Fund during the year 2019-20.

**Maturity Profile of Defined Benefit Obligation**

(₹ in lakhs)

Sl. No.	Year	Gratuity	
		2018-19	2017-18
(a)	Within next 12 months (next annual reporting period)	<b>169.55</b>	176.59
(b)	Between 1 to 5 years	<b>604.85</b>	585.99
(c)	Between 5 to 10 years	<b>1024.19</b>	951.69
(d)	10 years and above	<b>755.10</b>	787.98

**(ii) Provident Fund**

The Company contributes its share in an approved provident fund trust viz. Universal Cable Limited Employee Provident Fund (except pertaining to employees of Company's Goa unit). The Company is liable for shortfall, if any, in the fund asset based on the government specified minimum rate of return. Based on the valuation made by an Actuary, there is no shortfall as at 31<sup>st</sup> March, 2019. The Company's contributions to defined contribution scheme including that made to Government administered Provident/Family Pension Fund pertaining to Goa Unit are charged to Profit and Loss as incurred. The Company has no further obligations beyond its contribution.

Details of present value of defined benefit obligation, plan assets and assumptions are as follows:

(₹ in lakhs)

Particulars	2018-19	2017-18
Plan Assets at Fair Value	<b>5794.51</b>	5908.79
Present Value of Defined Benefit Obligation	<b>5700.65</b>	5756.02
Surplus in Fund	<b>93.86</b>	152.77
Asset recognised in the Balance Sheet	-	-

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

(₹ In lakhs)

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	FVTOCI	FVTPL	Amortized Cost	FVTOCI	FVTPL	Amortized Cost
<b>Financial Assets:</b>						
Investments in equity instruments (excluding investment in associates and joint ventures carried at cost in standalone financial statements)	<b>12452.93</b>	-	-	9357.93	-	-
Trade Receivables	-	-	<b>61001.21</b>	-	-	51936.42
Cash and Cash Equivalents	-	-	<b>219.91</b>	-	-	360.17
Other Bank Balances	-	-	<b>275.29</b>	-	-	474.88
Derivative Contracts	-	<b>85.75</b>	-	-	0.49	-
Other Financial Assets	-	-	<b>1914.58</b>	-	-	2457.87
<b>Total Financial Assets</b>	<b>12452.93</b>	<b>85.75</b>	<b>63410.99</b>	9357.93	0.49	55229.34

(₹ In lakhs)

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	FVTOCI	FVTPL	Amortized Cost	FVTOCI	FVTPL	Amortized Cost
<b>Financial Liabilities:</b>						
Borrowings	-	-	54110.46	-	-	39393.94
Trade Payable	-	-	25882.82	-	-	26661.30
Derivative Contracts	-	98.85	-	-	52.00	-
Other Financial Liabilities	-	-	848.61	-	-	546.96
<b>Total Financial Liabilities</b>	-	98.85	80841.89	-	52.00	66602.20

The management assessed that the fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

For Financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

**The following methods and assumptions were used to estimate the fair values:**

- The Equity Investments which are Quoted, the fair value has been taken at the market prices/NAV of the same as on the reporting dates. They are classified as Level 1 fair values in fair value hierarchy.
- The derivative financial instruments which are unquoted, the fair value has been taken at based on value certificate given by respective Banks. They are classified as Level 2 fair values in fair value hierarchy.
- The Equity Investments which are Unquoted, the fair value has been taken as per the valuation report certified by Chartered Accountant as on the reporting dates. They are classified as Level 3 fair values in fair value hierarchy.

**Fair Value Hierarchy**

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement".

**Assets and Liabilities measured at Fair Value**

(₹ In lakhs)

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets:</b>						
Equity Investments						
- Listed	7550.48	-	-	4493.54	-	-
- Unlisted	-	-	4902.45	-	-	4864.39
Foreign Exchange Derivative Contracts	-	85.75	-	-	0.49	-
<b>Total Financial Assets</b>	7550.48	85.75	4902.45	4493.54	0.49	4864.39
<b>Financial Liabilities:</b>						
Foreign Exchange Derivative Contracts	-	98.85	-	-	52.00	-
<b>Total Financial Liabilities</b>	-	98.85	-	-	52.00	-

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

**44. Financial Risk Management:**

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

**(a) Credit Risk:**

Credit risk is the risk that counterparty 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).

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. The Company assesses the credit quality of the counterparties taking into account their financial position, past experience and other factors. Credit risk is reduced to a significant extent if the project(s) are funded by the Central and state Government and achieving project completion milestone within the contracted delivery schedule. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss allowance for trade receivables. Impairment, if any, is provided as per the respective credit risk of individual customer as on the reporting date.

**(b) Market Risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three type of risks: Foreign exchange risk, Interest rate risk and other price risk.

**(i) Foreign Exchange Risk**

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

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

(Figures in lakhs)

Particulars	31 <sup>st</sup> March, 2019				31 <sup>st</sup> March, 2018					
	USD	INR	EUR	INR	USD	INR	EUR	INR	CHF	INR
<b>(A) Financial Liabilities</b>										
Foreign Currency Term Loan	27.56	1918.86	-	-	45.45	2969.73	-	-	-	-
Buyer's Credit	-	-	-	-	10.88	710.84	5.36	436.89	-	-
Interest Accrued but not due	0.03	1.92	-	-	0.17	11.10	0.03	2.25	-	-
Trade Payables	38.95	2712.29	7.58	596.48	33.27	2174.05	6.28	512.01	-	-
<b>Total foreign currency risk (liabilities) (A)</b>	<b>66.54</b>	<b>4633.07</b>	<b>7.58</b>	<b>596.48</b>	<b>89.77</b>	<b>5865.72</b>	<b>11.67</b>	<b>951.15</b>	-	-
<b>(B) Financial Assets</b>										
Trade Receivable	8.46	581.67	-	-	26.08	1681.58	-	-	-	-
Non Trade Receivables	-	-	-	-	-	-	0.46	36.76	0.03	2.17
<b>Total foreign currency risk (assets) (B)</b>	<b>8.46</b>	<b>581.67</b>	-	-	<b>26.08</b>	<b>1681.58</b>	<b>0.46</b>	<b>36.76</b>	<b>0.03</b>	<b>2.17</b>
<b>(C) Foreign currency risk exposure (liabilities less assets) (A-B)</b>	<b>58.08</b>	<b>4051.40</b>	<b>7.58</b>	<b>596.48</b>	<b>63.69</b>	<b>4184.14</b>	<b>11.21</b>	<b>914.39</b>	<b>(0.03)</b>	<b>(2.17)</b>
<b>(D) Exposure Hedged through Derivative Contracts</b>	<b>62.85</b>	<b>4376.55</b>	<b>6.82</b>	<b>536.74</b>	<b>65.48</b>	<b>4272.80</b>	<b>5.39</b>	<b>439.14</b>	-	-
<b>(E) Unhedged Exposure to foreign currency risk Assets/(Liabilities) (C-D)</b>	<b>(4.77)</b>	<b>(325.15)</b>	<b>0.76</b>	<b>59.74</b>	<b>(1.79)</b>	<b>(88.66)</b>	<b>5.82</b>	<b>475.25</b>	<b>(0.03)</b>	<b>(2.17)</b>

Note: Besides above, the company has taken USD forward cover of \$ 34.47 lakhs as on 31<sup>st</sup> March 2019 for payments of firm commitments not included in creditors above.

### Sensitivity Analysis

This analysis is based on assumption that there is an increase/decrease in foreign currency exchange rates by 5% with all other variables held constant, on the unhedged foreign currency exposure.

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	% change	Impact of Increase on PBT	Impact of Decrease on PBT	% change	Impact of Increase on PBT	Impact of Decrease on PBT
USD Sensitivity	5.00%	16.26	(16.26)	5.00%	4.43	(4.43)
EUR Sensitivity	5.00%	(2.99)	2.99	5.00%	(23.76)	23.76
CHF Sensitivity	5.00%	-	-	5.00%	0.11	(0.11)

### (ii) Interest Rate Risk

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The Company mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments like Interest Rate Swap.

#### Exposure to interest rate risk

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Fixed Rate Instruments</b>		
Borrowings	12300.00	9300.00
	12300.00	9300.00
<b>Variable Rate Instruments (Unhedged)</b>		
Borrowings	2735.40	3772.69
	2735.40	3772.69
<b>Variable Rate Instruments (Hedged)</b>		
Borrowings	1916.32	2962.39
Interest Rate Swap	(1916.32)	(2962.39)
<b>Net Exposure</b>	-	-

### Sensitivity Analysis

There is no impact on Profit Before Tax due to increase/decrease in interest rate on hedged long term borrowing as the company has taken interest rate swap on its variable rate foreign currency borrowings.

Particulars	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Sensitivity Analysis	Impact on Profit before tax	Sensitivity Analysis	Impact on Profit before tax
Interest Rate Increase by	0.25%	(6.84)	0.25%	(9.43)
Interest Rate Decrease by	0.25%	6.84	0.25%	9.43

### (iii) Equity Price Risk

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

#### Exposure to other market price risk

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Investment in Equity Instruments	12452.93	9357.93

**Sensitivity Analysis**

The table below summarise the impact of increase/ decrease on the company's equity. The analysis assumes all other variables held constant.

Particulars	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Sensitivity Analysis	Impact on Other Equity	Sensitivity Analysis	Impact on Other Equity
Market rate Increase	5.00%	622.65	5.00%	467.90
Market rate Decrease	5.00%	(622.65)	5.00%	(467.90)

**(iv) Commodity Price Risk**

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw materials and bought out components for manufacturing of Cables, Capacitors, etc. and Turnkey Contract & Services respectively. It requires a continuous supply of certain raw materials & brought out components such as copper, aluminum, polymers, steel, jointing kits etc. The prices of international commodities e.g. copper, aluminium and polymers are subject to considerable volatility. Since the market prices of cables are generally on firm price basis, the fluctuation in prices of these commodities can severely impact the cost of the product. The Company gives priority to customers who allow price variation on input raw materials to avoid such risks. Occassionally scarcity of polymers in the global market is a risk in terms of meeting customer's delivery commitments. Also, the polymer prices is sensitive to the crude oil prices where the volatility in the recent time has been unprecedented. To mitigate such risks, the Company procures materials in tranches to even out price fluctuation. Also 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.

**(c) 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	As at 31 <sup>st</sup> March, 2019				As at 31 <sup>st</sup> March, 2018			
	Less than 1 year	1 year to 5 years	More than 5 years	Total	Less than 1 year	1 year to 5 years	More than 5 years	Total
<b>Non-derivative</b>								
Borrowings	39301.18	14630.71	178.57	54110.46	27570.79	11430.29	392.86	39393.94
Trade payables	25882.82	-	-	25882.82	26661.30	-	-	26661.30
Other Financial Liabilities	812.11	8.82	27.68	848.61	514.53	7.13	25.30	546.96
<b>Total Non-derivative</b>	<b>65996.11</b>	<b>14639.53</b>	<b>206.25</b>	<b>80841.89</b>	<b>54746.62</b>	<b>11437.42</b>	<b>418.16</b>	<b>66602.20</b>
<b>Derivative</b>	<b>98.85</b>	-	-	<b>98.85</b>	52.00	-	-	52.00

**45. Capital Management:**

The Company's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt (total borrowings less investments and cash and cash equivalents) to equity ratio is used to monitor capital.

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Debt	54110.46	39366.35
Less: Cash and cash equivalents	219.91	360.17
<b>Net Debt</b>	<b>53890.55</b>	<b>39006.18</b>
<b>Total Equity</b>	<b>42532.14</b>	<b>33651.58</b>
<b>Net debt to equity ratio</b>	<b>1.27</b>	<b>1.16</b>

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

(i) Joint Ventures (Joint Arrangements)	Birla Furukawa Fibre Optic Private Limited (BFFOPL)																	
(ii) Associate Company	Vindhya Telelinks Limited (VTL)																	
(iii) Joint Venture of an Associate Company	Birla Visabeira Private Limited (BVPL)																	
(iv) Wholly owned Subsidiaries of an Associate Company	August Agents Limited (AAL) Insilco Agents Limited (IAL) Laneseda Agents Limited (LAL)																	
(v) Key Management Personnel (KMP)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Shri Harsh V. Lodha</td> <td style="width: 40%;">Chairman</td> </tr> <tr> <td>Shri S.S. Kothari</td> <td rowspan="6" style="font-size: 3em; vertical-align: middle;">}</td> </tr> <tr> <td>Shri S.C. Jain</td> </tr> <tr> <td>Shri Dinesh Chanda</td> </tr> <tr> <td>Shri B.R. Nahar</td> </tr> <tr> <td>Dr. Kavita A. Sharma</td> </tr> <tr> <td>Shri Dilip Ganesh Karnik</td> </tr> <tr> <td>Shri Y.S.Lodha</td> <td>Managing Director &amp; CEO</td> </tr> <tr> <td>Shri Prasanta Pandit</td> <td>Chief Financial Officer</td> </tr> <tr> <td>Shri Sudeep Jain</td> <td>Company Secretary (W.e.f. 12.11.2018)</td> </tr> <tr> <td>Shri O.P. Pandey</td> <td>Company Secretary (Upto 30.09.2018)</td> </tr> </table>	Shri Harsh V. Lodha	Chairman	Shri S.S. Kothari	}	Shri S.C. Jain	Shri Dinesh Chanda	Shri B.R. Nahar	Dr. Kavita A. Sharma	Shri Dilip Ganesh Karnik	Shri Y.S.Lodha	Managing Director & CEO	Shri Prasanta Pandit	Chief Financial Officer	Shri Sudeep Jain	Company Secretary (W.e.f. 12.11.2018)	Shri O.P. Pandey	Company Secretary (Upto 30.09.2018)
Shri Harsh V. Lodha	Chairman																	
Shri S.S. Kothari	}																	
Shri S.C. Jain																		
Shri Dinesh Chanda																		
Shri B.R. Nahar																		
Dr. Kavita A. Sharma																		
Shri Dilip Ganesh Karnik																		
Shri Y.S.Lodha	Managing Director & CEO																	
Shri Prasanta Pandit	Chief Financial Officer																	
Shri Sudeep Jain	Company Secretary (W.e.f. 12.11.2018)																	
Shri O.P. Pandey	Company Secretary (Upto 30.09.2018)																	
(vi) Post Employment Benefit Plan Entities	Universal Cables Limited Employees Gratuity Fund (UEGF) Universal Cables Limited Employees Provident Fund (UEPF) Universal Cables Superannuation Fund (USF)																	

