



# **Emgee Cables and Communications Ltd.**

## **Twenty Eighth Annual Report 2014-15**



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**Route Map of AGM**





## Corporate Information

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### **BOARD OF DIRECTORS**

#### **Executive Director**

**SHRIPAL CHOUDHARI**  
Managing Director & CEO  
DIN: 00403872

#### **Non-Executive Non-Independent Directors**

**HIRA CHAND CHOUDHARI**  
DIN: 00403806

**ABHINAV CHOUDHARI**  
Director and Chief Financial Officer  
DIN: 03634672

**ANURADHA CHOUDHARI**  
DIN: 06794396

#### **Non-Executive Independent Directors**

**NARESH KUMAR JAIN**  
DIN: 02458204

**ARUN KUMAR MAHESHWARI**  
DIN: 06794401

#### **Registered Office & Manufacturing Facility**

**F-75-76, Udhog Vihar,  
Jaitpura, Jaipur-303702**  
Web: [www.emgeecables.com](http://www.emgeecables.com)  
CIN:L31300RJ1987PLC003918

#### **Registrar & Share Transfer Agent**

**MCS Share Transfer Agent Limited**  
F-65, 1st Floor, Okhla Industrial Area,  
Phase – I, New Delhi – 110 020  
Telephone No.: 011 – 41406149-52  
Fax No. : 011- 41709881  
Email id: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)

### **BOARD COMMITTEES**

#### **Audit Committee**

NARESH KUMAR JAIN (Chairman)  
(w.e.f.31.07.2014)  
HIRA CHAND CHOUDHARI  
ARUN KUMAR MAHESHWARI

#### **Stake Holders Relationship/Grievance Committee**

NARESH KUMAR JAIN (Chairman)  
ABHINAV CHOUDHARI  
ARUN KUMAR MAHESHWARI

#### **Nomination & Remuneration Committee**

ARUN KUMAR MAHESHWARI (Chairman)  
(w.e.f. 31.07.2014)  
NARESH KUMAR JAIN  
ABHINAV CHOUDHARI

#### **Company Secretary & Compliance Officer**

**CS Prarthna Mehta**

#### **Statutory Auditors**

**P. S. D. & Associates**  
Chartered Accountants,  
Jaipur

#### **Secretarial Auditors**

**V. M. & Associates**  
Company Secretaries,  
Jaipur

#### **Bankers**

**Dena Bank**  
M.I. Road, Jaipur

(Members are requested to bring their copy of the Annual Report at the Annual General Meeting)



### **NOTICE OF 28<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting ["AGM"] of the members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 11.00 a.m. at the registered office of the Company at F-75-76, Udhyog Vihar, Jaitpura, Jaipur to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2015 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Hirachand Choudhari (DIN: 00403806), who retires by rotation at this Annual General meeting, not seeking re-election.

#### **3. RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY:**

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 27<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014, the appointment of M/s. P. S. D. & Associates, Chartered Accountants (Firm Registration No. 004501C) Jaipur, as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting of Company to be held in the calendar year 2017 be and is hereby ratified (for the financial year 2015-16) and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year 2015-16 as recommended by the Audit committee in consultation with the Auditors."

#### **SPECIAL BUSINESS:**

#### **4. RATIFICATION OF REMUNERATION TO COST AUDITOR:**

To consider and if thought fit, to pass 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 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Bikram Jain & Associates, Cost Auditor ( Firm Registration No. 101610) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs. 25,000/- (Rupees Twenty Five Thousand) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

#### **5. RE-APPOINTMENT OF MRS. ANURADHA CHOUDHARI (DIN : 06794396) AS A DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in conformity with the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Anuradha Choudhari (DIN 06794396) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12<sup>th</sup> February, 2015 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby re-appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, Mr. Shripal Choudhari, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary."



6. **APPOINTMENT OF MR. NARAYAN MODI (DIN: 06930593) AS AN INDEPENDENT DIRECTOR :**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Clause 49 of the Listing Agreement, Mr. Narayan Modi (DIN 06930593) be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, Mr. Shripal Choudhari, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary.”

7. **AUTHORISATION FOR BORROWING MONEY U/S 180 (1) (c) OF COMPANIES ACT, 2013:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the 27<sup>th</sup> Annual General Meeting held on 29th September, 2014 and pursuant to section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and provisions of Articles of Association and all other applicable rules, laws and acts ,if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing for the purpose of business, from time to time, any sum or sums of monies on such terms and conditions with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 50.00 Crores (Rupees Fifty Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute the requisite agreement, documents, deeds and writings and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS  
For EMGEE CABLES AND COMMUNICATIONS LIMITED**

JAIPUR, MAY 30, 2015

**(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.**

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. At the forthcoming Annual General Meeting, Mr. Hirachand Choudhari, director of the Company liable to retire by rotation, not seeking re-appointment.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as an annexure to notice.
6. Members /Proxies/ Authorized representative are requested to bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
9. For convenience of members, an attendance slip is annexed to the proxy form. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **29.09.2015 to 30.09.2015** (both days inclusive) for the purpose of Annual General Meeting.
11. Members are requested to address all correspondence to **M/s MCS Share Transfer Agent Limited**, F- 65 1<sup>st</sup> floor, Okhla Industrial Area, Phase -1 New Delhi, Delhi -110020, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
14. The Annual Report and the Notice of AGM is available at the website of the Company at [www.emgeecables.com](http://www.emgeecables.com)
15. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
16. Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
18. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent **M/s MCS Share Transfer Agent Ltd.** The Members holding shares in demat form may contact their respective depository participants for such nominations.
19. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" in 2011 by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.
20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).  
  
The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.  
The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. CS Manoj Maheshwari, Practising Company Secretary, Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting (Polling by ballot) and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.emgeecables.com** and on the website of CDSL **www.evotingindia.com** . The results shall simultaneously be communicated to Stock Exchanges.
23. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as **on Wednesday, 23<sup>rd</sup> September, 2015** (Cut off date).



24. The remote E-voting period **begins on Saturday, 26<sup>th</sup> September, 2015 at 10.00 a.m. and ends on Tuesday, 29<sup>th</sup> September, 2015 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Wednesday, 23<sup>rd</sup> September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**25. E-VOTING FACILITY:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders- "Login"
- (iii) Now, select the company name, "EMGEE CABLES AND COMMUNICATIONS LIMITED" from the drop down menu and click on "SUBMIT"
- (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:
- (viii)

For Members holding shares in Demat Form and Physical Form	
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>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.





- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 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.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Wednesday, 23<sup>rd</sup> September, 2015** may follow the same instructions as mentioned above for e-Voting.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Bikram Jain & Associates, Cost Accountants (Firm Registration No101610), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**ITEM NO. 5**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Anuradha Choudhari as an Additional Director on 12.02.2015 in terms of Section 161(1) of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Anuradha Choudhari will hold office only upto the date of ensuing Annual General Meeting.

The Company has received a Notice in writing alongwith the deposit of requisite amount under from a member under the provisions of section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Anuradha Choudhari for the office of Director. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mrs. Anuradha Choudhari for the office of Director, liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr. Shripal Choudhari and Mr. Abhinav Choudhari, being relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

**ITEM NO. 6**

Mr. Narayan Modi is a MBA having experience of 8 years in the marketing sector.

The Company has received a Notice in writing alongwith the deposit of requisite amount from a member under the provisions of section 160 of the Companies Act, 2013, proposing the candidature of Mr. Narayan Modi for the office of Independent Director.

Mr. Narayan Modi, has given his (i)consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. An independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

In consonance with the aforesaid, it is proposed to appoint Mr. Narayan Modi (DIN: 06930593), as Independent Directors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

Save and except, Mr. Narayan Modi, being appointee, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Narayan Modi is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Narayan Modi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**ITEM NO. 7**

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital and free reserves of the Company upto a sum not exceeding **Rs. 50.00 Crores [Rupees Fifty Crores Only]** (in place of existing limit of Rs. 15 Crores) in Indian Rupees or equivalent thereof in any foreign currency(ies) for the purposes of business activities of the Company.

As per Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the Members in supersession of the resolution passed by the members of the Company at the 27<sup>th</sup> Annual General Meeting held on 29th September, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS  
For EMGEE CABLES AND COMMUNICATIONS LIMITED**

**JAIPUR, MAY 30, 2015**

**(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872**



**ANNEXURE TO THE NOTICE OF 28<sup>th</sup> AGM**

Information in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Wednesday, 30<sup>th</sup> September, 2015:

<b>Name of Director</b>	<b>Mrs. Anuradha Choudhari</b>
Date of Birth	12.12.1962
Date of Appointment	12.02.2015
Designation	Additional Director
Expertise in specific Functional areas	Administration
Qualifications	Graduate
Name of Companies in Which Directorship held As on 31.03.2015	NIL
Member of The Committees Of the Board of other Companies as on 31.03.2015	NIL
Number of Share held in Company as on 31.03.2015	2,69,300

<b>Name of Director</b>	<b>Mr. Narayan Modi</b>
Date of Birth	14.01.1981
Date of Appointment	-
Designation	-
Expertise in specific Functional areas	Marketing
Qualifications	M.B.A
Name of Companies in Which Directorship held As on 31.03.2015	NIL
Member of The Committees Of the Board of other Companies as on 31.03.2015	NIL
Number of Share held in Company as on 31.03.2015	NIL



**EMGEE CABLES AND COMMUNICATIONS LIMITED**  
F-75-76, Udhog Vihar, Jaipura, Jaipur  
CIN : L31300RJ1987PLC003918

**ATTENDANCE SLIP**  
**FOR**  
**ATTENDING ANNUAL GENERAL MEETING**

Regd. Folio No.....