**(a) Details of transactions with Related Parties:**

(₹ in lakhs)

Sl. No.	Nature of Transaction	Year	AAL	IAL	LAL	BFFOPL	VTL	BVPL	UEGF	UEPF	USF
<b>(A) Transaction during the year</b>											
1	Purchase of Raw Materials, Stores, Spares and Packing Materials	2018-19	-	-	-	3422.59	1395.07	-	-	-	-
		2017-18	-	-	-	4077.21	55.52	-	-	-	-
2	Sale of Raw Materials, Stores, Spares, Packing Materials and Finished Goods etc.	2018-19	-	-	-	116.92	11157.42	2008.25	-	-	-
		2017-18	-	-	-	4.08	6374.68	-	-	-	-
3	Other Service Charges and Rent Received	2018-19	-	-	-	350.96	7.68	3.54	-	-	-
		2017-18	-	-	-	340.65	4.61	2.66	-	-	-
4	Other Service Charges & Lease Rent Paid	2018-19	-	-	-	-	6.32	-	-	-	-
		2017-18	-	-	-	-	1.15	-	-	-	-
5	Purchase of Fixed Assets	2018-19	-	-	-	0.59	22.17	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
6	Inter Corporate Loans taken	2018-19	1000.00	1000.00	1000.00	-	-	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
7	Interest on Inter Corporate Loans/ Security Deposit & Trade Payable Paid	2018-19	207.03	199.28	221.03	-	-	-	-	-	-
		2017-18	156.51	148.53	170.99	0.44	-	-	-	-	-

(₹ in lakhs)

Sl. No.	Nature of Transaction	Year	AAL	IAL	LAL	BFFOPL	VTL	BVPL	UEGF	UEPF	USF
8	Dividend Received	2018-19	-	-	-	183.54	345.45	-	-	-	-
		2017-18	-	-	-	114.71	241.82	-	-	-	-
9	Dividend Paid	2018-19	12.00	11.67	10.14	-	124.12	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
10	Deposit taken	2018-19	-	-	-	72.12	-	-	-	-	-
		2017-18	-	-	-	72.12	-	-	-	-	-
11	Contribution	2018-19	-	-	-	-	-	-	97.90	147.49	74.12
		2017-18	-	-	-	-	-	-	122.75	141.42	76.29
12	Withdrawal	2018-19	-	-	-	-	-	-	169.67	-	-
		2017-18	-	-	-	-	-	-	124.05	-	-
<b>(B)</b>	<b>Balance outstanding as at the year end</b>										
1	Non Current Investments in Equity Shares	2018-19	-	-	-	2298.50	1897.31	-	-	-	-
		2017-18	-	-	-	2298.50	1897.31	-	-	-	-
2	Trade Payables/Other Liabilities	2018-19	-	-	-	760.62	-	-	-	-	-
		2017-18	-	-	-	2268.21	-	-	-	-	-
3	Trade & Other Receivables	2018-19	-	-	-	-	3843.58	419.07	-	-	-
		2017-18	-	-	-	-	879.55	-	-	-	-
4	Loan Outstanding	2018-19	2575.00	2500.00	2725.00	-	-	-	-	-	-
		2017-18	1575.00	1500.00	1725.00	-	-	-	-	-	-

**(b) Details of transactions with Key Managerial Personnel:**

Particulars	Shri Y.S.Lodha		Shri Prasanta Pandit		Shri Sudeep Jain		Shri O.P. Pandey		Non Executive Directors	
	Managing Director & CEO		Chief Financial Officer (P.Y. W.e.f. 15.11.2017)		Company Secretary (W.e.f. 12.11.2018)		Company Secretary (Upto 30.09.2018)			
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Short Term Employee Benefit	93.48	76.86	25.63	7.00	6.75	-	8.93	17.58	-	-
Post Employment Benefit (Refer footnote no. (i))	-	-	-	-	-	-	-	-	-	-
Sitting Fees	-	-	-	-	-	-	-	-	16.55	18.40
Balance Outstanding at the year end (Payable/ (Receivable))	-	-	-	-	-	-	-	-	-	-

**Notes:**

- The remuneration to Key Managerial Personnel(s) 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.

- (c) Disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in respect of transactions with entities [excluding entities covered in disclosure under Note No.: 46(a)] belonging to the promoters/promoter group which holds 10% or more shareholding in the Company:

(₹ in lakhs)

Sl. No.	Nature of Transaction	Year	The Punjab Produce & Trading Co. Pvt. Ltd.
1	Rent and other service charges	<b>2018-19</b>	<b>24.14</b>
		2017-18	221.08
2	Dividend Paid (excluding dividend distribution tax)	<b>2018-19</b>	<b>76.89</b>
		2017-18	-
3	Guarantee Fees	<b>2018-19</b>	<b>-</b>
		2017-18	43.97

47. Previous year figures have been regrouped/rearranged, wherever considered necessary to conform to current year classification.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
*Chief Financial Officer*

Sudeep Jain  
*Company Secretary*

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

*Chairman*

*Directors*

*Managing Director & Chief Executive Officer*

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

# Independent Auditors' Report

TO THE MEMBERS OF UNIVERSAL CABLES LIMITED

Report on the Audit of Consolidated financial statements

## Opinion

We have audited the accompanying consolidated financial statements of Universal Cables Limited ("the Company") and its joint venture and an associate, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the consolidated state of affairs of the Company, its joint venture and an associate, as at 31<sup>st</sup> March, 2019 and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated statement changes in equity for the year ended on that date.

## Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of its joint venture and associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgments, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sl. No.	Key Audit Matter	Auditor's Response
1	<p><b>Revenue recognition for construction contracts (including an associate Company):</b> In respect of construction contracts, the management is required to make various accounting estimates and judgements for the purpose of revenue recognition over time like identification of performance obligation, determination of transaction price, the stage of completion, the timing of revenue recognition, estimated project costs and revenue. The process among others, take into consideration contract risks, price variation claims, liquidated damages &amp; penalties, recoverability of trade receivables. The Company periodically reviews the estimates involved and any cumulative effect of such changes are recognised in the period in which such changes are determined.</p>	<p><b>Our audit procedure included, among others:</b></p> <ul style="list-style-type: none"> <li>• Reviewing the terms and conditions of contracts on sample basis (including amendments/modifications/ clarifications thereon, if any) for the purpose of identification of performance obligation, reviewing the estimated contract revenue and costs including consistent application, and adjustments thereon on account of potential liquidated damages and penalties, if any, change in scope, actual cost incurred till year end, etc.</li> <li>• Testing the internal controls adopted by the Company relevant to ensuring the completeness and accuracy of revenue recognition.</li> <li>• Reviewed the adequacy of the disclosures in the Notes to the financial statements.</li> </ul>
2	<p><b>Cost estimation for Lease arrangements (IRU): Relating to an associate Company:</b> The Company as a lessor enters into certain non-cancellable long-term finance lease arrangements for passive optical fibre cable networks under IP-1 on Indefeasible Right to Use (IRU) basis. As per the accounting policy, these transactions are treated as an Outright sales. Profit or loss resulting from outright sales is recognised in the statement of profit and loss immediately. The cost of sales and carrying amount of unsold passive optical fibre network under IP-1 are determined. This involves making estimates and judgement with respect to allocation of materials, subcontracting cost and other costs on the basis of total estimated fibre pairs/duct to be sold under a specific route. The estimates and underlying assumptions are reviewed on a periodic basis.</p>	<p><b>Our audit procedures included the review of:</b></p> <ul style="list-style-type: none"> <li>• The accounting treatment followed for revenue recognition vis-à-vis IRU contracts entered into by the Company.</li> <li>• The terms and conditions of the contracts and evaluating the point of transfer of control.</li> <li>• The estimates involved in allocation of cost of sales of IRU network backed by a specific lease arrangement.</li> <li>• The adequacy of the disclosures in the Notes to the financial statements.</li> </ul>

Sl. No.	Key Audit Matter	Auditor's Response
	As a result, its consequent impact (Company's share in Associate) on the Net Assets and Profit of the Consolidated Financial Statements has been considered significant.	
3	<p><b>Recoverability of MAT credit entitlement in future – Relating to an associate Company:</b> An associate has recognised deferred tax assets mainly on account of tax credit available for set off (Minimum Alternate Tax) under the Income Tax Act, 1961. Under Ind AS 12 – Income Taxes, deferred tax assets shall be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised. The assessment of valuation of deferred tax assets requires significant management judgement and estimation. This include, amongst others, making estimation of long-term future profitability, future revenue from proposed projects and tax regulations and developments. As a result, its consequent impact (Parent's share in Associate) on the Net Assets and Profit of the Consolidated Financial Statements has been considered significant.</p>	<p><b>Audit procedures included, among others, review of:</b></p> <ul style="list-style-type: none"> <li>● The appropriateness of the methodology applied by the associate Company with applicable Indian accounting standards and applicable taxation laws along with the future business forecast of taxable profits.</li> <li>● The likelihood of the associate Company to utilize the available MAT credit entitlements in the future with underlying projections and assumptions relating to future estimated profits, future capitalisations and depreciation allowance thereon and future estimates of taxable income.</li> <li>● The adequacy of the company's disclosures on deferred tax assets and assumptions used.</li> </ul>

#### **Information Other than the consolidated financial statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Financial Statements, the standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of management and those charged with governance for the consolidated financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company, its joint venture and an associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, its joint venture and associate 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included are responsible for assessing the ability of the Company, its joint venture and associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included are also responsible for overseeing the financial reporting process of the Company, its joint venture and associate.

#### **Auditor's responsibility for the audit of consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company, its joint venture and associate has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company, its joint venture and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company, its joint venture and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company of which we are the independent auditors, regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statement.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far as it appears from our examination of those books.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statement.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 and taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its joint venture and an associate, none of the directors of the Company, its associate company and a joint venture incorporated in India is disqualified as on March 31, 2019 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 with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Company, a joint venture and an associate. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and based on the reports of the statutory auditors of its joint venture and associate and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company, a joint venture and associate to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company, its associate and a joint venture.
  - Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, its associate and a joint venture.

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

Place : New Delhi  
Dated : 16<sup>th</sup> May, 2019

(Karthik Srinivasan)  
Partner  
Membership No. 514998

#### **Annexure "A" to the Independent Auditors' Report**

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

#### **Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statement of Universal Cables Limited (hereinafter referred to as "Company"), a joint venture and an associate company, which are Companies covered under the Act, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Boards of Directors of the Company, its joint venture and an associate company, which are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 internal financial controls with reference to financial statements of the Company, its joint venture and its associate company, which are, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its joint venture and an associate company.

### **Meaning of Internal Financial Controls with reference to financial statement**

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

### **Inherent Limitations of Internal Financial Controls with reference to financial statement**

Because of the inherent limitations of internal financial controls with reference to financial statement, 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 with reference to financial statement to future periods are subject to the risk that the internal financial control with reference to financial statement 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, to the best of our information and according to the explanations given to us, the Company, its joint venture and an associate company, which are , have, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note.

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

**Place : New Delhi**  
**Dated : 16<sup>th</sup> May, 2019**

**(Karthik Srinivasan)**  
**Partner**  
**Membership No. 514998**

# Consolidated Balance Sheet as at 31<sup>st</sup> March, 2019

	Notes	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	2	12882.85	10871.86
Capital Work-in-Progress		171.34	1658.79
Investment Property	4	2588.28	1229.46
Intangible Assets	3	34.18	50.84
Investments accounted for using the Equity Method	5	61581.32	54004.83
Financial Assets			
Investments	6	12452.93	9357.93
Other Financial Assets	7	484.60	351.13
Trade Receivables	8	269.83	554.55
Non-current Tax Assets (Net)		192.49	212.87
Other Non-current Assets	9	264.96	191.39
<b>Total Non-current Assets</b>		<b>90922.78</b>	<b>78483.65</b>
<b>CURRENT ASSETS</b>			
Inventories	10	26259.92	16587.15
Financial Assets			
Trade Receivables	11	60731.38	51381.87
Cash and Cash Equivalents	12	219.91	360.17
Other Bank Balances	13	275.29	474.88
Other Financial Assets	14	1515.73	2106.74
Other Current Assets	15	5148.12	3350.74
<b>Total Current Assets</b>		<b>94150.35</b>	<b>74261.55</b>
<b>Total Assets</b>		<b>185073.13</b>	<b>152745.20</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	16	3469.83	3469.83
Other Equity	17	96447.82	79990.77
<b>Total Equity</b>		<b>99917.65</b>	<b>83460.60</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	18	14809.28	11823.15
Other Financial Liabilities	19	36.50	32.43
Other Non-current Liabilities	20	38.25	42.22
Provisions	21	913.84	916.77
Deferred Tax Liabilities (Net)	22	1876.05	197.05
<b>Total Non-current Liabilities</b>		<b>17673.92</b>	<b>13011.62</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	23	37158.74	23331.27
Trade Payables	24		
Total outstanding dues of micro and small enterprises		2259.54	2428.48
Total outstanding dues of creditors other than micro and small enterprises		23623.28	24232.82
Other Financial Liabilities	25	3053.40	4806.05
Other Current Liabilities	26	907.04	1139.44
Provisions	27	194.64	173.86
Current Tax Liabilities (Net)		284.92	161.06
<b>Total Current Liabilities</b>		<b>67481.56</b>	<b>56272.98</b>
<b>Total Equity and Liabilities</b>		<b>185073.13</b>	<b>152745.20</b>

The accompanying Notes 1 to 50 form an integral part of the financial statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

## Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019

	Notes	For the year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>REVENUE</b>			
Revenue from Operations	28	141654.86	120732.76
Other Income	29	1199.60	1105.99
<b>Total Revenue</b>		<b>142854.46</b>	<b>121838.75</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed		95867.19	83766.48
Excise Duty		-	2640.55
Purchase of Stock-in-Trade		5648.42	3226.51
(Increase)/Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(6322.41)	(1745.43)
Employee Benefits Expense	31	6368.96	5851.67
Finance Costs	32	6205.52	5343.26
Depreciation and Amortization Expenses	33	2138.25	2090.23
Other Expenses	34	22626.50	16301.70
<b>Total Expense</b>		<b>132532.43</b>	<b>117474.97</b>
<b>Profit for the year before Share in Profit of Associates</b>		<b>10322.03</b>	<b>4363.78</b>
Share in Profit/(Loss) in Associate and Joint Venture [Refer Note No. 48(e)]		6372.53	4075.14
Gain on Deemed Sale of Shares in Joint Ventures [Refer Note No. 48(e)]		313.53	
<b>Profit before Tax</b>		<b>17008.09</b>	<b>8438.92</b>
Tax Expenses	35		
Current Tax		2190.37	575.19
Deferred Tax		1231.83	(405.87)
<b>Profit for the year</b>		<b>13585.89</b>	<b>8269.60</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit or Loss:</b>			
Fair valuation gains/(losses) on Equity Instruments		3095.00	1212.09
Re-measurement gains/(losses) on Defined Benefit Plans		(61.01)	150.12
Less: Income Taxes relating to re-measurement		21.32	(51.95)
Less: Deferred Tax effect on fair valuation of Investments		(447.17)	(550.97)
Share of equity accounted investees [Refer Note No. 48(e)]		890.43	6301.29
<b>Other Comprehensive Income for the year (Net of Tax)</b>		<b>3498.57</b>	<b>7060.58</b>
<b>Total Comprehensive Income for the year</b>		<b>17084.46</b>	<b>15330.18</b>
<b>(Comprising Profit &amp; Other Comprehensive Income for the year)</b>			
<b>Earnings per Equity Share</b>			
<b>Basic and diluted (Face Value of ₹ 10/- each)</b>	36	<b>39.15</b>	23.83

The accompanying Notes 1 to 50 form an integral part of the financial statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

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(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

## Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	2018-19		2017-18	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit before Taxation</b>		<b>10322.03</b>		4363.78
<b>Adjustments for:</b>				
Depreciation	2138.25		2090.23	
Loss/(Profit) on Sale/Disposal of fixed assets (Net)	24.56		(109.08)	
Interest Income	(27.71)		(53.94)	
Dividend Income	(588.17)		(376.71)	
Rent Income	(297.43)		(288.48)	
Interest Expense	5454.24		4351.31	
Unrealised Forex Loss/(Gain) on Borrowings	110.52		(52.96)	
Remeasurements of net Defined Benefit Plans	(61.01)		150.12	
		<b>6753.25</b>		5710.49
<b>Operating Profit before Working Capital Changes</b>		<b>17075.28</b>		10074.27
<b>Movement in Working Capital:</b>				
Increase/(Decrease ) in Trade Payables	(778.48)		11903.28	
Increase/(Decrease) in Other Financial Liabilities	48.21		(20.45)	
Increase/(Decrease) in Provisions	17.85		7.49	
Increase/(Decrease ) in Other Liabilities	(236.37)		272.91	
(Increase)/Decrease in Trade Receivables	(9064.79)		(20708.22)	
(Increase)/Decrease in Inventories	(9672.77)		(2798.54)	
(Increase)/Decrease in Other Financial Assets	(894.64)		(2268.51)	
(Increase)/Decrease in Other Assets	(383.01)		(258.18)	
		<b>(20964.00)</b>		(13870.22)
<b>Cash Flow from Operations</b>		<b>(3888.72)</b>		(3795.95)
Direct Taxes paid		<b>(2024.81)</b>		(366.90)
<b>Net cash from/(used in) Operating activities</b>		<b>(5913.53)</b>		(4162.85)
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets (including Investment property)	(4016.20)		(2471.69)	
Proceeds from Sale of Fixed Assets	219.37		122.57	
Interest Income	25.68		52.27	
Investment in Term Deposits With Banks (Net of Redemption)	209.04		(204.24)	
Rent Received	297.43		288.48	
Dividend Received	588.17		376.71	
<b>Net cash from/(used in) Investing activities</b>		<b>(2676.51)</b>		(1835.90)
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from Long-term Borrowings	7500.00		4195.65	
Repayment of Long-term Borrowings	(6693.88)		(1988.13)	
Net Proceeds from Short-term Borrowings	13827.47		8282.67	
Interest Paid	(5551.95)		(4326.52)	
Dividend Paid	(631.86)		(10.94)	
<b>Net cash from/(used in) Financing activities</b>		<b>8449.78</b>		6152.73

## Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 (Contd.)

Particulars	2018-19		2017-18	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
<b>Net increase/(Decrease) in Cash and Cash equivalents (A+B+C)</b>		<b>(140.26)</b>		153.98
<b>Cash and Cash Equivalents at the beginning of the year</b>		<b>360.17</b>		206.19
<b>Cash and Cash Equivalents at the end of the year</b>		<b>219.91</b>		360.17
<b>Components of Cash and Cash Equivalents</b>				
Cash in Hand		<b>1.38</b>		0.76
Cheques/Drafts in Hand		<b>186.93</b>		303.45
<b>With Banks:</b>				
On Current Accounts		<b>31.60</b>		55.96
		<b>219.91</b>		360.17

### Reconciliations of Liabilities from Financing Activities

Particulars	As at 31 <sup>st</sup> March, 2018	Proceeds	Repayment	Fair Value Changes	As at 31 <sup>st</sup> March, 2019
Long Term Borrowings (Including current portion)	16035.08	7500.00	(6693.88)	110.52	<b>16951.72</b>
Short Term Borrowings	23331.27	17975.20	(4147.73)	-	<b>37158.74</b>
<b>Total Liabilities from Financing Activities</b>	<b>39366.35</b>	<b>25475.20</b>	<b>(10841.61)</b>	<b>110.52</b>	<b>54110.46</b>

Note: The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Indian Accounting Standard - 7 on Cash Flow Statements.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

**CONSOLIDATED STATEMENT OF CHANGE IN EQUITY**
**(a) Equity share capital**

(₹ in lakhs)

Particulars	Amount
Balance as at 31 <sup>st</sup> March, 2017	3469.83
Balance as at 31 <sup>st</sup> March, 2018	3469.83
<b>Balance as at 31<sup>st</sup> March, 2019</b>	<b>3469.83</b>

**(b) Other Equity**

(₹ in lakhs)

Particulars	Reserves and Surplus			Items of Other Comprehensive Income		Total
	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instruments FVTOCI	Revaluation Reserve	
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2017</b>	<b>6322.50</b>	<b>9919.93</b>	<b>34535.48</b>	<b>13882.68</b>	-	<b>64660.59</b>
Profit for the year	-	-	8269.60	-	-	8269.60
Remeasurement of post employment benefits obligation (net of tax)	-	-	98.17	-	-	98.17
Other Comprehensive Income	-	-	-	680.36	6282.05	6962.41
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2018</b>	<b>6322.50</b>	<b>9919.93</b>	<b>42903.25</b>	<b>14563.04</b>	<b>6282.05</b>	<b>79990.77</b>
Profit for the year	-	-	13585.89	-	-	13585.89
Remeasurement of post employment benefits obligation (net of tax)	-	-	(39.69)	-	-	(39.69)
Dividend on Equity Shares (including Dividend distribution tax)	-	-	(627.41)	-	-	(627.41)
Other Comprehensive Income	-	-	-	3532.12	6.14	3538.26
<b>Balance as at the end of the reporting period 31<sup>st</sup> March, 2019</b>	<b>6322.50</b>	<b>9919.93</b>	<b>55822.04</b>	<b>18095.16</b>	<b>6288.19</b>	<b>96447.82</b>

**Nature and purpose of Reserves**
**(a) Securities Premium**

Securities premium represents the amount of premium received by the Company upon issue of equity shares. The reserve is utilised in accordance with the provisions of Section 52 and other applicable provisions of the Companies Act, 2013.

**(b) General Reserve**

The general reserve represent free reserves created through appropriation of profit/retained earnings and kept aside to meet the future requirements as and when they arise. Mandatory transfer to general reserve is not required under the Companies Act, 2013. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the Statement of Profit and Loss.

As per our attached report of even date

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

 Karthik Srinivasan  
 Partner  
 Membership No. 514998

 Prasanta Pandit  
 Chief Financial Officer

 Sudeep Jain  
 Company Secretary

 Harsh V. Lodha  
 (DIN:00394094)

 S.S. Kothari  
 (DIN:00005428)

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 (DIN:00049895)

 Kavita A. Sharma  
 (DIN:07080946)

 Dilip Ganesh Karnik  
 (DIN:06419513)

 Y.S.Lodha  
 (DIN:00052861)

Chairman

Directors

 Managing Director &  
 Chief Executive Officer

 Place : New Delhi  
 Date : 16<sup>th</sup> May, 2019

**1. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**
**1.1 Company Overview**

Universal Cables Limited (UCL) (“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 Electrical and other Cables, Capacitors, Wires and Conductors, etc. and Turnkey Projects predominantly relating to Electrical Cables/Capacitors, etc. The Registered Office of the Company is located at P.O. Birla Vikas, Satna (M.P.) - 485005, India and its CIN No. is L31300MP1945PLC001114.

The consolidated financial statements as at 31<sup>st</sup> March, 2019 present the financial position of the following Associate and Joint Venture.

Particulars	Country of Incorporation	Percentage of Ownership
<b>Associate:</b>		
Vindhya Telelinks Limited	India	29.15%
<b>Joint Venture:</b>		
Birla Furukawa Fibre Optics Pvt. Limited	India	26.14%

**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.

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, unless stated otherwise.

**1.3 Basis of Consolidation**

- (a) In case of associates, where Company holds directly or indirectly through subsidiaries 20% or more equity or/and exercises significant influence, and Joint Venture, investments are accounted for by using equity method in accordance with Ind AS 28 – “Investments in Associates and Joint Ventures”.
- (b) Post acquisition, the company accounts for its share in the change in net assets of the associates and Joint Venture (after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share) through its statement of profit and loss and other comprehensive income. The difference between the cost of investment and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be. However, Goodwill is not separately recognised but included in the value of investments.

**1.4 Summary of Significant Accounting policies**

The Accounting Policies of the Company, its Joint venture and Associate are largely similar. Other significant Accounting Policies of the Consolidated Financial Statements are as given in the Standalone Financial Statements.

**2. FIXED ASSETS**
**Property, Plant and Equipment**

(₹ In Lakhs)

Particulars	Property, Plant and Equipment								
	Freehold Land	Leasehold Land	Building	*Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Leasehold Improvements	Total
<b>Gross carrying amount</b>									
As at 31 <sup>st</sup> March, 2017	153.14	98.53	2349.11	10989.07	119.71	94.63	72.81	27.51	13904.51
Additions	-	-	-	721.65	20.68	26.14	52.56	-	821.03
Disposals/Deletions	-	-	0.25	4.50	0.09	3.84	9.16	-	17.84
<b>As at 31<sup>st</sup> March, 2018</b>	<b>153.14</b>	<b>98.53</b>	<b>2348.86</b>	<b>11706.22</b>	<b>140.30</b>	<b>116.93</b>	<b>116.21</b>	<b>27.51</b>	<b>14707.70</b>
Additions	-	-	116.72	4155.39	15.38	7.38	30.18	-	4325.05
Disposals/Deletions	-	-	-	349.90	26.53	5.27	-	27.51	409.21
<b>As at 31<sup>st</sup> March, 2019</b>	<b>153.14</b>	<b>98.53</b>	<b>2465.58</b>	<b>15511.71</b>	<b>129.15</b>	<b>119.04</b>	<b>146.39</b>	<b>-</b>	<b>18623.54</b>
<b>Accumulated Depreciation</b>									
As at 31 <sup>st</sup> March, 2017	-	1.42	124.68	1639.92	32.75	14.52	11.97	0.46	1825.72
Depreciation for the year	-	1.42	143.07	1800.98	35.06	19.54	14.86	2.56	2017.49
Eliminated on disposals/deletions of assets	-	-	0.02	1.95	0.01	0.01	5.38	-	7.37
<b>As at 31<sup>st</sup> March, 2018</b>	<b>-</b>	<b>2.84</b>	<b>267.73</b>	<b>3438.95</b>	<b>67.80</b>	<b>34.05</b>	<b>21.45</b>	<b>3.02</b>	<b>3835.84</b>
Depreciation for the year	-	1.48	132.25	1838.36	26.28	31.02	16.24	24.49	2070.12
Eliminated on disposals/deletions of assets	-	-	-	126.99	6.69	4.08	-	27.51	165.27
<b>As at 31<sup>st</sup> March, 2019</b>	<b>-</b>	<b>4.32</b>	<b>399.98</b>	<b>5150.32</b>	<b>87.39</b>	<b>60.99</b>	<b>37.69</b>	<b>-</b>	<b>5740.69</b>
<b>Net Block</b>									
As at 31 <sup>st</sup> March, 2018	153.14	95.69	2081.13	8267.27	72.50	82.88	94.76	24.49	10871.86
<b>As at 31<sup>st</sup> March, 2019</b>	<b>153.14</b>	<b>94.21</b>	<b>2065.60</b>	<b>10361.39</b>	<b>41.76</b>	<b>58.05</b>	<b>108.70</b>	<b>-</b>	<b>12882.85</b>

\* Includes (₹ 4.92 lakhs) (Previous year ₹ 61.57 lakhs) pertaining to (gain)/loss on exchange fluctuations adjusted to the cost of capital assets as per exemption provided in Ind AS 101 (Para 46/46A of AS 11)

For details of assets pledged as security, refer Note No. 18 & 23.

**3. INTANGIBLE ASSETS**

(₹ in lakhs)

Particulars	Intangible Assets (Computer Software)
<b>Gross carrying amount:</b>	
Gross carrying amount as at 31 <sup>st</sup> March, 2017	36.48
Additions	43.74
Gross carrying amount as at 31 <sup>st</sup> March, 2018	80.22
Additions	-
<b>Gross carrying amount as at 31<sup>st</sup> March, 2019</b>	<b>80.22</b>
<b>Accumulated Depreciation:</b>	
Accumulated depreciation as at 31 <sup>st</sup> March, 2017	8.01
Depreciation for the year	21.37
Accumulated depreciation as at 31 <sup>st</sup> March, 2018	29.38
Depreciation for the year	16.66
<b>Accumulated depreciation as at 31<sup>st</sup> March, 2019</b>	<b>46.04</b>
<b>Net Block:</b>	
As at 31 <sup>st</sup> March, 2018	50.84
<b>As at 31<sup>st</sup> March, 2019</b>	<b>34.18</b>

**4. INVESTMENT PROPERTY**

(₹ in lakhs)

Particulars	Leasehold Land	Buildings	Total
<b>Gross carrying amount:</b>			
As at 31 <sup>st</sup> March, 2017	87.22	1251.62	1338.84
Additions	-	-	-
Disposals/Deletions	-	3.39	3.39
As at 31 <sup>st</sup> March, 2018	87.22	1248.23	1335.45
Additions	-	1410.28	1410.28
Disposals/Deletions	-	-	-
<b>As at 31<sup>st</sup> March, 2019</b>	<b>87.22</b>	<b>2658.51</b>	<b>2745.73</b>
<b>Accumulated Depreciation:</b>			
As at 31 <sup>st</sup> March, 2017	1.09	53.91	55.00
Depreciation expense	1.09	50.27	51.36
Eliminated on disposals/deletions of assets	-	0.37	0.37
As at 31 <sup>st</sup> March, 2018	2.18	103.81	105.99
Depreciation expense	1.09	50.37	51.46
Eliminated on disposals/deletions of assets	-	-	-
<b>As at 31<sup>st</sup> March, 2019</b>	<b>3.27</b>	<b>154.18</b>	<b>157.45</b>
<b>Net Block:</b>			
As at 31 <sup>st</sup> March, 2018	85.04	1144.42	1229.46
<b>As at 31<sup>st</sup> March, 2019</b>	<b>83.95</b>	<b>2504.33</b>	<b>2588.28</b>
<b>Fair Value:</b>			
As at 31 <sup>st</sup> March, 2018	1547.00	1438.00	2985.00
<b>As at 31<sup>st</sup> March, 2019</b>	<b>1547.00</b>	<b>2848.00</b>	<b>4395.00</b>

The fair value measurement is categorised in level 2- fair value hierarchy.

(₹ in lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Rental Income derived from Investment Property	297.43	288.48
Loss on discard of part of Building classified as Investment Property	-	3.02
Profit arising from Investment Property before Depreciation	297.43	285.46
Less : Depreciation	51.46	51.36
Profit arising from Investment Property	245.97	234.10

**Premises given on operating lease:**

The Company has given above Investment Property (Leasehold Land and Buildings thereon) on operating lease/sub-lease to its Joint Venture viz. Birla Furukawa Fibre Optics Pvt. Ltd. The lease/sub-lease arrangement is for a period of 12 years from latest renewal.

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
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**5. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD**

3,454,530	(34,54,530)	Vindhya Telelinks Limited	57056.96	50021.16
4,588,465	(45,88,465)	Birla Furukawa Fibre Optics Pvt. Limited	4524.36	3983.67
			<b>61581.32</b>	<b>54004.83</b>

**6. INVESTMENTS**
**In Equity Instruments**
**Investment carried at Fair Value through Other Comprehensive Income**
**Quoted - Fully paid up Equity Shares of ₹ 10/- each**

296,730	(2,96,730)	Birla Corporation Limited	1557.98	2116.43
3,900,100	(39,00,100)	Birla Cable Limited	5992.50	2377.11
			<b>7550.48</b>	<b>4493.54</b>

**Unquoted - Fully paid up Equity Shares of ₹ 10/- each**

3,00,366	(3,00,366)	Birla Financial Corporation Limited	168.54	126.21
800	(800)	Baroda Agents & Trading Co. Private Limited	4726.29	4730.82
9,800	(9,800)	Universal Telelinks Private Limited	3.70	3.60
9,800	(9,800)	Universal Electricals Private Limited	3.41	3.25
			<b>4901.94</b>	<b>4863.88</b>

**Investments in Others, at Cost (unquoted)\***

900	(900)	The Rameshwara Jute Mills Limited	0.11	0.11
600	(600)	Industry House Limited	0.40	0.40
			<b>0.51</b>	<b>0.51</b>

**Total**

			<b>12452.93</b>	<b>9357.93</b>
		Aggregate Amount of Quoted Investments	<b>7550.48</b>	<b>4493.54</b>
		Aggregate Amount of Unquoted Investments	<b>4902.45</b>	<b>4864.39</b>

\*Valued at cost being passive stake and non-assessment of fair value.

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>7. OTHER FINANCIAL ASSETS</b> <i>(Unsecured, considered good)</i>		
Balances in Term Deposit Accounts with Banks	79.75	86.83
Interest Receivable	0.36	0.70
Security Deposits	396.62	260.54
Loan to Employees	7.87	3.06
	<b>484.60</b>	351.13
<b>8. TRADE RECEIVABLES</b> <i>(Unsecured, considered good)</i>		
Trade Receivables	269.83	554.55
	<b>269.83</b>	554.55
<b>9. OTHER NON-CURRENT ASSETS</b>		
Capital Advances	163.97	20.79
Prepaid Lease/Sub-Lease Payments	6.12	6.10
Balances with Statutory/Government Authorities	94.87	164.50
	<b>264.96</b>	191.39
<b>10. INVENTORIES</b>		
Raw Materials [including in transit ₹ 1212.39 lakhs (31 <sup>st</sup> March, 2018: ₹ 670.61 lakhs)]	10174.71	7048.43
Stores and Spares	1416.56	1192.48
Traded Goods	165.63	22.54
Work-in-Progress	4974.62	4577.67
Finished Goods	9485.59	3711.29
Scrap Materials	42.81	34.74
	<b>26259.92</b>	16587.15
<b>11. TRADE RECEIVABLES</b>		
Trade Receivables - Considered Good	60331.38	51381.87
Trade Receivables which have significant increase in credit risk	789.35	-
Trade Receivables - Credit Impaired	-	-
	<b>61120.73</b>	51381.87
Less: Allowance for Doubtful Trade Receivables	389.35	-
	<b>60731.38</b>	51381.87

Trade Receivables are net of amount realised through Bill discounting of ₹ 206.42 lakhs (31<sup>st</sup> March, 2018: ₹ 886.95 lakhs)

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>12. CASH AND CASH EQUIVALENTS</b>		
Balances in Current Accounts with Banks	31.60	55.96
Cheques in Hand	186.93	303.45
Cash on Hand	1.38	0.76
	<b>219.91</b>	<b>360.17</b>
<b>13. OTHER BANK BALANCES</b>		
Balance in Unpaid Dividend Account	4.08	8.53
Term Deposits [include TDR under lien towards margin money against bank guarantees/letters of credit ₹ 343.70 lakhs (Previous year ₹ 541.61 lakhs)]	346.88	551.47
Interest Accrued but not due on Term Deposits	4.08	1.71
Less: Term Deposit having maturity of more than 12 months at the year end	79.75	86.83
	<b>275.29</b>	<b>474.88</b>
<b>14. OTHER FINANCIAL ASSETS</b> <i>(Unsecured, Considered Good)</i>		
Loan to Employees	37.75	23.07
Security Deposit	795.44	1372.15
Export Benefits Receivable	438.26	609.50
Currency Swap Receivable	85.75	-
Forward Contracts Receivable	-	0.49
Others	158.53	101.53
	<b>1515.73</b>	<b>2106.74</b>
<b>15. OTHER CURRENT ASSETS</b>		
Prepaid Expenses	622.91	142.40
Balance with Government Authorities	732.23	862.07
Unbilled Revenue	3425.00	2080.24
Other Advances	367.98	266.03
	<b>5148.12</b>	<b>3350.74</b>
<b>16. EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
4,45,00,000 (4,45,00,000) Equity Shares of ₹ 10/- each	4450.00	4450.00
50,000 (50,000) Preference Shares of ₹ 100/- each	50.00	50.00
	<b>4500.00</b>	<b>4500.00</b>
<b>Issued</b>		
3,47,01,201 (3,47,01,201) Equity Shares of ₹ 10/- each	3470.12	3470.12
<b>Subscribed and Fully paid up</b>		
3,46,95,381 (3,46,95,381) Equity Shares of ₹ 10/- each	3469.54	3469.54
Add: Forfeited Shares (amount originally paid-up)	0.29	0.29
	<b>3469.83</b>	<b>3469.83</b>

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
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**(a) Terms/Rights attached to Equity Shares**

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

**(b) Reconciliation of number of Equity Shares outstanding**

Particulars	Numbers
At the beginning of the year	34695381
<b>Outstanding at the end of the year</b>	<b>34695381</b>

**(c) Equity Shares held by each Shareholder holding more than 5% Shares**

Name of the Shareholder	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Vindhya Telelinks Limited	8274963	23.85	8274963	23.85
The Punjab Produce & Trading Company Private Limited	5126037	14.77	5126037	14.77
Gwalior Webbing Co. Private Limited	2887013	8.32	2887013	8.32

**17. OTHER EQUITY**
**Reserves and Surplus**

Securities Premium	6322.50	6322.50
General Reserve	9919.93	9919.93

**Retained Earnings**

Opening balance	42903.24	34535.47
Add: Profit for the year	13585.89	8269.60
Add: Item of Other Comprehensive Income recognized directly in Retained Earnings [Remeasurement of post employment benefits obligation (net of tax)]	(39.69)	98.17
	56449.44	42903.24

**Less: Appropriations**

Dividend on Equity Shares	520.43	-
Tax on Dividend on Equity Shares	106.98	-
	627.41	-
	55822.03	42903.24
	72064.46	59145.67

**Other Comprehensive Income**

Opening Balance	20845.10	13882.69
Add: Change during the year	3538.26	6962.41
<b>Closing Balance</b>	24383.36	20845.10
	96447.82	79990.77

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>18. LONG TERM BORROWINGS</b>		
<b>Secured</b>		
Loans from Banks		
Rupee Term Loans	2735.40	3772.69
Foreign Currency Term Loans	1916.32	2962.39
<b>Unsecured</b>		
Other Loans		
From Related Parties	7800.00	4800.00
From a Body Corporate	4500.00	4500.00
	16951.72	16035.08
<b>Less: Current Maturities of Long Term Borrowings at the year end</b>		
Rupee Term Loans/Foreign Currency Term Loans from Banks	2142.44	2211.93
Other Loans from Related Parties	-	2000.00
	2142.44	4211.93
	14809.28	11823.15
<p>1. Rupee Term Loan and Foreign Currency Term Loan from banks are 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 immoveable properties of the Company, ranking pari-passu interse amongst consortium lenders. The said Term Loans are further secured by second charge by way of hypothecation of entire Current Assets, both present and future, of the Company viz inventories, bills receivables, book debts, claims, etc. These Term Loans are repayable over a period of four to seven years commencing from March, 2017 and ending on January, 2025. Rupee Term Loan and Foreign Currency Term Loan (fully hedged) carry rate of interest varying from 9.15% to 10.00% p.a. on the reporting date.</p> <p>2. Other Unsecured Loans from Related Parties and a Body Corporate are repayable from April, 2020 onwards and these Loans carry rate of interest varying from 9.00% to 11.00% p.a. on the reporting date.</p>		
<b>19. OTHER FINANCIAL LIABILITIES</b>		
Sundry Deposits	30.68	28.55
Retention Money	5.82	3.88
	36.50	32.43
<b>20. OTHER NON-CURRENT LIABILITIES</b>		
Rent Received in advance	38.25	42.22
	38.25	42.22
<b>21. NON-CURRENT PROVISIONS</b>		
Provisions for Employee Benefits		
Pension	279.29	293.44
Compensated absences	634.55	623.33
	913.84	916.77

	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>22. DEFERRED TAX</b>		
The significant component and classification of Deferred Tax Assets and Liabilities on account of timing differences are:		
<b>Deferred Tax Assets</b>		
Provision for Retirement Benefits	101.45	99.48
Carry Forward Business Loss and Unabsorbed Depreciation	-	1027.97
Provision for Doubtful Debts	136.06	-
Others	-	9.08
<b>Total Deferred Tax Assets</b>	<b>237.51</b>	<b>1136.53</b>
<b>Deferred Tax Liabilities</b>		
Property, plant and equipment & Intangible Assets	1375.35	1432.24
Fair Valuation of Investments	998.14	550.97
Others	5.93	5.81
<b>Total Deferred Tax Liabilities</b>	<b>2379.42</b>	<b>1989.02</b>
<b>Net Deferred Tax Assets/(Liability)</b>	<b>(2141.91)</b>	<b>(852.49)</b>
<b>MAT Credit Entitlement</b>	<b>265.86</b>	<b>655.44</b>
	<b>(1876.05)</b>	<b>(197.05)</b>
<b>Reconciliation of Deferred Tax Assets/(Liability)</b>		
<b>Opening Deferred Tax Assets</b>	<b>(852.49)</b>	-
Deferred tax credit/(charge) recorded in Statement of Profit and Loss	<b>(842.25)</b>	(249.57)
Deferred tax credit/(charge) recorded in Other Comprehensive Income	<b>(447.17)</b>	(602.92)
<b>Closing Deferred Tax Assets/(Liability)</b>	<b>(2141.91)</b>	<b>(852.49)</b>

**23. BORROWINGS**
**Working Capital Loans/Borrowings from Banks (Secured)**

Working Capital Demand Loans	10999.93	7029.39
Cash Credit Facilities	24852.14	12321.27
Export Packing Credit	1306.67	2832.88
Buyer's Credit	-	1147.73
	<b>37158.74</b>	<b>23331.27</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/borrowings (both fund and non fund based ) from Banks are secured by way of hypothecation of entire Current Assets, both present and future, of the Company viz. inventories, bills receivables, book debts (trade receivables), claims, etc. and are further secured by way of hypothecation of 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 pari passu interse amongst the consortium lenders.