No. of Shares held .....

DP. ID. No. ....

Client ID.No. ....

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

I hereby record my presence at the **28<sup>TH</sup> Annual General Meeting** of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 11:00 A.M. at the Registered Office of the Company at F-75-76, Udhog Vihar, Jaipura, Jaipur

.....  
Member's / Proxy's name in Block Letters

Signature of Member/ Proxy

**Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.**

**EMGEE CABLES AND COMMUNICATIONS LIMITED**

F-75-76, Udhog Vihar, Jaitpura, Jaipur  
CIN : L31300RJ1987PLC003918

**Form No. MGT-11  
PROXY FORM**

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

<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No. / DP ID and Client ID</b>	

I/We, being the Member(s) of..... shares of the above named Company, hereby appoint

- Name:.....  
Address:.....  
E-mail ID:.....  
Signature:....., or failing him/her
- Name:.....  
Address:.....  
E-mail ID:.....  
Signature:....., or failing him/her
- Name:.....  
Address:.....  
E-mail ID:.....  
Signature:.....

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 11.00 A.M. at the Registered Office of the Company situated at F-75-76, Udhog Vihar, Jaitpura, Jaipur and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015.(Ordinary Resolution)			
2.	To appoint a director in place of Mr. Hirachand Choudhari (DIN: 00403806), who retires by rotation at this Annual General meeting, not seeking re-election. (Ordinary Resolution)			
3.	Ratification of appointment of the Statutory Auditors of the Company.(Ordinary Resolution)			
<b>Special Business</b>				
4.	Ratification of Remuneration to Cost Auditor . (Ordinary Resolution)			
5.	Re-appointment of Mrs. Anuradha Choudhari (DIN : 06794396) as Director of the Company. (Ordinary Resolution)			
6.	Appointment of Mr. Narayan Modi (DIN: 06930593) as an Independent Director. (Ordinary Resolution)			
7.	Authorization for borrowing money u/s 180 (1) (c) of Companies Act, 2013 (Special Resolution)			

Signed this..... day of .....2015.

Signature of shareholder.....  
Signature of proxy holder(s).....

Affix  
Revenue  
Stamp

**Note:**

**This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**



## DIRECTORS' REPORT

To,  
The Members,  
Emgee Cables and Communications Limited

Your Directors have pleasure in presenting their 28<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31st, 2015.

### 1. FINANCIAL SUMMARY

The Company's financial performance for the year alongwith previous year's figures are given hereunder:

(In Rs.)

Particulars	F.Y. 2014-15	F.Y. 2013-14
Total Income	1,504,843,404	1,522,533,663
Total Expenditure	1,498,798,340	1,516,937,726
<b>Profit before Depreciation and tax</b>	<b>12,764,425</b>	<b>10,461,116</b>
Less: Depreciation	6,719,361	4,865,179
<b>Profit before taxes</b>	<b>6,045,064</b>	<b>5,595,937</b>
Less: Taxation	2,885,927	2,064,016
Deferred Tax	(15,67,705)	(316,225)
<b>Profit after Taxes</b>	<b>4,726,842</b>	<b>3,848,146</b>
Add: Balance in profit & loss A/c	29,662,562	25,814,416
Balance Carried to Balance Sheet	34,389,404	29,662,562

### 2. PERFORMANCE REVIEW

The company is mainly engaged in the business of manufacturing and trading of cables and wires. The net receipts from Operations during the year under review were Rs. 1,504,843,404/- as against Rs. 1,522,533,663/- in the previous year. The profit after tax is Rs. 4,726,842/- as against Rs. 3,848,146/- in the previous year. The Directors are hopeful about achieving better performance in future especially in view of internet and broadband penetration. The Company is now focusing more on export business and got approvals from large manufacturers in Europe. The Company has started new technology cables to compete the international as well as domestic markets.

### 3. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the financial year ended 31st March, 2015, no entity became or ceased to be the subsidiary, joint venture or associate of the Company.

### 4. DIVIDEND

In view of the Directors consideration to conserve the profits for future expansion, your Directors do not recommend payment of any dividend for the year ended March 31, 2015.

### 5. RESERVES

During the financial year 2014-15 the company has not proposed any amount to carry to the general reserve.



## 6. SHARE CAPITAL

There was no change in the Equity Share Capital of the Company during the financial year 2014-2015. As on 31<sup>st</sup> March 2015, the Authorised Share Capital of the Company is Rs. 5,00,00,000/- comprising of 50,00,000 equity shares of Rs. 10/-each out of which Subscribed & Paid – Up Capital of the Company is Rs.4,40,55,000/-.

## 7. MANAGEMENT AND BOARD OF DIRECTORS

**Mr. Vimal Chand Surana** (DIN-00092735) Non Executive–Independent Director He has resigned from the directorship of the Company w.e.f. 31.07.2014. The Board of Director's wish to place on record their sincere appreciation for contribution made by him, during his tenure as an Independent director of the Company.

**Mr. Naresh Kumar Jain** (DIN-02458204) was re-appointed as an Independent Director not liable to retire by rotation to hold office for a Term up to 31<sup>st</sup> March, 2019 in the 27<sup>th</sup> AGM held on 29.09.2014.

**Mr. Arun Kumar Maheshwari** (DIN-06794401) was appointed as an Additional director of the w.e.f. 31.07.2014 and re-appointed as an Independent Director not liable to retire by rotation to hold office for a Term up to 31<sup>st</sup> March, 2019 in the 27<sup>th</sup> AGM held on 29.09.2014.

**Mrs. Anuradha Choudhari** (DIN-06794396) was appointed as an Additional Director on the Board of the Company w.e.f. 12.02.2015, and subject to the approval of the members at the 28<sup>th</sup> Annual General Meeting her appointment will be regularized as Non-Executive Director on the terms and conditions as mentioned in the resolution in the Notice of 28<sup>th</sup> AGM.

**Mr. Abhinav Choudhari** (DIN-03634672) Non-Executive Director of the company, who retires by rotation, had been re-appointed at the 27<sup>th</sup> AGM of the company held on 29.09.2014 and He has been regularised as Chief Financial Officer of the Company w.e.f. 12.02.2015.

**Mr. Hirachand Choudhari** (DIN-00403806) Promoter & Non-Executive Director of the Company whose period is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, retires by rotation in the ensuing AGM and is not seeking re-appointment.

**Mr. Narayn Modi** (DIN-06930593) - The Company has received a Notice in writing alongwith the deposit of requisite amount from a member under the provisions of section 160 of the Companies Act, 2013, proposing the candidature of Mr. Narayan Modi for the office of Independent Director. He, has given his (i)consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. He is eligible to be appointed as an Independent Director of the Company requires the approval of members at the ensuing AGM.

The relevant details of Director who are proposed to be appointed/re-appointed at the ensuing AGM are furnished as annexure to the Notice of 28<sup>th</sup> AGM.

## 8. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Meetings of the Board are generally held at the Administrative Office of the Company at T-16, 3<sup>rd</sup> Floor, Alankar Plaza, Central Spine, Vidhyadhar, Jaipur (Rajasthan). During the financial year 2014-2015, the Board of Directors of the Company, met **17 (Seventeen)** times on 01.04.2014, 21.04.2014, 25.04.2014, 30.04.2014, 14.05.2014, 30.05.2014, 24.06.2014, 25.07.2014, 31.07.2014, 05.08.2014, 01.09.2014, 29.10.2014, 31.10.2014, 02.12.2014, 30.12.2014, 12.02.2015 and 02.03.2015.

## 9. DECLARATION BY INDEPENDENT DIRECTOR

The Board of the Company consists of Six (6) directors out of which the Two(2) are Independent directors as per the requirement of the provision of section 149(6) of the Companies Act, 2013. The Independent Directors viz. Mr. Naresh Kumar Jain and Mr. Arun Kumar Maheshwari have affirmed that they continue to meet all the requirements specified under sub section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of Emgee Cables and Communications Limited.





## **10. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS**

During the reporting financial year, a separate Meeting of the Independent Directors of the Company, was held on 02.03.2015, at the Administrative Office of the Company whereat the following items as enumerated under Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement were set out as the Agenda: a) Review of performance of Non-Independent Directors and the Board as a whole b) Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors c) Assessment of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **FORMAL ANNUAL EVALUATION**

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Companies Act, 2013.

The following criteria assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities;
- Contributing to clearly define corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant & timely information from external sources;
- review & approval achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections ;
- identify, monitor & mitigate significant corporate risks ;
- assess policies, structures & procedures ;
- direct, monitor & evaluate KMPs, senior officials ;
- review management's succession plan ;
- effective meetings ;
- assuring appropriate board size, composition, independence, structure ;
- clearly defining roles & monitoring activities of committees;
- review of corporation's ethical conduct.

Evaluation on the aforesaid parameters was conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Board evaluated/assessed each of the Directors along with its own performance and that of the committees on the aforesaid parameters.

It was further acknowledged that every individual Member and Committee of the Board contribute its best in the overall growth of the organization.

## **11. NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company in its Meeting held on 01.04.2014, approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee.

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management. The Nomination and Remuneration Policy is furnished in **Annexure-1** and forms part of this report.

## **12. PARTICULARS OF EMPLOYEES**

None of the Employee's of the Company were in receipt of the remuneration exceeding the limit prescribed under section 197 of the Companies Act, 2013 as amended , during the year under review.

### **➤ MANAGERIAL REMUNERATION**

Details pursuant to section 197(12) of the Companies Act, 2013 read with the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed herewith as **ANNEXURE - 2**.



### **13. AUDITORS AND AUDITORS' REPORT**

#### **1) STATUTORY AUDITORS**

M/s P.S.D. & Associates, Chartered Accountants, Jaipur (FRN: 004501C) the Statutory Auditors of the Company were appointed as Statutory Auditors of the Company pursuant to resolution passed by the shareholders at the 27<sup>th</sup> Annual General Meeting held on 29.09.2014 for a term of three Financial years according to Section 139 and 142 of Companies Act, 2013. Their appointment is subject to ratification at the ensuing Annual General Meeting. They have confirmed their eligibility under the Act and that they are not disqualified.

#### **Statutory Auditors' Report**

The Auditor's Report is free from any qualification and self-explanatory.

#### **2) COST AUDITORS**

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and Rules made thereunder, M/s. Bikram Jain & Associates, Cost Accountants (FRN. 101610) were appointed as the cost auditors to conduct the audit of cost records of your company for the year ending 31st March, 2015.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Bikram Jain & Associates, Cost Accountants have been re-appointed as cost auditors to conduct the audit of cost records of your company for the Financial Year 2015-16. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to cost auditors is being sought at the ensuing Annual General Meeting.

#### **Cost Auditor's Report**

The Audit Report of the cost accounts of the Company for the year ended March 31st, 2015, will be submitted to the Central Government in due course.

#### **3) SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the financial year 2014-15.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as the Secretarial Auditors of the Company to carry out the secretarial audit for the financial year 2015-16.

#### **Secretarial Audit Report**

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as **ANNEXURE – 3**.

The Secretarial Audit report for the financial year ended 31st March, 2015 is self explanatory.

As regards qualifications, we have to state that the laps occurred due to inadvertence. However we undertake that the same will not happen in future.

#### **4) INTERNAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s Om Agarwal & Co. , Chartered Accountant , Jaipur were appointed as the Internal Auditor of the Company to carry out the Internal Audit for the financial year 2014-15.

The Board has re-appointed M/s Om Agarwal & Co. , Chartered Accountant , Jaipur as the Internal Auditor of the Company to carry out the secretarial audit for the financial year 2015-16.

#### **Internal Audit Report**

The Internal Audit report for the financial year ended 31st March, 2015 is free from any qualification and self explanatory.



#### **14. AUDIT COMMITTEE**

The Audit Committee of the Board of Directors of the Company, comprises Three (3) Members, namely Shri Naresh Kumar Jain, Independent Non-Executive Director, Shri Hira Chand Choudhari, Non-Independent Non-Executive Director, and Shri Arun Kumar Maheshwari, Independent Non-Executive Director.

Shri Naresh Kumar Jain, an Independent Director, is the Chairman of the Audit Committee.

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

#### **TERMS OF REFERENCE OF AUDIT COMMITTEE:**

The terms of reference of the Audit Committee inter alia include the following:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.

#### **VIGIL MECHANISM**

The Company has established a Whistle Blower Policy of the Company, which also incorporates a Vigil Mechanism in terms of the Listing Agreement for Directors and employees commensurate to the size and the business of the company to promote ethical behaviour in all its business activities and to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. Under the said Mechanism, the employees are free to report violations of applicable laws and regulations and the Code of Conduct. It also provides for adequate safeguards against the victimization of persons who use such mechanism.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

#### **15. EXTRACT OF THE ANNUAL RETURN**

The extract of the Annual Return in Form No. MGT – 9 forms part of the Board's Report and is annexed herewith as **ANNEXURE - 4**.

#### **16. CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT**

The Company has adopted a Code of Business Conduct and Ethics for its Directors & Senior Management Personnel of the Company. During the year all board members and senior management personnel have affirmed compliance with the respective Code of Conduct. The code is available on the website of the Company [www.emgeecables.com](http://www.emgeecables.com)

#### **17. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

In compliance with the SEBI Regulations on prevention of insider trading, the Company has formulated and implemented a comprehensive Code of fair Disclosures for Prevention of Insider Trading by its management and employees. The code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with shares of Emgee.

#### **18. RISK MANAGEMENT POLICY**

Emgee understands controlling risks through a formal programme is necessary for the well-being of the Company. To this end, the Board identifies the risks impacting the business and formulate strategies/ policies aimed at risk mitigation as part of risk management.

During the year, the Board of Directors, in its meeting held on 01.04.2014 has also adopted a formal Risk Management policy for the Company, whereby, risks are broadly categorized into Liquidity Risk, Funding Risk, Time Risk, Call Risk & Interest Rate Risk. The Policy outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are key to business objectives.



### **19. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company remains committed to ensure an effective internal control that provides assurance on the efficiency of operations and security of assets. Your Company's well-established and robust internal audit processes, both at business and corporate levels, continuously monitor the effectiveness of the internal control environment across the Company and the status of compliance with operating systems, internal policies and regulatory requirements. The Finance Department of the Company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

In the opinion of the Board, The existing internal control framework is adequate and commensurate to the Size and nature of the business of the Company.

The Audit Committee reviews adherence to internal control systems and internal audit reports.

### **20. FIXED DEPOSITS**

In the beginning of the Financial Year 2014-15, there were no deposits lying with the company and further it is clarified that no money have been received which fall under the category of Deposits during the Financial Year 2014-15.

### **21. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186**

During the financial year under review, there were no loans/guarantee given and/or security provided, neither any investments were made by the Company.

### **22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All the related party transactions that were entered during the financial year are done in the ordinary course of business and on arm's length basis. The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2. **Annexure -5** to this report.

### **23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

### **24. HUMAN RESOURCES**

The Company recognizes the importance of Human Resource Management in realizing its growth ambitions and believes in nurturing talent within the organization to take up leadership positions. The Company believes that the development of employees is one of the most important enablers for an organization. This is being done at both individual and team levels. Sustained development of its employees, professional and personal, is the hallmark of its human resource policies. The Company is giving emphasis to upgrade the skills of its human resources in context of its new ventures in Knowledge Industry. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals.

### **25. ENVIRONMENT & HEALTH AND SAFETY**

Emgee is committed to protecting the health and safety of everyone involved in its operations as it is committed to protecting the sustainability of the environment in which it operates. We have worked hard to put in place management systems; controls; objectives and targets; strategies; and training that uphold and honour national and international codes and standards on health, safety and environment. Whether it is policies that inculcate safe behaviour as a personal value in all our stakeholders or that prevent accidents, we have put in place mandatory compliances for all employees and contractors while on business at our sites.



Fostering a preemptive safety culture across all our assets and facilities, we also ensure energy conservation facilities at plant location. We have rain water harvesting locations including our Administrative office to maintain the balance of natural resource like water.

Your Company also provides life insurance cover, personal accident cover and robust medical and health policies to employees, workers, and channel partners against any unfortunate incident.

We strongly believe that those on the shop floor who actually execute a task are the best to judge the parameters involved for safety and welfare.

## **26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Information on conservation of energy, technology, absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure -6** to this report.

## **27. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT**

Pursuant to SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014, compliance with the provisions of Clause 49 is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year.

Since our Company falls in the ambit of aforesaid exemption; hence compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory for our Company. Consequently our Company is not required to provide separate section on Corporate Governance and Management's Discussion and Analysis Report.

Consequently Management Discussion & Analysis report and Corporate Governance Report under Clause 49 of the Listing Agreement does not form part of the Annual Report for the Financial Year 2014-15.

## **28. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **29. LISTING OF SHARES**

Your company's shares are listed at:

1. BSE Ltd.
2. The Calcutta Stock Exchange Ltd.
3. Ahmedabad Stock Exchange Ltd.

And the listing fees to BSE Ltd. for the year 2015-16 had been duly paid.

**Note:** Jaipur Stock Exchange Limited ("JSEL") & Madras Stock Exchange Limited ("MSE") has been granted Exit by SEBI vide Orders dated March 23, 2015 & May 14, 2015 respectively.

Ahmedabad Stock Exchange Ltd. is in process of de-recognition vide Exit Circular issued by Securities and Exchange Board of India (SEBI).

**30. APPOINTMENT OF NEW RTA (REGISTRAR & TRANSFER AGENT ) OF THE COMPANY :**

During the year, the Board of Directors consented to appoint MCS Share Transfer Agent Limited, having its registered office at 12/1/15 Manohar Purkur Road, Kolkata 700026, as the new RTA (Registrars & Share Transfer Agents) of the Company in place of MCS Limited, Company's existing RTA.

All operations and services shall be handled by the MCS Share Transfer Agent Limited having Branch office at Delhi. The complete address for communication with the new RTA is given below.

**M/s MCS Share Transfer Agent Limited**

F-65, 1st Floor, Okhla Industrial Area, Phase - I

New Delhi – 110 020

Telephone No.: 011 – 41406149-52

Fax No. : 011- 41709881

**Email id: admin@mcsregistrars.com****31. ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation for assistance and co-operation received from the Bankers, Local Authorities, Client, Vendors, Advisors, Consultants, Associates at all levels for their continued guidance and support. Your Directors also wish to place on record their deep sense of appreciation for their commitment, dedication and hard work put in by every member of the our Company.

To them goes the credit for the Company's achievement and to you, our shareholders we are deeply grateful for the confidence and the faith that you have always reposed in us.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS****JAIPUR, MAY 30, 2015****(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872****(ABHINAV CHOUDHARI)  
DIRECTOR  
DIN: 03634672**

**ANNEXURE 1**

**NOMINATION AND REMUNERATION POLICY OF  
DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

*(approved by the Board of Directors in its Meeting held on 01<sup>st</sup> April, 2014)*

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Emgee Cables and Communications Limited (the "Company").