	<b>As at 31<sup>st</sup> March, 2019 (₹ in lakhs)</b>	<b>As at 31<sup>st</sup> March, 2018 (₹ in lakhs)</b>
<b>24. TRADE PAYABLES</b>		
Payable to micro enterprises and small enterprises	<b>2259.54</b>	2428.48
(i) The principal amount and interest due thereon remaining unpaid to any supplier at the end of each financial year.	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprise Development Act 2006.	-	-
(iv) The amount of interest accrued and remaining unpaid.	-	-
(v) The amount of further interest remaining due and payable in the succeeding year until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act 2006.	-	-
Other Payables	<b>23623.28</b>	24232.82
	<b>25882.82</b>	26661.30
<b>25. OTHER FINANCIAL LIABILITIES</b>		
Current Maturities of Long Term Borrowings	<b>2142.44</b>	4211.93
Interest accrued but not due on Borrowings	<b>2.63</b>	27.59
Security Deposits	<b>27.96</b>	27.92
Accrued Employee Benefits Expense	<b>296.07</b>	294.55
Unclaimed Dividend *	<b>4.08</b>	8.53
Creditors/Liability pertaining to Capital Expenditure	<b>472.44</b>	170.33
Forward Contracts Payable	<b>98.85</b>	-
Retention Money	<b>8.93</b>	13.20
Cross Currency Swap	-	52.00
	<b>3053.40</b>	4806.05
* This does not include any amount due and outstanding to be credited to Investor Education and Protection Fund during the year.		
<b>26. OTHER CURRENT LIABILITIES</b>		
Statutory Dues including Withholding & Other taxes	<b>332.96</b>	740.82
Rent received in advance	<b>3.97</b>	3.97
Mobilisation and Other Advances from Customers	<b>570.11</b>	394.65
	<b>907.04</b>	1139.44
<b>27. SHORT-TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Pension	<b>47.43</b>	47.46
Compensated Absences	<b>74.18</b>	72.62
Gratuity	<b>73.03</b>	53.78
	<b>194.64</b>	173.86

	For the year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>28. REVENUE FROM OPERATIONS</b>		
<b>Sale of Products</b>		
Finished Goods		
Electrical and other Cables, Capacitors, Wires and Conductors, etc.	123986.42	108737.63
Traded Goods		
Associated Equipments, Cable Accessories, etc.	8293.55	4750.49
<b>Sale of Services</b>		
Installation and Commissioning Charges	8227.12	5986.94
<b>Other Operating Revenue</b>		
Scrap Materials	851.57	949.86
Export Incentives, etc.	296.20	307.84
	<u>141654.86</u>	<u>120732.76</u>
<b>29. OTHER INCOME</b>		
Interest Income		
Bank Deposits	27.71	21.50
Income Tax Refund	13.34	16.36
Others	31.12	32.44
Dividend Income on Non-current Investments		
From Associate/Joint Venture measured at cost	528.99	356.53
Equity Instruments measured at FVTOCI	59.18	20.18
Rent Received	327.62	307.97
Foreign Exchange Fluctuations (Net)	51.12	163.33
Profit on Sale/Discard/Disposal of Fixed Assets (Net)	-	109.08
Other Non-Operating Income	160.52	78.60
	<u>1199.60</u>	<u>1105.99</u>
<b>30. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS</b>		
Inventories at the end of the year		
Work-in-Progress	4974.62	4577.67
Finished Goods	9485.59	3711.29
Traded Goods	165.63	22.54
Scrap Materials	42.81	34.74
	<u>14668.65</u>	<u>8346.24</u>
Inventories at the beginning of the year		
Work-in-Progress	4577.67	3514.28
Finished Goods	3711.29	2730.24
Traded Goods	22.54	300.41
Scrap Materials	34.74	55.88
	<u>8346.24</u>	<u>6600.81</u>
(Increase)/Decrease in Inventories	<u>(6322.41)</u>	<u>(1745.43)</u>
<b>31. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Benefits, etc.	5396.71	4902.34
Contribution to Provident and Other Funds, etc.	483.16	495.63
Employee Welfare Expenses	489.09	453.70
	<u>6368.96</u>	<u>5851.67</u>

	<b>For the year ended 31<sup>st</sup> March, 2019 (₹ in lakhs)</b>	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>32. FINANCE COSTS</b>		
Interest Expense	<b>5454.24</b>	4351.31
Other Borrowing Costs	<b>751.28</b>	991.95
	<b>6205.52</b>	5343.26
<p>Note: The Borrowing costs of ₹ 69.75 lakhs (Previous year ₹ 3.00 lakhs) on specific borrowings has been capitalised to building classified as investment property at the applicable interest rate (EIR of 9.65%).</p>		
<b>33. DEPRECIATION AND AMORTIZATION EXPENSE</b>		
Depreciation on Tangible Assets	<b>2070.13</b>	2017.50
Amortization on Intangible Assets	<b>16.66</b>	21.37
Depreciation on Investment Property	<b>51.46</b>	51.36
	<b>2138.25</b>	2090.23
<b>34. OTHER EXPENSES</b>		
Consumption of Stores and Spare parts	<b>1294.35</b>	894.10
Packing Expenses	<b>3539.55</b>	3058.38
Power and Fuel	<b>2161.53</b>	2062.03
Sub-contracting for Installation and Commissioning	<b>7514.91</b>	3938.14
Sales Commission (other than Sole Selling Agent)	<b>807.68</b>	1042.60
Freight and Transportation Charges (Net)	<b>1558.12</b>	1686.48
Increase/(Decrease) of Excise Duty on Change in Inventories	-	(377.27)
Rent	<b>143.54</b>	126.82
Rates and Taxes	<b>646.05</b>	383.98
Insurance Charges	<b>162.55</b>	116.61
Repair and Maintenance:		
Plant and Equipment	<b>398.59</b>	170.25
Buildings	<b>1173.38</b>	388.01
Others	<b>111.64</b>	98.59
Directors' Sitting Fees	<b>16.55</b>	18.40
Payment to Statutory Auditors		
Audit Fees	<b>12.00</b>	12.00
Tax Audit Fees	<b>1.80</b>	1.80
Quarterly Reviews	<b>3.75</b>	3.75
Certification, etc.	<b>9.25</b>	4.65
Reimbursement of Expenses	<b>0.37</b>	0.71
Donations and Contributions	<b>2.23</b>	1.92
Bad Debts/Sundry Balances Written Off (Net)	<b>377.78</b>	440.30
Provision for Doubtful Debts	<b>389.35</b>	-
Loss on Sale/Discard of Fixed Assets (Net)	<b>24.56</b>	-
Cash Discount	<b>117.25</b>	74.14
Testing & Approval Charges	<b>807.48</b>	933.05
Miscellaneous Expenses	<b>1352.24</b>	1222.26
	<b>22626.50</b>	16301.70

	<b>For the year ended 31<sup>st</sup> March, 2019 (₹ in lakhs)</b>	For the year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>35. TAX EXPENSE</b>		
Current Tax	<b>2190.37</b>	655.44
Current Tax of earlier years written back	-	(80.25)
Deferred Tax	<b>842.25</b>	249.57
MAT Credit Entitlement	<b>389.58</b>	(655.44)
<b>Total Income Tax Expense</b>	<b>3422.20</b>	169.32
<b>Reconciliation of Effective Tax Rate on Profit before Income Tax</b>		
Enacted Income tax rate	<b>34.94%</b>	34.61%
Profit Before Tax	<b>10322.03</b>	4363.78
<b>Current Tax as per enacted tax rate</b>	<b>3606.92</b>	1510.22
Permanent disallowances	<b>5.00</b>	1.52
Exempt Dividend Income	<b>(205.53)</b>	(130.37)
Current Tax of earlier years written back	<b>15.81</b>	(80.25)
Deferred Tax Assets recognised for previous years	-	(637.43)
Deferred Tax Liability recognised for previous years through OCI	-	(497.27)
Rate Difference	-	2.90
Total Income Tax Expense/(Credit)	<b>3422.20</b>	169.32
Effective income tax rate	<b>33.15%</b>	3.88%

**36. EARNINGS PER SHARE (EPS)**

Profit as per Statement of Profit and Loss	<b>13585.89</b>	8269.60
Number of Equity Shares Outstanding at the beginning of the period/year	<b>34695381</b>	34695381
Number of Equity Shares Outstanding at the end of the period/year	<b>34695381</b>	34695381
Weighted Average Number of Equity Shares Outstanding during the period/year	<b>34695381</b>	34695381
Basic and Diluted Earnings Per Share (₹) (Nominal value of shares ₹ 10/- each)	<b>39.15</b>	23.83

**37. Capital and other commitments:**

- (a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 1076.86 lakhs (2017-18 ₹ 573.08 lakhs).
- (b) The Company has certain pending contracts for sale of its products and providing turnkey services incidental thereto. The governing terms and conditions whereof, inter alia, provide for levy of liquidated damages, penalty, etc. on account of non-fulfilment of contractual obligations within the period as specified in the relevant contracts. Provision has been made on this account wherever considered necessary.
- (c) For commitment relating to Lease arrangement, Refer to Note No. 41 "Leases".

**38.** The financial statements of the company for the year ended 31<sup>st</sup> March 2019 have been approved by the Board of Directors in its meeting held on 16<sup>th</sup> May 2019.

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

(₹ in lakhs)

Sl. No.	Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
(a)	Terminal Tax Liability	<b>227.37</b>	227.37
(b)	Central Excise and Service Tax	<b>2615.13</b>	2397.14

Notes:

- (i) The Company is contesting the demand for Terminal Tax Liability raised by the Municipal Corporation of Satna (M.P.) pertaining to financial years from 2002-03 to 2012-13, by challenging, inter alia, the constitutional validity of alleged provisions of the Madhya Pradesh Municipal Corporation Act, 1956 and the matter is pending the decision of the Hon'ble High Court of Madhya Pradesh, Jabalpur.
- (ii) Show cause notices concerning service tax and central excise matters for an aggregate amount of ₹ 2435.17 Lakhs received by the Company and pending adjudication with the concerned government authorities. The Company has submitted appropriate replies to the Show cause notices and external consultants/subject matter experts are of the opinion that the Company holds good grounds on merit in such pending cases. At this stage of proceedings, the outcome and potential liability, if any, are therefore not determinable till receipt of the orders which are appealable in higher forums/courts.
- (iii) CESTAT vide its order dated 02.02.2018 allowed appeal and set aside the Order of Commissioner, Central GST, Jabalpur, dated 31.03.2017, demanding payment of Excise Duty of ₹ 179.96 Lakhs, on incentives/subsidy received by the Company under the Madhya Pradesh Industrial Investment Promotion Assistance Scheme (MPIIPAS)-2004. An appeal has been filed by the GST Commissioner, Jabalpur on 28.08.2018 with Hon'ble Supreme Court, against the favourable order passed by CESTAT in the above case and the same is pending for listing/hearing.
- (iv) The future cash outflow in respect of Note No. 39 (a) & (b) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and adjudicating authorities concerned.

**40. Revenue from Contract with Customers:**

The Company has adopted mandatory Ind AS 115 "Revenue from Contracts with Customers" replacing Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts" for reporting periods beginning 1<sup>st</sup> April, 2018 using cumulative catch up transition method. The application of said Ind AS 115 did not have material impact on measurement of revenue and other related items in the financial statements for the year ended 31<sup>st</sup> March, 2019. Other relevant disclosures in terms of said Ind AS 115 are stated herein:

- (a) The disaggregation of the Company's revenue from customers are given below:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Sale of Manufacturing Products (Predominantly Electrical Cables and Capacitors)	<b>87322.11</b>	86185.72
Engineering, Procurement and Construction Contracts	<b>53184.98</b>	33289.34
<b>Total Revenue from Contracts with Customers</b>	<b>140507.09</b>	119475.06
<b>Timing of Revenue Recognition</b>		
- Goods/Services Transferred at a Point in Time	<b>87322.11</b>	86185.72
- Goods/Services Transferred Over Time	<b>53184.98</b>	33289.34
Total Revenue from Contracts with Customers	<b>140507.09</b>	119475.06

- (b) Contract Balances:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Trade Receivables	<b>61001.21</b>	51936.42
Contract Assets	<b>3425.00</b>	2080.24
Contract Liabilities	<b>570.11</b>	394.65

Trade Receivables are non-interest bearing and are generally due within 90 days except retention money held by the customer as per the terms and conditions of the contract. During the Current year, the Company has recognised a provision for expected credit losses on Trade Receivables of ₹ 389.35 lakhs (Previous year Nil)

Contract Assets includes Unbilled Revenue as receipt of customers' acceptance is conditional upon successful completion of milestone and certification of installation. Contract Liabilities include advances received from customers and Excess of Billing over the Revenue.

- (c) Reconciliation of the amount of revenue recognised in the statement of Profit and Loss with the contracted prices:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Revenue as per Statement of Profit and Loss	<b>140507.09</b>	119475.06
Adjustments		
Add: Sales Return, Discount, Rebate, Customer Claim and Others	<b>1344.40</b>	1330.87
Add: Opening Unbilled Revenue	<b>2080.24</b>	928.91
Less: Closing Unbilled Revenue	<b>(3425.00)</b>	(2080.24)
Revenue as per Contracted Prices	<b>140506.73</b>	119654.60

- (d) The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of year are as follows:

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Within one year	<b>43680.49</b>	10469.97

The remaining performance obligations are expected to be recognised generally within one year.

- (e) The Revenue from Operations for periods upto 30<sup>th</sup> June, 2017 were reported inclusive of excise duty. Consequent to the implementation of Goods and Services Tax (GST) laws/rules effective July 1, 2017, the Revenue from Operations for the year ended March 31, 2019 are reported net of GST, in accordance with the requirements of Ind AS. Accordingly, the Revenue from Operations for the year ended March 31, 2019 are not comparable with the amounts reported in the corresponding previous year.

#### 41. Operating Leases:

##### (a) As Lessee

The Company has taken certain offices 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 has been charged to the Statement of Profit and Loss.

##### (b) As Lessor

The Company has entered into operating lease/sub-lease arrangements for certain pieces and parcel of Leasehold Land and Buildings thereon. The arrangements is non-cancellable in nature and is executed for twelve years since latest renewal. Lease rental income earned by the Company on such operating lease/sub-lease during the financial year 2018-19 is ₹ 297.43 lakhs (previous year ₹ 288.48 lakhs). The future minimum lease/sub-lease rentals receivables (including rental increases) under non-cancellable operating leases are as under:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Within one year	<b>479.52</b>	292.80
Later than one year but not later than five years	<b>2079.35</b>	1269.60
Later than five years	<b>3388.40</b>	2482.60

#### 42. Segment Information:

The Company has only one reportable primary business segment i.e. Electrical and other Cables, Capacitors, Wires and Conductors, etc. and Turnkey Projects predominantly relating thereto, 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.