"Key Managerial Personnel (KMP) means—

- (i) the Chief Executive Officer or the Managing Director or the Manager
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed;

The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

**1. Purpose**

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

**2. Accountabilities**

- 2.1 The Board is ultimately responsible for the appointment of Directors, Key Managerial Personnel and the Senior Management.
- 2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

**3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 3.3 recommending to the Board on the selection of individuals nominated for Directorship;
- 3.4 making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior Officials so appointed / reappointed;
- 3.5 assessing the independence of independent directors;
- 3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules thereunder;
- 3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;



The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, of which at least one-half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **4. Appointment of Directors/KMPs/Senior Officials**

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/ a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

#### **5. Letters of Appointment**

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.





## 6. Remuneration of Directors, Key Managerial Personnel and Senior Management

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

### (i) Remuneration:

#### a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

#### b) Variable salary:

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

### (ii) Statutory Requirements:

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its any one Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

- 6.1** The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 6.2** The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 6.3** The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

**ANNEXURE 2****ANALYSIS OF MANAGERIAL REMUNERATION**

Pursuant to 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 statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 :-

Name of Directors	Ratio
Mr. Shripal Choudhari (Managing Director and CEO)	4.59:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2014-15:

Name of Directors &KMP	% Increase in remuneration
Mr. Shripal Choudhari (Managing Director and CEO)	20
Mr. Abhinav Choudhari (CFO)	20
Ms. Prarthna Mehta (Company Secretary)	NIL

3. The percentage increase in the median remuneration of employees in the financial year 2014-15 :- 15.71%
4. The number of permanent employees on the rolls of company:- 39
5. The explanation on the relationship between average increase in remuneration and company performance :-

The Company's Profit is increased by 22.78% against average increase in Salary of 15.71%. The increase in salary is more or less in line with increase in profitability of the Company.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:-

The remuneration of Key Managerial Personnel is increased by 20% whereas Company's Profit is increased by 22.78%.

7. Variations in the market capitalisation of the company, price earning ratio as at the closing date of current financial year and previous financial year and percentage increase over decrease in the market quotations of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :-

Particulars	31.03.2015	31.03.2014
Market Capitalisation	Rs. 04.16 Crores	Rs. 02.01 Crores
Price Earning Ratio	8.82	5.24

Market Rate as on 31.03.2015  
Rate of Share at last Public Offer  
% increase in share price over last public offer:

Rs. 9.44 per share  
Rs. 10.00 per share  
NIL



8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration-

Average % increase in the salary of employees other than Managerial Personnel: - 15.71%

Average % increase in the Salary of the Managerial Personnel:- 20%

The average % increases in salaries of the employees other than the managerial personnel and increase in salary of managerial personnel is as per the general industry standards.

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	% of Net Profit for FY 2014-15
Mr. Shripal Choudhari (Managing Director and CEO)	15.23%
Mr. Abhinav Choudhari (CFO)	15.23%
Ms. Prarthna Mehta (Company Secretary)	3.93%

10. The key parameters for any variable component of remuneration availed by the directors:-

- Financial and operating performance of the Company
- Industry/ sector trends for the remuneration paid to executive directorate

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year:

There is no such employee in the Company. Hence, this is not applicable.

12. Affirmation: We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

JAIPUR, MAY 30, 2015

(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872

(ABHINAV CHOUDHARI)  
DIRECTOR  
DIN: 03634672



## ANNEXURE 3

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2015**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
**The Members,**  
**Emgee Cables & Communications Ltd.,**  
**CIN: L31300RJ1987PLC003918**  
**F-75/76, Udyog Vihar,**  
**Jaitpura, Jaipur- 303 704.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Emgee Cables & Communications Ltd.** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not Applicable to the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not Applicable to the Company during the Audit Period**)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, notified on 28<sup>th</sup> October, 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 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**Not Applicable to the Company during the Audit Period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (**Not Applicable to the Company during the Audit Period**)

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**);
- ii) The Listing Agreement entered into by the Company with Stock Exchanges.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above, *except the following*:

- *Appointment of Cost Auditor was not in consonance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder; and*
- *Provisions of Sec. 93 of the Companies Act, 2013 and the rules framed thereunder were not complied with for change in shareholding of top ten shareholders of the company.*



**We further report that**

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

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

Majority decision is carried through while the dissenting members' views; if any, are captured and recorded as part of the minutes.

**We further report that**, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit, in our opinion 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.

**We further report that** during the audit period the company has duly passed the resolution under section 180 of the Companies Act, 2013, read with its applicable rules, as amended.

**FOR V.M. & ASSOCIATES  
COMPANY SECRETARIES**

**CS MANOJ MAHESHWARI  
PARTNER  
FCS NO.: 3355  
CP NO.: 1971**

**JAIPUR, MAY 30, 2015**



## ANNEXURE 4

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31st March, 2015**  
*[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L31300RJ1987PLC003918
ii)	Registration Date	31/03/1987
iii)	Name of the Company	Emgee Cables and Communications Ltd.
iv)	Category / Sub-Category of the Company	Public Company, Limited by Shares
v)	Address of the Registered office and contact details	F-75-76, Udhog Vihar, Jaitpura, Jaipur-303702, Telephone:0141-3240104-05, 3277104 Fax:0141-2230520
vi)	Whether listed company Yes / No	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase - I New Delhi – 110 020 Telephone No.: 011 – 41406149-52 Fax No. : 011- 41709881 Email id: admin@mcsregistrars.com

**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.	Winding wire	31300	23%
2.	Co-Axial cables	31300	35%
3.	Copper wire	31300	40%

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

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
<b>NIL</b>					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% 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	986030	-	986030	22.38	1001630	-	1001630	22.74	0.36
b) Central Govt. or State Govt	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	1062770	-	1062770	24.12	1062770	-	1062770	24.12	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>2048800</b>	<b>0</b>	<b>2048800</b>	<b>46.51</b>	<b>2064400</b>	<b>-</b>	<b>2064400</b>	<b>46.86</b>	<b>0.36</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>2048800</b>	<b>-</b>	<b>2048800</b>	<b>46.51</b>	<b>2064400</b>	<b>-</b>	<b>2064400</b>	<b>46.86</b>	<b>0.36</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	50000	50000	1.13	-	50000	50000	1.13	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>50000</b>	<b>50000</b>	<b>1.13</b>	<b>-</b>	<b>50000</b>	<b>50000</b>	<b>1.13</b>	<b>-</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	272200	107400	379600	8.62	272200	107400	379600	8.62	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lacs	272800	568770	841570	19.10	359700	280070	639770	14.52	4.52
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lacs	341400	416130	757530	17.20	341400	604430	945830	21.47	4.27
c) Others (specify)									
NRI/OCBS	58700	264300	323000	7.33	58700	262200	320900	7.28	0.05
Non Institutions	5000	-	5000	0.11	5000	-	5000	0.11	-
Clearing Member	-	-	-	-	-	-	-	-	-
Foreign National	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>950100</b>	<b>1356600</b>	<b>2306700</b>	<b>52.36</b>	<b>1037000</b>	<b>1254100</b>	<b>2291100</b>	<b>52.01</b>	<b>8.84</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>950100</b>	<b>1406600</b>	<b>2356700</b>	<b>53.49</b>	<b>1037000</b>	<b>1304100</b>	<b>2341100</b>	<b>53.14</b>	<b>8.84</b>
<b>Total (A) + (B)</b>	<b>2998900</b>	<b>1406600</b>	<b>4405500</b>	<b>100</b>	<b>3101400</b>	<b>1304100</b>	<b>4405500</b>	<b>100</b>	<b>9.2</b>
<b>C. Shares held by Custodian and against Custodian and against which depository receipts which depository receipts have been issued</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2998900</b>	<b>1406600</b>	<b>4405500</b>	<b>100</b>	<b>3101400</b>	<b>1304100</b>	<b>4405500</b>	<b>100</b>	<b>9.2</b>

## (ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledge/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledge/encumbered to total shares	
1	Shripal H Choudhari	153000	3.47	0	153000	3.47	0	0
2	Shripal Choudhari HUF	75000	1.70	0	75000	1.70	0	0
3	Prakash Banthia	64200	1.46	0	69800	1.58	0	0.12
4	Anuradha S Choudhari	269300	6.11	0	269300	6.11	0	0
5	Kusum Banthia	25000	0.57	0	35000	0.79	0	0.22
6	Saloni Shripal Choudhari	83200	1.89	0	83200	1.89	0	0
7	Abhinav Choudhari	316330	7.18	0	316330	7.18	0	0
8.	HMS Investment (P) Ltd.	1062770	24.12	0	1062770	24.12	0	0

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

## (A) Name of the Promoter:- SHRIPAL H CHOUDHARI

Sl. No.	For each of the Promoter			Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company
1	At the beginning of the year			153000	3.47
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			No change	
3	At the end of the year			153000	3.47

## (B) Name of the Promoter:- SHRIPAL CHOUDHARI HUF

Sl. No.	For each of the Promoter			Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company
1	At the beginning of the year			75000	1.70
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			No change	
3	At the end of the year			75000	1.70

## (C) Name of the Promoter:- PRAKASH BANTHIA

Sl. No.	For each of the Promoter			Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company
1	At the beginning of the year			64200	1.46
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	17/10/2014	5600 (Consolidation)		69800
3	At the end of the year			69800	1.58



(D) Name of the Promoter:- **ANURADHA S CHOUDHARI**

Sl. No.	For each of the Promoter					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year			269300	6.11		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			No change			
3	At the end of the year			269300	6.11		

(E) Name of the Promoter:- **KUSUM BANTHIA**

Sl. No.	For each of the Promoter					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year			25000	0.57		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	11/07/2014	10000 (Consolidation)			35000	0.79
3	At the end of the year			35000	0.79		

(F) Name of the Promoter:- **SALONI SHRIPAL CHOUDHARI**

Sl. No.	For each of the Promoter					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year			83200	1.89		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			No change			
3	At the end of the year			83200	1.89		

(G) Name of the Promoter:- **ABHINAV CHOUDHARI**

Sl. No.	For each of the Promoter					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year			316330	7.18		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			No change			
3	At the end of the year			316330	7.18		

(H) Name of the Promoter:- **HMS INVESTMENT (P) LTD.**

Sl. No.	For each of the Promoter					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year			1062770	24.12		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			No change			
3	At the end of the year			1062770	24.12		

## (iv) Shareholding pattern of Top Ten shareholders (Other than Directors, Promoters and holders of GDRs &amp; ADRs)

Sl. No.	For Each of the Top 10 Shareholders			Cumulative Shareholding during the year			
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of The company
1.	<b>RAMESH CHAUHAN</b>						
	At the beginning of the year			100000	2.2699		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			-	-	-	-
	At the end of the year			<b>100000</b>	<b>2.2699</b>		
2.	<b>SHIRIN F PARVI</b>						
	At the beginning of the year			91500	2.0769		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)					-	-
	At the end of the year			<b>91500</b>	<b>2.0769</b>		
3.	<b>DEEPINDER SINGH POONIA</b>						
	At the beginning of the year			68300	1.5503		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	12/09/2014	13700 (purchase)			82000	1.8613
	At the end of the year			<b>82000</b>	<b>1.8613</b>		
4.	<b>NAVDISH REAL ESTATE LTD.</b>						
	At the beginning of the year			65000	1.4754		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)						
	At the end of the year			<b>65000</b>	<b>1.4754</b>		
5.	<b>FAROKH N PAVRI</b>						
	At the beginning of the year			63100	1.4323		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	25/07/2014 30/09/2014	2000(sale) 1000(sale)			61100 60100	1.3869 1.3642
	At the end of the year			<b>60100</b>	<b>1.3642</b>		
6.	<b>PRABAT L DHANJI</b>						
	At the beginning of the year			50000	1.1349		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)						-
	At the end of the year			<b>50000</b>	<b>1.1349</b>		
7.	<b>BAGRECHA ENTERPRISES LIMITED</b>						
	At the beginning of the year			50000	1.1349		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)						-
	At the end of the year			<b>50000</b>	<b>1.1349</b>		
8.	<b>CENTRALBANK OF INDIA</b>						
	At the beginning of the year			50000	1.1349		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)						-
	At the end of the year			<b>50000</b>	<b>1.1349</b>		
9.	<b>REKHA JAYANTILAL CHOUDHARI</b>						
	At the beginning of the year			37500	0.8512		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	12/12/2014	500(purchase)			38000	0.8626
	At the end of the year			<b>38000</b>	<b>0.8626</b>		
10.	<b>YATIN KESHAVJI NAGDA</b>						
	At the beginning of the year			35000	0.7945		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	06/02/2014 06/03/2015	100(Sale) 2200(Sale)			34900 32700	0.7922 0.7423
	At the end of the year			<b>32700</b>	<b>0.7423</b>		

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP					Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1.</b>	<b>HIRACHAND CHOUDHARI</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
<b>2.</b>	<b>SHRIPAL H. CHOUDHARI</b>						
	At the beginning of the year			153000	3.47		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			153000	3.47		
<b>3.</b>	<b>ABHINAV CHOUDHARI</b>						
	At the beginning of the year			316330	7.18		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			316330	7.18		
<b>4.</b>	<b>ANURADHA CHOUDHARI @</b>						
	At the beginning of the year			269300	6.11		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			269300	6.11		
<b>5.</b>	<b>NARESH KUMAR JAIN #</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
<b>6.</b>	<b>ARUN KUMAR MAHESHWARI #</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
<b>7.</b>	<b>VIMAL CHAND SURANA*</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
<b>8.</b>	<b>CS PRARTHNA MEHTA</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		

@ Appointed as an Additional Directors w.e.f. 12.02. 2015

#Appointed w.e.f. 29.09.2014

\*Resigned from directorship w.e.f. 31.07.2014

**V. INDEBTEDNESS**

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

*(Rs. In Lacs)*

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1311.74	1222.73	Nil	2534.47
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>1311.74</b>	<b>1222.73</b>	<b>Nil</b>	<b>2534.47</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	77.02	Nil	Nil	77.02
• Reduction	Nil	417.24	Nil	417.24
<b>Net Change</b>	<b>77.02</b>	<b>417.24</b>	<b>Nil</b>	<b>-340.22</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1388.76	805.49	Nil	2194.25
ii) Interest due but not paid	0.04	Nil	Nil	0.04
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>1388.8</b>	<b>805.49</b>	<b>Nil</b>	<b>2194.29</b>

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		<b>Mr. Shripal Choudhari (Managing director &amp; CEO)</b>	
<b>1.</b>	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	7.20 <i>Nil</i> <i>Nil</i>	7.20 <i>Nil</i> <i>Nil</i>
<b>2.</b>	Stock Option	<i>Nil</i>	<i>Nil</i>
<b>3.</b>	Sweat Equity	<i>Nil</i>	<i>Nil</i>
<b>4.</b>	Commission - as% of profit - others, specify...	<i>Nil</i>	<i>Nil</i>
<b>5.</b>	Others, please specify	<i>Nil</i>	<i>Nil</i>
	<b>Total(A)</b>	<b>7.20</b>	<b>7.20</b>
	Ceiling as per the Act	10% of Net profit for all Executive Directors - Managing and Whole-time Directors; 5% of Net profit to any one Managing or Whole-time Director	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount	
		Mr. V.C. Surana * (ID)	Mr. Naresh Kumar Jain# (ID)	Mr. Arun Kumar Maheshwari # (ID)	Mr. Hira Chand Choudhari (NED)	Mr. Abhinav Choudhari (NED)	Mrs. Anuradha Choudhari @ (NED)		
1	Independent directors (ID)								
		• Fee for attending board committee meetings	Nil	Nil	4.54	Nil	Nil	Nil	4.54
		• Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		• Others, (salary)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>	<b>4.54</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>4.54</b>	
2.	Other Non Executive Directors (NED)								
		• Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	1.46	1.46
		• Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		• Others, (salary)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>1.46</b>	<b>1.46</b>	
	<b>Total (B)=(1+2)</b>	<b>Nil</b>	<b>Nil</b>	<b>4.54</b>	<b>Nil</b>	<b>Nil</b>	<b>1.46</b>	<b>06.00</b>	
	<b>Total Managerial Remuneration(A+B)</b>							<b>13.20</b>	
	Overall Ceiling as per the Act	1% of Net Profits of the Company for all Non-Executive Directors							

\*Resigned from directorship w.e.f. 31.07.2014

#Appointed w.e.f. 29.09. 2014

@ Appointed as an Additional Directors w.e.f. 12.02.2015

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO*	CS Prarthna Mehta Company Secretary	Mr. Abhinav Choudhari CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section s17(3) of the Income-tax Act, 1961	Nil	1.86	7.20	9.06
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as% of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total		1.86	7.20	9.06

\* Particulars of Remuneration of CEO is given under point VI(A) above.

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

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / compounding fees imposed
<b>A. COMPANY</b>			
Penalty Punishment Compounding		<b>NIL</b>	
<b>B. DIRECTORS</b>			
Penalty Punishment Compounding		<b>NIL</b>	
<b>C. OTHER OFFICERS IN DEFAULT</b>			
Penalty Punishment Compounding		<b>NIL</b>	

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**JAIPUR, MAY 30, 2015**

**(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872**

**(ABHINAV CHOUDHARI)  
DIRECTOR  
DIN: 03634672**



## ANNEXURE - 5

## FORM No. AOC 2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies  
(Accounts) Rules, 2014.**

Form for 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 arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis-

**NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s. H.M.S. Investment Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Contract under Section 188(1) (a) and/or 188(1)(d) for sale purchase of goods and availing financial services.
c)	Duration of the contracts/arrangements/transaction	1 Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 125 Crores
e)	Justification for entering into such contracts or arrangements or transactions'	For the purpose of fulfilling business requirement
f)	Date of approval by the Board	01.09.2014
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:-	29.09.2014

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

JAIPUR, MAY 30, 2015

**(SHRIPAL CHOUDHARI)  
MANAGING DIRECTOR & CEO  
DIN: 00403872**

**(ABHINAV CHOUDHARI)  
DIRECTOR  
DIN: 03634672**



## ANNEXURE - 6

**Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014**

**A. CONSERVATION OF ENERGY**

- i) the steps taken or impact on conservation of energy and the steps taken by the company for utilising alternate sources of energy;

The basic engineering design of the plant is based on optimum consumption and provision has been made to conserve energy to the maximum possible extent which would reduce the liability on energy bills

- ii) the capital investment on energy conservation equipments;

Efforts have been put by Company to reduce or optimize the energy requirements at the plant.

**B. TECHNOLOGY ABSORPTION**

- i) **Efforts in brief made towards technology & Benefits derived as a result of the efforts:**

For the Company's existing product line there is no technical collaboration. Efforts are made for technology absorption.

The Company always takes initiative for technology absorption which includes participation in various programmes relating to technological issues, discussions with various experts in this regard.

- ii) **In case of Imported Technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished:**

Technology imported	N.A.
Year of import	N.A.
Whether technology been fully absorbed	N.A.
If not full absorbed, areas where this has not taken place, reasons thereof and plans of action. N.A.	

- (iii) **The expenditure incurred on Research and Development.**

R&D Expenditure:

i. a)	Capital	:	NIL
ii. b)	Recurring expenditure	:	NIL

**RESEARCH AND DEVELOPMENT (R&D)**

- 1) **Specific areas in which R&D carried out by the Company:**

Improvement and upgradation in quality, productivity and process efficiency, development of new applications for utilization of our products and development of new products.