## (a) Information by Geographies -

(₹ in lakhs)

Geographical Information	For the year 2018-19	For the year 2017-18
<b>Revenue from customers</b>		
(a) Within India	<b>132698.94</b>	110789.12
(b) Outside India	<b>7808.15</b>	8685.94
<b>Total</b>	<b>140507.09</b>	119475.06

- (b) The Company has manufacturing operations/turnkey projects execution at present only in India and does not hold any assets outside India.
- (c) Revenue from one customer was ₹ 30551.11 lakhs for the financial year 2018-19 (Previous year ₹ 17558.85 lakhs), which accounts for more than 10% of the total revenue of the Company.

**43. Employee Benefit Plans:**

 (a) **Defined Contribution Plan:**

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
The Company has recognized the following amount in the statement of Profit and Loss for the year.		
Provident Fund	<b>5.96</b>	5.30
Family Pension Fund	<b>146.23</b>	140.19

 (b) **Defined Benefit Plan:**

 (i) **Gratuity and Pension**

(₹ in lakhs)

Particulars	Gratuity		Pension	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Change in defined benefit obligation</b>				
(a) Net defined benefit liability at the start of the period	<b>1479.35</b>	1454.26	<b>340.89</b>	355.62
(b) Service Cost	<b>87.52</b>	84.43	-	-
(c) Net Interest cost	<b>59.48</b>	104.67	<b>23.73</b>	24.16
(d) Re-measurements (Gain)/Loss	<b>56.87</b>	(142.82)	<b>11.25</b>	10.31
(e) Benefits paid	<b>(169.67)</b>	(21.19)	<b>(49.15)</b>	(49.20)
<b>Net defined benefit liability at the end of the period</b>	<b>1513.55</b>	1479.35	<b>326.72</b>	340.89
<b>Change in Plan Asset</b>				
(a) Fair value of plan assets at the beginning of the period	<b>1398.28</b>	1304.43	-	-
(b) Expected Return on Plan Assets	<b>103.54</b>	94.29	-	-
(c) Remeasurement Gain/(Loss)	<b>(4.14)</b>	7.30	-	-
(d) Employer contribution	<b>97.90</b>	122.75	-	-
(e) Benefits paid	<b>(169.67)</b>	(130.49)	-	-
<b>Fair value of plan assets at the end of the period</b> (Investment with Life Insurance Corporation of India)	<b>1425.91</b>	1398.28	-	-

(₹ in lakhs)

Particulars	Gratuity		Pension	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
(a) <b>Funded status (Liability) as per Actuarial Report</b>	<b>(87.64)</b>	(81.07)	-	-
(b) Paid by Group Companies	<b>29.70</b>	32.10	-	-
(c) Gratuity Payable for retired employees	<b>(15.09)</b>	(4.81)	-	-
<b>Funded status (Liability) as per Books</b>	<b>(73.03)</b>	(53.78)	-	-
<b>Expenses recognised in statement of profit and loss</b>				
(a) Service Cost	<b>87.52</b>	84.45	-	-
(b) Net Interest Cost	<b>(44.06)</b>	10.38	<b>23.72</b>	24.16
(c) Remeasurement	-	-	<b>11.25</b>	10.31
	<b>43.46</b>	94.83	<b>34.97</b>	34.47
<b>Net Interest Cost</b>				
On DBO	<b>59.48</b>	104.67	<b>23.72</b>	24.16
On Plan Assets	<b>(103.54)</b>	(94.29)	-	-
	<b>(44.06)</b>	10.38	<b>23.72</b>	24.16
<b>Remesurement recognised in OCI</b>				
(a) Actuarial Gain/(Loss) for the year on PBO	<b>(56.87)</b>	142.82	-	-
(b) Actuarial Gain/(Loss) for the year on Plan Assets	<b>(4.14)</b>	7.30	-	-
<b>Total Actuarial Gain/(Loss) for the year</b>	<b>(61.01)</b>	150.12	-	-

**Actuarial assumptions**

Particulars	Gratuity		Pension	
	2018-19	2017-18	2018-19	2017-18
Mortality Table	<b>IAL (2012-14) Ultimate</b>	IAL (2006-08) Ultimate	<b>LIC(1996-98) Ultimate</b>	LIC(1996-98) Ultimate
Attrition Rate	<b>5% p.a.</b>	5% p.a.	<b>N.A.</b>	N.A.
Imputed Rate of Interest	<b>7.6% p.a.</b>	7.6% p.a.	<b>7.6% p.a.</b>	7.5% p.a.
Salary Rise	<b>7.5% p.a.</b>	7.5% p.a.	<b>N.A.</b>	N.A.
Return on Plan Assets	<b>7.6% p.a.</b>	7.25% p.a.	<b>N.A.</b>	N.A.
Remaining Working Life (Years)	<b>12.83 years</b>	12.22 years	<b>N.A.</b>	N.A.

Sensitivity analysis as on 31 <sup>st</sup> March 2019	Gratuity			
	2018-19		2017-18	
	Discount rate	Salary Escalation rate	Discount rate	Salary Escalation rate
Defined benefit obligation on plus 75 bps	<b>(63.22)</b>	<b>67.68</b>	(61.83)	66.26
Defined benefit obligation on minus 75 bps	<b>68.10</b>	<b>(63.70)</b>	66.68	(62.30)

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

The Company expects to contribute ₹ 95.00 lakhs (Previous year ₹ 80.00 lakhs) to the approved Gratuity Fund during the year 2019-20.

**Maturity Profile of Defined Benefit Obligation**

(₹ in lakhs)

Sl. No.	Year	Gratuity	
		2018-19	2017-18
(a)	Within next 12 months (next annual reporting period)	<b>169.55</b>	176.59
(b)	Between 1 to 5 years	<b>604.85</b>	585.99
(c)	Between 5 to 10 years	<b>1024.19</b>	951.69
(d)	10 years and above	<b>755.10</b>	787.98

**(ii) Provident Fund**

The Company contributes its share in an approved provident fund trust viz. Universal Cable Limited Employee Provident Fund (except pertaining to employees of Company's Goa unit). The Company is liable for shortfall, if any, in the fund asset based on the government specified minimum rate of return. Based on the valuation made by an Actuary, there is no shortfall as at 31<sup>st</sup> March, 2019. The Company's contributions to defined contribution scheme including that made to Government administered Provident/Family Pension Fund pertaining to Goa Unit are charged to Profit and Loss as incurred. The Company has no further obligations beyond its contribution.

Details of present value of defined benefit obligation, plan assets and assumptions are as follows:

(₹ in lakhs)

Particulars	2018-19	2017-18
Plan Assets at Fair Value	<b>5794.51</b>	5908.79
Present Value of Defined Benefit Obligation	<b>5700.65</b>	5756.02
Surplus in Fund	<b>93.86</b>	152.77
Asset recognised in the Balance Sheet	-	-

**44. Fair Value of Financial Assets and Financial Liabilities:**

(₹ In lakhs)

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	FVTOCI	FVTPL	Amortized Cost	FVTOCI	FVTPL	Amortized Cost
<b>Financial Assets</b>						
Investments in equity instruments (excluding investment in associates and joint ventures carried at cost in standalone financial statements)	<b>12452.93</b>	-	-	9357.93	-	-
Trade Receivables	-	-	<b>61001.21</b>	-	-	51936.42
Cash and Cash Equivalents	-	-	<b>219.91</b>	-	-	360.17
Other Bank Balances	-	-	<b>275.29</b>	-	-	474.88
Derivative Contracts	-	<b>85.75</b>	-	-	0.49	-
Other Financial Assets	-	-	<b>1914.58</b>	-	-	2457.87
<b>Total Financial Assets</b>	<b>12452.93</b>	<b>85.75</b>	<b>63410.99</b>	9357.93	0.49	55229.34
<b>Financial Liabilities</b>						
Borrowings	-	-	<b>54110.46</b>	-	-	39393.94
Trade Payable	-	-	<b>25882.82</b>	-	-	26661.30
Derivative Contracts	-	<b>98.85</b>	-	-	52.00	-
Other Financial Liabilities	-	-	<b>848.61</b>	-	-	546.96
<b>Total Financial Liabilities</b>	-	<b>98.85</b>	<b>80841.89</b>	-	52.00	66602.20

The management assessed that the fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

For Financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

**The following methods and assumptions were used to estimate the fair values:**

- The Equity Investments which are Quoted, the fair value has been taken at the market prices/NAV of the same as on the reporting dates. They are classified as Level 1 fair values in fair value hierarchy.
- The derivative financial instruments which are unquoted, the fair value has been taken at based on value certificate given by respective Banks. They are classified as Level 2 fair values in fair value hierarchy.
- The Equity Investments which are Unquoted, the fair value has been taken as per the valuation report certified by Chartered Accountant as on the reporting dates. They are classified as Level 3 fair values in fair value hierarchy.

**Fair Value Hierarchy**

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement".

**Assets and Liabilities measured at Fair Value**

(₹ In lakhs)

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets:</b>						
Equity Investments						
- Listed	<b>7550.48</b>	-	-	4493.54	-	-
- Unlisted	-	-	<b>4902.45</b>	-	-	4864.39
Foreign Exchange Derivative Contracts	-	<b>85.75</b>	-	-	0.49	-
<b>Total Financial Assets</b>	<b>7550.48</b>	<b>85.75</b>	<b>4902.45</b>	4493.54	0.49	4864.39
<b>Financial Liabilities:</b>						
Foreign Exchange Derivative Contracts	-	<b>98.85</b>	-	-	52.00	-
<b>Total Financial Liabilities</b>	-	<b>98.85</b>	-	-	52.00	-

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

**45. Financial Risk Management:**

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

**(a) Credit Risk:**

Credit risk is the risk that counterparty 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).

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. The Company assesses the credit quality of the counterparties taking into account their financial position, past experience and other factors. Credit risk is reduced to a significant extent if the project(s) are funded by the Central and state Government and achieving project completion milestone within the contracted delivery schedule. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss allowance for trade receivables. Impairment, if any, is provided as per the respective credit risk of individual customer as on the reporting date.

**(b) Market Risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three type of risks: Foreign exchange risk, Interest rate risk and other price risk.

**(i) Foreign Exchange Risk**

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

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

(Figures in lakhs)

Particulars	31 <sup>st</sup> March, 2019				31 <sup>st</sup> March, 2018					
	USD	INR	EUR	INR	USD	INR	EUR	INR	CHF	INR
<b>(A) Financial Liabilities</b>										
Foreign Currency Term Loan	27.56	1918.86	-	-	45.45	2969.73	-	-	-	-
Buyer's Credit	-	-	-	-	10.88	710.84	5.36	436.89	-	-
Interest Accrued but not due	0.03	1.92	-	-	0.17	11.10	0.03	2.25	-	-
Trade Payables	38.95	2712.29	7.58	596.48	33.27	2174.05	6.28	512.01	-	-
<b>Total foreign currency risk (liabilities) (A)</b>	<b>66.54</b>	<b>4633.07</b>	<b>7.58</b>	<b>596.48</b>	<b>89.77</b>	<b>5865.72</b>	<b>11.67</b>	<b>951.15</b>	-	-
<b>(B) Financial Assets</b>										
Trade Receivable	8.46	581.67	-	-	26.08	1681.58	-	-	-	-
Non Trade Receivables	-	-	-	-	-	-	0.46	36.76	0.03	2.17
<b>Total foreign currency risk (assets) (B)</b>	<b>8.46</b>	<b>581.67</b>	-	-	<b>26.08</b>	<b>1681.58</b>	<b>0.46</b>	<b>36.76</b>	<b>0.03</b>	<b>2.17</b>
<b>(C) Foreign currency risk exposure (liabilities less assets) (A-B)</b>	<b>58.08</b>	<b>4051.40</b>	<b>7.58</b>	<b>596.48</b>	<b>63.69</b>	<b>4184.14</b>	<b>11.21</b>	<b>914.39</b>	<b>(0.03)</b>	<b>(2.17)</b>
<b>(D) Exposure Hedged through Derivative Contracts</b>	<b>62.85</b>	<b>4376.55</b>	<b>6.82</b>	<b>536.74</b>	<b>65.48</b>	<b>4272.80</b>	<b>5.39</b>	<b>439.14</b>	-	-
<b>(E) Unhedged Exposure to foreign currency risk Assets/(Liabilities) (C-D)</b>	<b>(4.77)</b>	<b>(325.15)</b>	<b>0.76</b>	<b>59.74</b>	<b>(1.79)</b>	<b>(88.66)</b>	<b>5.82</b>	<b>475.25</b>	<b>(0.03)</b>	<b>(2.17)</b>

Note: Besides above, the company has taken USD forward cover of \$ 34.47 lakhs as on 31<sup>st</sup> March 2019 for payments of firm commitments not included in creditors above.

### Sensitivity Analysis

This analysis is based on assumption that there is an increase/decrease in foreign currency exchange rates by 5% with all other variables held constant, on the unhedged foreign currency exposure.

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018		
	% change	Impact of Increase on PBT	Impact of Decrease on PBT	% change	Impact of Increase on PBT	Impact of Decrease on PBT
USD Sensitivity	5.00%	16.26	(16.26)	5.00%	4.43	(4.43)
EUR Sensitivity	5.00%	(2.99)	2.99	5.00%	(23.76)	23.76
CHF Sensitivity	5.00%	-	-	5.00%	0.11	(0.11)

### (ii) Interest Rate Risk

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The Company mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments like Interest Rate Swap.

**Exposure to interest rate risk**

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Fixed Rate Instruments</b>		
Borrowings	12300.00	9300.00
	12300.00	9300.00
<b>Variable Rate Instruments (Unhedged)</b>		
Borrowings	2735.40	3772.69
	2735.40	3772.69
<b>Variable Rate Instruments (Hedged)</b>		
Borrowings	1916.32	2962.39
Interest Rate Swap	(1916.32)	(2962.39)
<b>Net Exposure</b>	-	-

**Sensitivity Analysis**

There is no impact on Profit Before Tax due to increase/decrease in interest rate on hedged long term borrowing as the company has taken interest rate swap on its variable rate foreign currency borrowings.

Particulars	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Sensitivity Analysis	Impact on Profit before tax	Sensitivity Analysis	Impact on Profit before tax
Interest Rate Increase by	0.25%	(6.84)	0.25%	(9.43)
Interest Rate Decrease by	0.25%	6.84	0.25%	9.43

**(iii) Equity Price Risk**

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

**Exposure to other market price risk**

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Investment in Equity Instruments	12452.93	9357.93

**Sensitivity Analysis**

The table below summarise the impact of increase/ decrease on the company's equity. The analysis assumes all other variables held constant.