- 2) **Benefits derived as result of the above R & D:**

Improvement in quality of products, production efficiency and wider application of products manufactured by the Company.

- 3) **Future plan of action:**

Improvement in quality of products and processes, production, efficiency, better product mix, reduction in power and fuel consumption and wider application of the products manufactured by the Company.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details of earnings accrued and expenditure incurred in foreign currency are given in Note 20 of the Notes to the financial statements.





## **INDEPENDENT AUDITORS' REPORT**

**To**  
**The Members of Emgee Cables & Communications Limited**

### **Report on the standalone financial statements**

We have audited the accompanying standalone financial statements of Emgee Cables Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's responsibility for the standalone financial statements**

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

### **Auditors' responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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



### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure 1** a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books..
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of written representations received from the directors as at 31<sup>st</sup> March 2015 and taken on record by the Board of Directors, none of the directors is disqualified from being appointed as a director in terms of Section 164(2) of the Act as on 31<sup>st</sup> March 2015.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note vii (b) to the financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring the amount to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under by the Company.

**For P.S.D. & Associates,  
Chartered Accountants,  
(Firm's Regn. No.:004501C)**

**Jaipur, May 30, 2015**

**(Sajjan K. Rawat)  
Partner  
M.No.071806**



## ANNEXURE TO THE AUDITORS' REPORT

### Annexure referred to in our report of even date to the members of Emgee Cables Limited on the accounts for the year ended 31<sup>st</sup> March 2015

- (i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) There is a regular programme of physical verification of all fixed assets, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and as per the information given by the Management, the discrepancies observed were not material and have been appropriately accounted in the books.
- (ii) (a) The inventory has been physically verified by the management at reasonable intervals.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms or other parties covered in register maintained under Section 189 of the Companies Act, 2013.
- In view of the above, the clauses 3 (iii)(a) and 3 (iii)(b) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of inventory & fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) In our opinion and according to the information and explanations given to us, during the year, the company has not accepted public deposits and no deposits are outstanding at the year end.
- (vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) Undisputed statutory dues including provident fund, income tax, sales-tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.
- (b) The disputed statutory dues aggregating to Nil crore that have not been deposited on account of matters pending before appropriate authorities, details of which is annexed with this report.
- (c) According to the information and explanations given to us, the Company has transferred the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (viii) The Company has no accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.



- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, in respect of the guarantee given by the Company for the loans taken by others from a bank, the terms and conditions thereof are not, prima facie, prejudicial to the interest of the company.
- (xi) According to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- (xii) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, we have been informed that no case of frauds has been committed on or by the Company during the year.

**For P.S.D. & Associates,  
Chartered Accountants,  
(Firm's Regn. No.:004501C)**

**Jaipur, May 30, 2015**

**(Sajjan K. Rawat)  
Partner  
M.No.071806**

**BALANCE SHEET AS AT 31.03.2015**

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
1	2		3
<b>I. <u>EQUITY AND LIABILITIES</u></b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	44,055,000	44,055,000
(b) Reserves and surplus	2	103,629,957	100,801,266
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	3	-	260,818
(b) Deferred tax liabilities (Net)		4,485,801	6,053,506
<b>3 Current liabilities</b>			
(a) Short-term borrowings	4	219,074,649	253,476,888
(b) Trade payables		230,829,673	208,822,587
(c) Other current liabilities	5	8,755,934	11,101,992
(d) Short-term provisions	6	4,385,820	3,444,731
<b>TOTAL</b>		<b>615,216,834</b>	<b>628,016,788</b>
<b>II. <u>ASSETS</u></b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	7		
(i) Tangible assets		38,092,572	45,669,042
(ii) Capital work-in-progress		-	-
(b) Non-current investments		-	-
(c) Long-term loans and advances		-	-
(d) Other Non-current assets	8	88,600	98,600
<b>2 Current assets</b>			
(a) Current investments			
(b) Inventories		175,267,911	164,536,265
(c) Trade receivables	9	342,021,713	355,661,833
(d) Cash and cash equivalents	10	24,671,367	21,760,969
(e) Short-term loans and advances	11	32,822,388	37,575,714
(f) Other current assets	12	2,252,283	2,714,365
<b>TOTAL</b>		<b>615,216,834</b>	<b>628,016,788</b>

Significant Accounting Policies  
Notes on Financial Statements  
As per our attached Report of even date

20  
"1-19"

For P.S.D. & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 004501C)

For EMGEE CABLES & COMMUNICATIONS LIMITED.

Sajjan K. Rawat  
Partner  
M. NO. 071806

Shripal Choudhari  
Managing Director & CEO

Abhinav Choudhari  
Director & CFO

Jaipur, May 30, 2015

Prarthna Mehta  
Company Secretary



## STATEMENT OF PROFIT &amp; LOSS FOR THE PERIOD ENDED ON 31.03.2015

Particulars	Refer Note No.	For the Year ended 31st March 2015	For the Year ended 31st March 2014
I. Revenue From Operation	13	1,611,337,692	1,590,576,928
Less:Excise Duty		109,637,175	76,726,780
		<b>1,501,700,517</b>	<b>1,513,850,148</b>
II. Other income	14	3,142,887	8,683,515
<b>III. Total Revenue</b>		<b>1,504,843,404</b>	<b>1,522,533,663</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	15	1,365,017,530	1,283,282,910
Purchases Goods		49,020,244	88,063,580
Packages consumed		6,489,244	6,470,303
Changes in Inventories	16	(24,920,570)	41,029,735
Employee benefits expense	17	8,151,189	7,081,198
Finance cost	18	63,881,759	65,091,992
Depreciation and amortization expense		6,719,361	4,865,179
Other expenses	19	24,439,583	21,052,829
<b>Total expenses</b>		<b>1,498,798,340</b>	<b>1,516,937,726</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>6,045,064</b>	<b>5,595,937</b>
V. Exceptional items		-	-
VI. <b>Profit before extraordinary items and tax</b>		<b>6,045,064</b>	<b>5,595,937</b>
VII. Extraordinary Items		-	-
VIII. <b>Profit before tax</b>		<b>6,045,064</b>	<b>5,595,937</b>
IX. Tax expense:			
X (1) Current tax		2,885,927	2,064,016
(2) Deferred tax		(1,567,705)	(316,225)
<b>XI Profit (Loss) for the period</b>		<b>4,726,842</b>	<b>3,848,146</b>
<b>XII Earnings per equity share:</b>			
(1) Basic		1.07	0.87
(2) Diluted		1.07	0.87
Face Value Per Share		10	10

Significant Accounting Policies  
Notes on Financial Statements  
As per our attached Report of even date

20  
"1-19"

For P.S.D. & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 004501C )

Sajjan K. Rawat  
Partner  
M. NO. 071806

Jaipur, May 30, 2015

For EMGEE CABLES & COMMUNICATIONS LIMITED.

Shripal Choudhari  
Managing Director & CEO

Abhinav Choudhari  
Director & CFO

Prarthna Mehta  
Company Secretary

## NOTES TO THE FINANCIAL STATEMENTS

### NOTE 1

<u>Share Capital</u>	As at 31 March 2015		As at 31 March 2014	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
50,00,000 Equity Shares of Rs.10/- each	5,000,000	50,000,000	5,000,000	50,000,000
<b>Issued</b>				
44,50,000 Equity Shares of Rs.10/- each	4,450,000	44,500,000	4,450,000	44,500,000
<b>Subscribed &amp; Paid up</b>				
44,05,500 Equity Shares of Rs. 10/- each fully paid	4,405,500	44,055,000	4,405,500	44,055,000
<b>Total</b>	<b>4,405,500</b>	<b>44,055,000</b>	<b>4,405,500</b>	<b>44,055,000</b>

#### Details of shareholders holdings more than 5% shares

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. Anuradha Choudhari	269300	6.11	269300	6.11
2. Abhinav Choudhari	316330	7.18	316330	7.18
3. H M S Investments Pvt. Ltd.	1062770	24.12	1062270	24.12

### NOTE 2

<u>Reserves &amp; Surplus</u>	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
<b>A. Share Premium Reserve</b>		
Opening Balance	61,864,000	61,864,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<b>61,864,000</b>	<b>61,864,000</b>
<b>B. Investment Allowace(Utilise) Reserve</b>		
Opening Balance	529,000	529,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<b>529,000</b>	<b>529,000</b>
<b>C. Capital Reserve</b>		
Opening Balance	5,138,000	5,138,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<b>5,138,000</b>	<b>5,138,000</b>
<b>D. General Reserve</b>		
Opening Balance	2,089,970	2,089,970
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	380,417	-
Closing Balance	<b>1,709,553</b>	<b>2,089,970</b>



<b>E. Revaluation Reserve</b>		
Opening Balance	1,517,734	1,699,428
(+) Current Year Transfer		
(-) Written Back in Current Year	1,517,734	181,694
Closing Balance	-	<b>1,517,734</b>
<b>F. Surplus</b>		
Opening balance	29,662,562	25,814,416
(+) Net Profit/(Net Loss) For the current year	4,726,842	3,848,146
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	<b>34,389,404</b>	<b>29,662,562</b>
<b>Total</b>	<b>103,629,957</b>	<b>100,801,266</b>

	<b>NOTE 3</b>	
	As at 31 March 2015	As at 31 March 2014
<b>Long Term Borrowings</b>	Rs.	Rs.
<b><u>Secured</u></b>		
<b>(A) Term loans</b>		
Term Loan from Dena Bank	--	260,818
<b><u>Unsecured</u></b>		
<b>(A) Term loans</b>		
<b>Total</b>	--	<b>260,818</b>

\* Secured Loan with Dena Bank Amounting to Rs Nil Lakhs (Previous Year : Rs 2.61 Lakhs) repayable within years with interest rate ranging from 7.76% - 9.96 %

	<b>NOTE 4</b>	
	As at 31 March 2015	As at 31 March 2014
<b>Short Term Borrowings</b>	Rs.	Rs.
<b><u>Secured</u></b>		
<b>(a) Loans repayable on demand</b>		
i) Overdraft from Banks*	138,525,964	130,566,109
<b><u>Unsecured</u></b>		
ii) Loans and advances from related parties	80,548,685	122,910,779
<b>Total</b>	<b>219,074,649</b>	<b>253,476,888</b>

\*Secured by First charge by way of Hypothecation of the present and future Inventory of all kinds, Book debts, outstanding money claims, Bills rights and other movable assets and also by personal guarantees of Shri Shripal Choudhari, Director of the Company.



**NOTE 5**

Other Current Liabilities	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
<b>a) Current maturities of long-term Borrowing</b>		
i) From Dena Bank	351,697	347,740
<b>b) Advance From Customers</b>	2,075,797	6,242,799
<b>c) Statutory Liabilities</b>	1,220,604	1,553,593
<b>d) Other Payables</b>	5,107,839	2,957,860
<b>Total</b>	<b>8,755,934</b>	<b>11,101,992</b>

**NOTE 6**

Short Term Provisions	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
(A) Provision for employee benefits		
Gratuity (Funded)	1,499,893	1,380,715
Provision for Income Tax	2,885,927	2,064,016
<b>Total</b>	<b>4,385,820</b>	<b>3,444,731</b>

**NOTE 7**

Fixed Assets	Gross Block				Accumulated Depreciation				SET OFF FROM RESERVE S & SURPLUS	Net Block	
	Balance as at 1 April 2014	Additions	Disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciated on charged for the year	Accumulated Depreciation on disposal Transfer red	Balance as at 31 March 2015		Balance as at 31 March 2015	Balance as at 31st March 2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.
<b>A) Tangible assets</b>											
Land - Freehold	925,245	-	-	925,245	-	-	-	-	-	925,245	925,245
Factory Buildings	11,775,749	-	-	11,775,749	5,444,540	393,310	-	5,837,850	-	5,937,899	6,331,209
Office Buildings	2,416,350	-	-	2,416,350	824,110	66,418	-	890,528	-	1,525,822	1,592,240
Leasehold Property - Land	1,022,000	-	-	1,022,000	278,721	10,323	-	289,044	-	732,956	743,279
Electric Installation	1,666,605	-	-	1,666,605	1,123,946	189,471	-	1,313,417	-	353,188	542,659
Plant & Equipment	62,428,563	225,279	-	62,653,842	34,597,825	3,730,351	-	38,328,176	1,207,465	23,118,201	27,830,738
Furniture and Fixtures	2,256,238	-	-	2,256,238	1,023,672	428,733	-	1,452,405	-	803,833	1,232,566
Office Equipment	1,851,278	49,198	-	1,900,476	868,042	330,184	-	1,198,226	379,456	322,794	983,236
Transport Equipment	7,359,678	706,384	-	8,066,062	4,390,208	601,958	-	4,992,166	-	3,073,896	2,969,470
Computer	2,713,352	26,681	-	2,740,033	2,627,619	34,805	-	2,662,424	-	77,609	85,733
Laboratory Equipment	6,165,808	33,500	-	6,199,308	3,745,873	933,808	-	4,679,681	301,336	1,218,291	2,419,935
Borewell & Sprinkler	56,762	-	-	56,762	44,030	-	-	44,030	9,894	2,838	12,732
<b>Total A</b>	<b>100,637,628</b>	<b>1,041,042</b>	<b>-</b>	<b>101,678,670</b>	<b>54,968,586</b>	<b>6,719,361</b>	<b>-</b>	<b>61,687,947</b>	<b>1,898,151</b>	<b>38,092,572</b>	<b>45,669,042</b>
<b>Total B</b>	<b>99,918,724</b>	<b>2,298,142</b>	<b>1,579,238</b>	<b>100,637,628</b>	<b>50,876,017</b>	<b>5,046,873</b>	<b>954,304</b>	<b>54,968,586</b>	<b>-</b>	<b>45,669,042</b>	<b>49,042,707</b>

Note :- The Consequent to change as per Schedule II of the Companies Act. 2013, the depreciation has been changed and charged on the assets on the basis of useful life as suggested in that schedule. Accordingly Rs. 18,98,151 has been charged from reserve and surplus owing to such change.

**NOTE 8**

Other Non - Current Assets	As at 31 March 2015		As at 31 March 2014	
	Rs.		Rs.	
Prepaid Expenses	12,500		22,500	
Toshali Resorts-Time Shares	76,100		76,100	
<b>Total</b>	<b>88,600</b>		<b>98,600</b>	

**NOTE 9**

Trade Receivables (Unsecured but considered good by Management)	As at 31 March 2015		As at 31 March 2014	
	Rs.		Rs.	
Trade receivables outstanding for a period <b>less than six months</b> from the date they are due for payment				
Secured, considered good	--		--	
Unsecured, considered good	310,661,760		333,780,417	
Unsecured, considered doubtful	--		--	
Less: Provision for doubtful debts	--		--	
	310,661,760		333,780,417	
Trade receivables outstanding for a <b>period exceeding six months</b> from the date they are due for payment				
Secured, considered good	--		--	
Unsecured, considered good	31,359,953		21,881,416	
Unsecured, considered doubtful	--		--	
Less: Provision for doubtful debts	--		--	
	31,359,953		21,881,416	
<b>Total</b>	<b>342,021,713</b>		<b>355,661,833</b>	

**NOTE 10**

Cash and cash equivalents	As at 31 March 2015		As at 31 March 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. Balances with Banks</b>	23,348,064		20,488,467	
Current Deposit A/c	13,977		22,477	
Bank deposits with more than 12 months maturity	23,334,087		20,465,990	
<b>B. Cash in Hand</b>	1,323,303		1,272,505	
Cash in Hand	1,323,303		1,272,505	
<b>Total</b>	<b>24,671,367</b>		<b>21,760,972</b>	

**NOTE 11**

Short-term loans and advances	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
<b>A. Loans and advances to related parties</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less:Provision for doubtful loans and advances	-	-
<b>Total(A)</b>		
<b>B. Others (specify nature)</b>		
Secured, considered good		
<b>Unsecured, considered good</b>		
Advances recoverable in cash or in kind or for value to be received	200,000	222,000
Balances with Excise, Customs, Port Trust etc.	2,309,157	5,977,496
Security Deposits	2,342,941	1,897,441
Prepaid Expenses	233,187	252,691
Advances for Capital Goods	224,633	224,633
Advance for Expenses	85,261	31,532
Advances to Suppliers	17,350,750	20,471,669
Advance tax & TDS	4,503,164	4,419,960
Other Accounts Receivable	5,573,300	4,078,291
Less:Provision for doubtful loans and advances	-	-
<b>Total(B)</b>	<b>32,822,388</b>	<b>37,575,713</b>
<b>Total(A+B)</b>	<b>32,822,388</b>	<b>37,575,713</b>

**NOTE 12**

Other Current Assets	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
Int. accrued on bank deposits	2,020,450	2,534,786
Other Current Assets	231,833	179,579
<b>Total</b>	<b>2,252,283</b>	<b>2,714,365</b>

**NOTE 13**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
<b>Sale of products</b>		
Sale of Goods	1,568,945,921	1,559,923,963
Export Sales	42,391,771	30,652,965
Less :- Excise Duty	109,637,175	76,726,780
	1,501,700,517	1,513,850,148
<b>Other operating revenues</b>		
Conversion Received	-	-
<b>Total</b>	<b>1,501,700,517</b>	<b>1,513,850,148</b>

**NOTE 14**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Project Works	3,142,887	8,683,515
<b>Total</b>	<b>3,142,887</b>	<b>8,683,515</b>

**NOTE 15**

Cost of materials consumed	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Opening Stock	28,287,294	9,073,956
Add:-Purchases	1,350,813,877	1,302,496,248
Less:-Closing Stock	14,083,641	28,287,294
<b>Total</b>	<b>1,365,017,530</b>	<b>1,283,282,910</b>

**NOTE 16**

Changes in inventories of finished goods and work-in-progress	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
<b>A. Closing Stock</b>		
Stock in Process	44,379,601	74,940,276
Finished Products	112,867,101	57,904,776
Scrap	2,915,116	2,396,196
<b>TOTAL CLOSING STOCK</b>	<b>160,161,818</b>	<b>135,241,248</b>
<b>B. Opening Stock</b>		
Stock in Process	74,940,276	107,052,619
Finished Products	57,904,776	65,625,608
Scrap	2,396,196	3,592,756
<b>TOTAL OPENING STOCK</b>	<b>135,241,248</b>	<b>176,270,983</b>
<b>CHANGE (B-A)</b>	<b>(24,920,570)</b>	<b>41,029,735</b>

**NOTE 17**

Employee Benefits Expense	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Salaries,Wages,Bonus etc.	5,279,648	5,772,393
Contributions to PF & Other Funds		
-Provident fund And ESI	687,606	601,053
-Gratuity	119,178	95,409
Staff welfare expenses	24,757	12,343
Director's Salary	2,040,000	600,000
<b>Total</b>	<b>8,151,189</b>	<b>7,081,198</b>

**NOTE 18**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Interest on Secured & Unsecured loans	54,288,065	54,570,044
Bank Charges	9,593,694	10,521,948
<b>Total</b>	<b>63,881,759</b>	<b>65,091,992</b>