Particulars	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Sensitivity Analysis	Impact on Other Equity	Sensitivity Analysis	Impact on Other Equity
Market rate Increase	5.00%	622.65	5.00%	467.90
Market rate Decrease	5.00%	(622.65)	5.00%	(467.90)

**(iv) Commodity Price Risk**

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw materials and bought out components for manufacturing of Cables, Capacitors, etc. and Turnkey Contract & Services respectively. It requires a continuous supply of certain raw materials & brought out components such as copper, aluminum, polymers, steel, jointing kits etc. The prices of international commodities e.g. copper, aluminium and polymers are subject to considerable volatility. Since the market prices of cables are generally on firm price basis, the fluctuation in prices of these commodities can severely impact the cost of the product. The Company gives priority to customers who allow price variation on input raw materials to avoid such risks. Occasional scarcity of polymers in the global market is a risk in terms of meeting customer's delivery commitments. Also, the polymer prices is sensitive to the crude oil prices where the volatility in the recent time has been unprecedented. To mitigate such risks, the Company procures materials in tranches to even out price fluctuation. Also 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.

**(c) 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	As at 31 <sup>st</sup> March, 2019				As at 31 <sup>st</sup> March, 2018			
	Less than 1 year	1 year to 5 years	More than 5 years	Total	Less than 1 year	1 year to 5 years	More than 5 years	Total
<b>Non-derivative</b>								
Borrowings	39301.18	14630.71	178.57	54110.46	27570.79	11430.29	392.86	39393.94
Trade payables	25882.82	-	-	25882.82	26661.30	-	-	26661.30
Other Financial Liabilities	812.11	8.82	27.68	848.61	514.53	7.13	25.30	546.96
<b>Total Non-derivative</b>	<b>65996.11</b>	<b>14639.53</b>	<b>206.25</b>	<b>80841.89</b>	<b>54746.62</b>	<b>11437.42</b>	<b>418.16</b>	<b>66602.20</b>
<b>Derivative</b>	<b>98.85</b>	-	-	<b>98.85</b>	52.00	-	-	52.00

**46. Capital Management:**

The Company's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt (total borrowings less investments and cash and cash equivalents) to equity ratio is used to monitor capital.

(₹ in lakhs)

Particulars	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Debt	54110.46	39366.35
Less: Cash and cash equivalents	219.91	360.17
<b>Net Debt</b>	<b>53890.55</b>	39006.18
<b>Total Equity</b>	<b>99917.65</b>	83460.60
<b>Net debt to equity ratio</b>	<b>0.54</b>	0.47

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

(i) Joint Ventures (Joint Arrangements)	Birla Furukawa Fibre Optic Private Limited (BFFOPL)																	
(ii) Associate Company	Vindhya Telelinks Limited (VTL)																	
(iii) Joint Venture of an Associate Company	Birla Visabeira Private Limited (BVPL)																	
(iv) Wholly owned Subsidiaries of an Associate Company	August Agents Limited (AAL) Insilco Agents Limited (IAL) Laneseda Agents Limited (LAL)																	
(v) Key Management Personnel (KMP)	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">Shri Harsh V. Lodha</td> <td style="width: 40%;">Chairman</td> </tr> <tr> <td>Shri S.S. Kothari</td> <td rowspan="6" style="font-size: 3em; vertical-align: middle;">}</td> </tr> <tr> <td>Shri S.C. Jain</td> </tr> <tr> <td>Shri Dinesh Chanda</td> </tr> <tr> <td>Shri B.R. Nahar</td> </tr> <tr> <td>Dr. Kavita A. Sharma</td> </tr> <tr> <td>Shri Dilip Ganesh Karnik</td> </tr> <tr> <td>Shri Y.S.Lodha</td> <td>Managing Director &amp; CEO</td> </tr> <tr> <td>Shri Prasanta Pandit</td> <td>Chief Financial Officer</td> </tr> <tr> <td>Shri Sudeep Jain</td> <td>Company Secretary (W.e.f. 12.11.2018)</td> </tr> <tr> <td>Shri O.P. Pandey</td> <td>Company Secretary (Upto 30.09.2018)</td> </tr> </table>	Shri Harsh V. Lodha	Chairman	Shri S.S. Kothari	}	Shri S.C. Jain	Shri Dinesh Chanda	Shri B.R. Nahar	Dr. Kavita A. Sharma	Shri Dilip Ganesh Karnik	Shri Y.S.Lodha	Managing Director & CEO	Shri Prasanta Pandit	Chief Financial Officer	Shri Sudeep Jain	Company Secretary (W.e.f. 12.11.2018)	Shri O.P. Pandey	Company Secretary (Upto 30.09.2018)
Shri Harsh V. Lodha	Chairman																	
Shri S.S. Kothari	}																	
Shri S.C. Jain																		
Shri Dinesh Chanda																		
Shri B.R. Nahar																		
Dr. Kavita A. Sharma																		
Shri Dilip Ganesh Karnik																		
Shri Y.S.Lodha	Managing Director & CEO																	
Shri Prasanta Pandit	Chief Financial Officer																	
Shri Sudeep Jain	Company Secretary (W.e.f. 12.11.2018)																	
Shri O.P. Pandey	Company Secretary (Upto 30.09.2018)																	
(vi) Post Employment Benefit Plan Entities	Universal Cables Limited Employees Gratuity Fund (UEGF) Universal Cables Limited Employees Provident Fund (UEPF) Universal Cables Superannuation Fund (USF)																	

**(a) Details of transactions with Related Parties:**

(₹ in lakhs)

Sl. No.	Nature of Transaction	Year	AAL	IAL	LAL	BFFOPL	VTL	BVPL	UEGF	UEPF	USF
<b>(A) Transaction during the year</b>											
1	Purchase of Raw Materials, Stores, Spares and Packing Materials	2018-19	-	-	-	3422.59	1395.07	-	-	-	-
		2017-18	-	-	-	4077.21	55.52	-	-	-	-
2	Sale of Raw Materials, Stores, Spares, Packing Materials and Finished Goods etc.	2018-19	-	-	-	116.92	11157.42	2008.25	-	-	-
		2017-18	-	-	-	4.08	6374.68	-	-	-	-
3	Other Service Charges and Rent Received	2018-19	-	-	-	350.96	7.68	3.54	-	-	-
		2017-18	-	-	-	340.65	4.61	2.66	-	-	-
4	Other Service Charges & Lease Rent Paid	2018-19	-	-	-	-	6.32	-	-	-	-
		2017-18	-	-	-	-	1.15	-	-	-	-
5	Purchase of Old/Use Assets	2018-19	-	-	-	0.59	22.17	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
6	Inter Corporate Loans taken	2018-19	1000.00	1000.00	1000.00	-	-	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
7	Interest on Inter Corporate Loans/ Security Deposit & Trade Payable Paid	2018-19	207.03	199.28	221.03	-	-	-	-	-	-
		2017-18	156.51	148.53	170.99	0.44	-	-	-	-	-
8	Dividend Received	2018-19	-	-	-	183.54	345.45	-	-	-	-
		2017-18	-	-	-	114.71	241.82	-	-	-	-
9	Dividend Paid	2018-19	12.00	11.67	10.14	-	124.12	-	-	-	-
		2017-18	-	-	-	-	-	-	-	-	-
10	Deposit taken	2018-19	-	-	-	72.12	-	-	-	-	-
		2017-18	-	-	-	72.12	-	-	-	-	-
11	Contribution	2018-19	-	-	-	-	-	-	97.90	147.49	74.12
		2017-18	-	-	-	-	-	-	122.75	141.42	76.29
12	Withdrawal	2018-19	-	-	-	-	-	-	169.67	-	-
		2017-18	-	-	-	-	-	-	124.05	-	-
<b>(B) Balance outstanding as at the year end</b>											
1	Non Current Investments in Equity Shares	2018-19	-	-	-	2298.50	1897.31	-	-	-	-
		2017-18	-	-	-	2298.50	1897.31	-	-	-	-
2	Trade Payables/Other Liabilities	2018-19	-	-	-	760.62	-	-	-	-	-
		2017-18	-	-	-	2268.21	-	-	-	-	-
3	Trade & Other Receivables	2018-19	-	-	-	-	3843.58	419.07	-	-	-
		2017-18	-	-	-	-	879.55	-	-	-	-
4	Loan Outstanding	2018-19	2575.00	2500.00	2725.00	-	-	-	-	-	-
		2017-18	1575.00	1500.00	1725.00	-	-	-	-	-	-

**(b) Details of transactions with Key Managerial Personnel:**

Particulars	Shri Y.S.Lodha		Shri Prasanta Pandit		Shri Sudeep Jain		Shri O.P. Pandey		Non Executive Directors	
	Managing Director & CEO		Chief Financial Officer (P.Y. W.e.f. 15.11.2017)		Company Secretary (W.e.f. 12.11.2018)		Company Secretary (Upto 30.09.2018)			
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Short Term Employee Benefit	93.48	76.86	25.63	7.00	6.75	-	8.93	17.58	-	-
Post Employment Benefit (Refer footnote no. (i))	-	-	-	-	-	-	-	-	-	-
Sitting Fees	-	-	-	-	-	-	-	-	16.55	18.40
Balance Outstanding at the year end (Payable/(Receivable))	-	-	-	-	-	-	-	-	-	-

**Notes:**

- The remuneration to Key Managerial Personnel(s) 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.
  - Transactions mentioned above are inclusive of Goods and Services Tax (GST), wherever applicable.
- (c) Disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in respect of transactions with an entity viz. The Punjab Produce & Trading Company Private Limited (excluding an entity covered in disclosure under Note No.: 41(A)(a) belonging to the promoters/promoter group which holds 10% or more shareholding in the Company:

(₹ in lakhs)

Sl. No.	Nature of Transaction	Year	The Punjab Produce & Trading Co. Pvt. Ltd.
1	Rent and other service charges	2018-19	24.14
		2017-18	221.08
2	Dividend Paid (excluding dividend distribution tax)	2018-19	76.89
		2017-18	-
3	Guarantee Fees	2018-19	-
		2017-18	43.97

**Note:** Transactions mentioned above are inclusive of Goods and Services Tax (GST), wherever applicable.

**48. Disclosure pursuant to India Accounting Standard (Ind AS) 112 "Disclosure of Interest in other entities" :- Joint Ventures and Associates**

- (a) Summarised Balance Sheet for Joint Ventures & Associate

(₹ in lakhs)

Particulars	Vindhya Telelinks Limited (Consolidated)		Birla Furukawa Fibre Optics Pvt. Limited	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Current assets				
Cash and cash equivalents	343.13	399.83	96.80	260.00
Other assets	221488.00	134309.03	22013.40	17194.20
<b>Total current assets</b>	<b>221831.13</b>	<b>134708.86</b>	<b>22110.20</b>	<b>17454.20</b>
Total non-current assets	205539.03	183979.80	15727.50	6593.70
<b>Current liabilities</b>				
Financial liabilities (excluding trade payables)	48842.93	36555.31	7964.60	2953.70
Other liabilities (including trade payables)	100060.41	57833.10	5414.50	5938.40
<b>Total current liabilities</b>	<b>148903.34</b>	<b>94388.41</b>	<b>13379.10</b>	<b>8892.10</b>

(₹ in lakhs)

Particulars	Vindhya Telelinks Limited (Consolidated)		Birla Furukawa Fibre Optics Pvt. Limited	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Non-current liabilities</b>				
Financial liabilities (excluding trade payables)	35493.80	11228.25	3826.30	826.60
Other liabilities (including trade payables)	3682.05	3492.76	1147.20	425.30
<b>Total non-current liabilities</b>	<b>39175.85</b>	<b>14721.01</b>	<b>4973.50</b>	<b>1251.90</b>
<b>Net assets</b>	<b>239290.97</b>	<b>209579.24</b>	<b>19485.10</b>	<b>13903.90</b>

## (b) Reconciliation of carrying amounts of Joint Ventures and Associates

(₹ in lakhs)

Particulars	Vindhya Telelinks Limited (Consolidated)		Birla Furukawa Fibre Optics Pvt. Limited	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Opening net assets	209579.24	168451.25	13903.90	11769.70
Profit for the year	27560.74	15341.07	1797.30	2579.90
Other comprehensive income	3577.82	26674.62	(19.30)	(10.90)
Dividends paid	(1428.69)	(887.90)	(696.80)	(434.80)
Security Premium Received during the year	1.49	0.17	4189.70	-
Equity Share Capital received during the year	0.37	0.03	310.30	-
<b>Closing net assets</b>	<b>239290.97</b>	<b>209579.24</b>	<b>19485.10</b>	<b>13903.90</b>
Group's share in %	29.15%	29.15%	26.14%	31.75%
Group's share	69753.32	61092.35	5093.41	4414.49
Other adjustments *	(12696.36)	(11071.19)	(569.05)	(430.82)
<b>Carrying amount</b>	<b>57056.96</b>	<b>50021.16</b>	<b>4524.36</b>	<b>3983.67</b>

\*Adjustments on account of cross holding between VTL & UCL and tax impact on associate/joint venture's share of net worth/profit.

## (c) Summary of Statement of Profit &amp; Loss of Joint Ventures and Associates

(₹ in lakhs)

Particulars	Vindhya Telelinks Limited (Consolidated)		Birla Furukawa Fibre Optics Pvt. Limited	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Revenue	209536.95	135138.46	36071.60	34917.70
Interest Income	949.50	852.57	60.40	31.10
Depreciation & Amortization	1990.46	1332.07	1612.80	2020.90
Interest Expense	6074.19	3743.42	218.70	138.00
Tax Expense	9149.63	4458.18	980.20	1385.70
<b>Profit for the year</b>	<b>27560.74</b>	<b>15341.07</b>	<b>1797.30</b>	<b>2579.90</b>
<b>Other Comprehensive Income</b>	<b>3577.82</b>	<b>26674.62</b>	<b>(19.30)</b>	<b>(10.90)</b>
<b>Total Comprehensive Income</b>	<b>31138.56</b>	<b>42015.69</b>	<b>1778.00</b>	<b>2569.00</b>

## (d) Carrying amount of investments in joint ventures/associates:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Associates	57056.96	50021.16
Joint Venture	4524.36	3983.67
<b>Total</b>	<b>61581.32</b>	<b>54004.83</b>

(e) Share in profits/(loss) of joint ventures/associates (net):

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Associates	<b>7035.80</b>	9836.78
Joint Venture	<b>540.69</b>	539.65
<b>Total</b>	<b>7576.49</b>	10376.43

(f) Commitments and contingent liabilities in respect of joint ventures/associates:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Contingent Liabilities - associate:	<b>4726.48</b>	4010.31
Commitments to provide funding for joint venture's capital commitments, if called	-	1842.61

49. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates/Joint Ventures.

(₹ in lakhs)

Name of Entity	Net Assets (Total Assets - Total Liabilities)		Share in Profit or Loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated	Amount	As % of consolidated	Amount	As % of consolidated	Amount	As % of consolidated
<b>Consolidated</b>	<b>99917.65</b>	-	<b>13585.89</b>	-	<b>3498.57</b>	-	<b>17084.46</b>	-
Universal Cables Limited	38336.33	38.37%	6899.83	50.79%	2608.14	74.54%	9507.97	55.66%
<b>Associates/Joint Venture Companies</b>								
Vindhya Telelinks Limited	57056.96	57.10%	6144.87	45.23%	890.93	25.47%	7035.80	41.18%
Birla Furukawa Fibre Optics Private Limited	4524.36	4.53%	541.19	3.98%	(0.50)	-0.01%	540.69	3.16%
<b>Total Associates/Joint Venture Companies</b>	<b>61581.32</b>	<b>61.63</b>	<b>6686.06</b>	<b>49.21</b>	<b>890.43</b>	<b>25.46</b>	<b>7576.49</b>	<b>44.34</b>
<b>Total</b>	<b>99917.65</b>	<b>100.00%</b>	<b>13585.89</b>	<b>100.00%</b>	<b>3498.57</b>	<b>100.00%</b>	<b>17084.46</b>	<b>100.00%</b>

50. Previous year figures have been regrouped/rearranged, wherever considered necessary to conform to current year classification.

As per our attached report of even date

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

Karthik Srinivasan  
Partner  
Membership No. 514998

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019

## Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries – Not Applicable

Part B Associates and Joint Ventures

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

Name of Associates or Joint Ventures	Vindhya Telelinks Ltd.	Birla Furukawa Fibre Optics Pvt. Ltd.
<b>1. Latest audited Balance Sheet Date</b>	31-03-2019	31-03-2019
<b>2. Date on which the Associate or Joint Venture was associated or acquired</b>	1 <sup>st</sup> April, 1996	23 <sup>rd</sup> July, 2009
<b>3. Shares of Associate or Joint Ventures held by the company on the year end</b>		
Number	3454530	4588465
Amount of Investment in Associates or Joint Venture (₹ in Lakhs)	1897.31	2298.50
Extent of Holding (in percentage)	29.15%	26.14%
<b>4. Description of how there is significant influence</b>	Associate Company	Joint Venture
<b>5. Reason why the associate/joint venture is not consolidated</b>	Consolidated	Consolidated
<b>6. Networth attributable to shareholding as per latest audited Balance Sheet (₹ in Lakhs)</b>	239290.97	19485.10
<b>7. Profit or Loss for the year (₹ in Lakhs)</b>	27560.74	1797.30
i. Considered in Consolidation (₹ in Lakhs)	7035.80	540.69
ii. Not Considered in Consolidation (₹ in Lakhs)	20524.94	1256.61

Notes:-

- Names of associates or joint ventures which are yet to commence operations. : N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year : N.A.

Prasanta Pandit  
Chief Financial Officer

Sudeep Jain  
Company Secretary

Harsh V. Lodha  
(DIN:00394094)

S.S. Kothari  
(DIN:00005428)

S.C. Jain  
(DIN:00194087)

Dinesh Chanda  
(DIN:00939978)

B.R. Nahar  
(DIN:00049895)

Kavita A. Sharma  
(DIN:07080946)

Dilip Ganesh Karnik  
(DIN:06419513)

Y.S.Lodha  
(DIN:00052861)

Chairman

Directors

Managing Director &  
Chief Executive Officer

Place : New Delhi  
Date : 16<sup>th</sup> May, 2019





# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

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

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

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

## PROXY FORM

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

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./DP Id & Client Id :

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

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

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Fourth Annual General Meeting of the Company to be held on Monday, the 5<sup>th</sup> August, 2019 at 4:30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1	(a) Adoption of audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
	(b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Report of Auditors thereon.		
2	Declaration of dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2019.		
3	Re-appointment of Shri Bachh Raj Nahar (DIN: 00049895) as Director, who retires by rotation.		
Special Business			
4	Re-appointment of Dr. Kavita A. Sharma (DIN : 07080946) as an Independent Director, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 6 <sup>th</sup> February, 2020 to 5 <sup>th</sup> February, 2025 <b>(as a Special Resolution)</b> .		
5	Ratification of remuneration to be paid to Cost Auditors for the year ending 31 <sup>st</sup> March, 2020 <b>(as an Ordinary Resolution)</b> .		
6	Approval of payment of remuneration/compensation by way of profit related commission or otherwise as permissible to Non-Executive Directors including Independent Directors of the Company <b>(as an Ordinary Resolution)</b> .		
7	Approval of payment of annual remuneration/compensation for the financial year 2019-20 to Shri Harsh V. Lodha, Non-Executive Non-Independent Chairman, which may exceed fifty percent of the total remuneration payable to all Non-Executive Directors of the Company <b>(as a Special Resolution)</b> .		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

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

Affix  
Revenue  
Stamp

### NOTE:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) not less than FORTY EIGHT(48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Seventy Fourth Annual General Meeting.
- It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.





# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

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E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

## ATTENDANCE SLIP

SEVENTY FOURTH ANNUAL GENERAL MEETING

Date of Meeting : 5<sup>th</sup> August, 2019

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

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

I hereby record my presence at the SEVENTY FOURTH ANNUAL GENERAL MEETING of Universal Cables Limited being held on Monday, the 5<sup>th</sup> August, 2019 at 4:30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.).

Signature of Member/Proxy/Authorised Representative

--

Note(s):

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

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

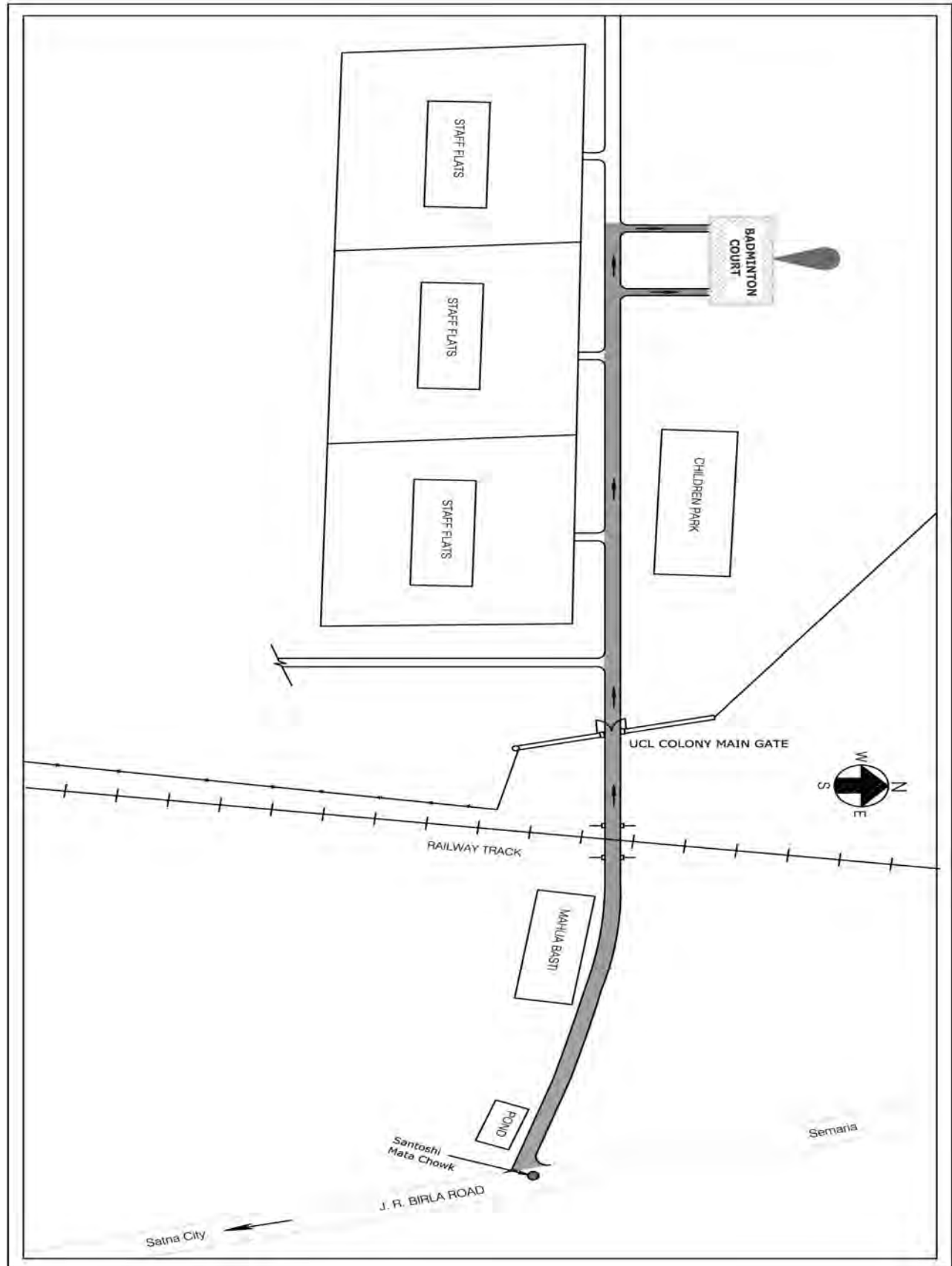
## ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
190629001	*

\* 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.

**Note:** For e-Voting, please read the instructions printed under the Note No. 18 of the Notice dated 16<sup>th</sup> May, 2019 of the Seventy Forth Annual General Meeting. The voting period begins on 1<sup>st</sup> August, 2019 at 9.00 a.m. and ends on 4<sup>th</sup> August, 2019 at 5.00 p.m. The e-Voting module shall be disabled by CDSL for voting thereafter.

# ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING









Brahmaji Temple in the Factory Premises at Satna



Participation in Power Gen AFRICA UTILITY WEEK (AUW) from 14<sup>th</sup> to 16<sup>th</sup> May 2019 at Cape Town, South Africa



Participation in IEEMA E3 Energy Convention from 14<sup>th</sup> to 16<sup>th</sup> December 2018 at Kolkata



#### Registered Office

P.O. Birla Vikas, Satna - 485 005 (M.P.), India  
Tel.: +91 7672 257121-27, 414000  
Fax: +91 7672 257129, 257131  
E-mail: headoffice@unistar.co.in

#### Corporate Office

2<sup>nd</sup> Floor, Wing-B, Commercial Plaza, Radisson Hotel,  
NH-8, Mahipalpur, New Delhi - 110 037  
Tel.: +91 11 45538800  
Fax: +91 11 26779031  
E-mail: delhi@unistar.co.in

#### Marketing Offices

##### AHMEDABAD

A 801, Sivanta One,  
Opp-Bank of Baroda,  
Nr. V.S.Hospital, Ashram Road, Paldi,  
Ahmedabad - 380 007  
Mob: +91 9374895672  
E-mail: ahmedabad@unistar.co.in

##### ALLAHABAD

B-30, Ekankikunj Colony,  
24, Muir Road,  
Allahabad - 211 001  
Tel.: +91 532 2423132, 2423646  
Fax: +91 532 2423132  
E-mail: allahabad@unistar.co.in

##### BENGALURU

No.287, 15<sup>th</sup> Main, RMV Extension, Sadashivnagar,  
Nr. Nagasena School, Bengaluru - 560 080  
Tel.: +91 80 23612484, 23619983  
Fax: +91 80 23619981  
E-mail: bangalore@unistar.co.in

##### BHOPAL

S-592, Nehru Nagar,  
Bhopal - 462 003  
Tel: +91 755 4284170  
E-mail: bhopal@unistar.co.in

##### CHENNAI

G.R. Towers, 2<sup>nd</sup> Floor,  
136, Nelson Manickam Road,  
Aminjikarai, Chennai - 600 029  
Tel.: +91 44 23746623, 23746624  
Fax: +91 44 23746625  
E-mail: chennai@unistar.co.in

##### HYDERABAD

603/1, 6<sup>th</sup> Floor, Block -1, White House,  
Municipal No. 6-3-1192/1/603/1,  
Begumpet, Hyderabad - 500 016  
Tel.: +91 40 23408218  
Fax: +91 40 23553272  
E-mail: hyderabad@unistar.co.in

##### KOLKATA

27-B, Camac Street, 5<sup>th</sup> Floor,  
Kolkata - 700 016  
Tel.: +91 33 22805043-44, 22801192  
Fax: +91 33 22805046  
E-mail: kolkata@unistar.co.in

##### MUMBAI

Industry House, 159, Churchgate Reclamation,  
Mumbai - 400 020  
Tel.: +91 22 44422200  
Fax: +91 22 22027854  
E-mail: mumbai@unistar.co.in  
mumbai.sales@unistar.co.in

#### Factory Locations

##### Satna Works

Power Cables & Capacitors  
P.O. Birla Vikas, Satna - 485 005 (M.P.), India  
Tel.: +91 7672 257121-27, 414000  
Fax: +91 7672 257129, 257131  
E-mail: headoffice@unistar.co.in  
sales@unistar.co.in

##### Goa Works

Light Duty Wires & Cables  
Plot No.L-64A, Verna Industrial Estate,  
Verna, Salcette, Goa - 403 722  
Tel: +91 832 2782829, 6696400  
Fax: +91 832 2782614, 6696414  
E-mail: goa@unistar.co.in

If undelivered please return to:

### UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

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

Tel.: +91 7672 257121-27, 414000 Fax: +91 7672 257129, 257131

www.unistar.co.in | headoffice@unistar.co.in