**NOTE 19**

Other Expenses	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Conversion Charges	6,005,547	1,542,240
Power & Fuel	5,003,600	4,670,290
Consumable Stores	992,391	741,885
Cartage & Coolie	798,574	961,508
Service Tax	2,225	-
Repairs and Maintenance:		
i) Plant & Machinery	1,376,150	818,857
(ii) Factory Building	7,180	-
Printing & Stationery	258,172	220,184
Travelling & Conveyance	388,033	351,746
Director's Travelling	714,308	222,832
Telecommunication & Postage	416,391	373,860
Rent Rates & Taxes	77,140	264,741
Legal Expenses	100,000	516,429
Professional Expenses	309,444	-
Electricity & Water	310,867	291,095
General Repairs & Maintenance	485,046	475,957
Insurance Expenses	409,523	361,424
Membership & Subscription	134,935	76,470
Books & Periodicals	-	2,400
Auditor's Remuneration	28,090	28,090
Advertisement Publicity & Sales Promotion	825,338	778,289
Licence Fees & Expenses	235,855	170,451
Packing & Forwarding	1,342,817	1,202,592
Discount Commission & Service charges	1,245,367	794,769
Misc. Expenses	937,079	3,652,376
Filing Fees	22,290	8,885
Claims	-	-
Donation	-	-
Technical Consultancy	1,453,196	1,366,170
Loss on Sales of Assets	-	58,147
Balance written off (Net)	2	2,474
Clg. & Forwarding Expenses of Export	568,023	932,284
Exchange difference	-	166,384
<b>Total</b>	<b>24,439,583</b>	<b>21,052,829</b>

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS :****NOTE 20****A) SIGNIFICANT ACCOUNTING POLICIES :****a) Basis of Accounting :**

- i) The accounts are prepared under the historical cost convention in accordance with generally accepted accounting principals.
- ii) The Company generally follows mercantile system of accounting and recognise significant items of income and expenditure on accrual basis.
- iii) Accounting policies not specifically referred are consistent and in accordance with generally accepted accounting principles.

**b) Fixed Assets and Depreciation :**

- i) All fixed assets are stated at cost of acquisition and subsequent improvements there of.
- ii) Depreciation on all fixed assets is provided on straight line method at the rates prescribed under schedule II to the Companies Act 2013.
- iii) Leasehold land has been written off over the period of lease.

**c) Investments : Investments are stated at cost. No adjustment is made in carrying cost for temporary decline in the value of investments which are strategic in nature and made on long term basis.****d) Inventories are valued as under :-**

i) Raw Materials	:	At Cost
ii) Work-in-Process	:	At Cost
iii) Finished Goods	:	At Cost or Market Price Whichever is lower
Manufactured	:	At Cost or Market Price Whichever is lower
Traded	:	At Cost
iv) Process Scrap/Waste	:	At Estimated Realisable value
v) Stock of Packing Material	:	At Cost

**e) CENVAT Credit availed has been adjusted in the cost of respective inputs.****f) Retirement benefit :**

The Company's contribution to recognised provident fund pension fund and the superannuation funds are charged to revenue.

**(B) NOTES FORMING PART OF ACCOUNTS :****1 CONTINGENT LIABILITIES NOT PROVIDED FOR :**

- i) Counter Guarantee given to Company's Banker for the Guarantee given by them on behalf of the Company is Rs. 970.00 Lacs. (Previous Year Rs.996.70 Lacs).
- ii) Outstanding Inland/Foreign Letter of Credits Rs.950.00 Lacs (Previous Year Rs. 999.91 Lacs)

**2 Provision has been made for Gratuity to employees.****3 Loans and advances and book debts are considered good.****4 Debit and Credit balances appearing under Sundry Debtors Loans and Advances and Sundry Creditors are subject to confirmation and reconciliation. Adjustment if any in these accounts will be made as and when they will finally reconciled and confirmed.****5 In Terms of Section 22 of the Micro, Small & Medium Enterprises Development Act 2006, The Outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of information about registration of the enterprises under the above Act, the required information could not be furnished.****6 Search operation by Income Tax Authorities was conducted at the business premises of the Company on 09.10.2002. As per records there was no undisclosed income of the Company and accordingly Block Return of Income has been filed showing 'NIL' undisclosed income. The matter is pending for assessment before tax authorities. Provisions if any will be made at the time of completion of assessment proceedings.****7 Previous year figures are regrouped & rearranged wherever considered necessary.**



- 8 Figures are rounded off to the nearest rupee.
- 9 None of the Employees of the Company is covered under section 217(2A) of the Companies Act 1956.
- 10 Other Advances includes Rs. NIL due from Director (Previous year Rs. NIL Lacs).

- 11 During the current year deferred tax liability has been calculated as under :-

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>31.03.2015</b>	<b>31.03.2014</b>
Depreciation on Fixed Assets	(4485801.00)	(6053506.00)
B/F Losses and unabsorbed Depreciation	0.00	0.00
<b>Total</b>	<b>(4485801.00)</b>	<b>(6053506.00)</b>
<b>12 Remuneration and prerequisites to Directors :</b>	<b>2014-2015</b>	<b>2013-2014</b>
Salaries	1440000	600000
House Accommodation	--	--
<b>Total</b>	<b>1440000</b>	<b>600000</b>
<b>13 Remuneration paid to Statutory Auditors</b>	<b>2014-2015</b>	<b>2013-2014</b>
Statutory Audit & Tax Audit Fees ( including service tax)	28,090	28,090
<b>Total</b>	<b>28,090</b>	<b>28,090</b>

- 14 **Additional information pursuant to part II of Schedule VI to the Companies Act, 1956.**

<b>a) Particulars of capacity :</b>		<b>Registered Capacity</b>		<b>Installed Capacity</b>	
<u>Class of goods</u>		<b>2014-2015</b>	<b>2013-2014</b>	<b>2014-2015</b>	<b>2013-2014</b>
<b>Wires &amp; Cable</b>		N.A.	N.A.	133.65 Lacs Mtrs	133.65 Lacs Mtrs
	Unit	<b>2014-2015</b>		<b>2013-2014</b>	
		Quantity	Value	Quantity	Value
<b>b) Opening Stock:</b>					
Wire & Cables	Mtrs/Yds	510221	57475076	549284	65092268
Others		619	429700	4706	533340
<b>c) Production :</b>					
Wires & Cables	Mtrs/Yds	34872283	--	30017338	--
<b>d) Purchase :</b>					
Wires & Cable	Mtrs/Yds	363635	--	141121	--
Others		--		--	
<b>e) Sales:</b>					
Wires & Cables	Mtrs/Yds	35219360		30197522	
Others	--			4087	
<b>f) Closing Stocks</b>					
Wires & Cables	Mtrs/Yds	526779	112437401	510221	57475076
Others		619	429700	619	429700
<b>15 RAW-MATERIALS CONSUMED:</b>					
		Qty (MT)	Value (Rs)	Qty (MT)	Value (Rs)
Copper		1815.448	918049701	1039.643	569597324
Polymer		563.799	59598696	580.04	62863396
Others		51.82	7160935	34.73	4335746



16 **Value of Imported and Indigenous Raw-materials, Stores & Spares and Consumables consumed during the year:**

	% age	Value	% age	Value
A) <b>RAW-MATERIALS :</b>				
i) Imported	0.00	-	0.00	-
ii) Indigenous	100.00	873890095	100.00	565278440
B) <b><u>STORES, SPARES AND CONSUMABLES:</u></b>				
i) Imported	--	--	--	--
ii) Indigenous	100.00	2,360,141	100.00	15,60,742
		Value		Value
C) <b><u>VALUE OF IMPORT ON CIF BASIS :</u></b>				
i) Raw-Materials		Nil		Nil
ii) Capital Goods (Plant & Machinery)		Nil		Nil
17 <b><u>EXPENDITURE IN FOREIGN CURRENCY :</u></b>		<b>2014-2015</b>		<b>2013-2014</b>
Directors Travelling Expenses		EURO 2731		NIL
Membership & Subscription		--		--
Travelling Expenses		NIL		NIL
18 <b><u>EARNING IN FOREIGN EXCHANGE :</u></b>		\$ 612152.090		\$ 459889.260
FOB value of Goods exported		42391771		30652965
19 Remittance of Foreign Currency on account of Dividends remitted to Non-Residential Shareholders:		NIL		NIL
20 <b><u>Earning per Shares :-</u></b>		<b>2014-2015</b>		<b>2013-2014</b>
a) Profit (Loss) After Tax - Rs.		4726842		3848146
b) Weighted average No. of Equity Shares		4405500		4405500
c) Nominal value of Shares - Rs. 10/-				
d) Basic earning per Equity Shares - Rs.		1.07		0.87

21 **Segmental Reporting :** During the year, Company has only one segment of activity i.e. manufacturing & Trading of Wires & Cables and single production unit at Jaitpura, Jaipur with sale area - Domestic and Export.

22 **Disclosure with respect to related parties :-**

S.No.	NAME OF THE PERSON	PARTY RELATIONSHIP	AMOUNT	NATURE OF PAYMENT
1	Shripal H. Choudhari	Director	720,000.00	Director Remuneration
2	Abhinav Choudhari	CFO	720,000.00	KMP Remuneration
3	Anuradha Choudhari	Director	600,000.00	Sitting fee
4.	H M S Investments Pvt. Ltd.	Common Director	427,352,049 626,324,097	Purchase Sales

**SIGNATURE TO THE SCHEDULE 1 TO 19**

In terms of our report of even date

For P.S.D. & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 004501C )

For EMGEE CABLES & COMMUNICATIONS LIMITED.

Sajjan K. Rawat  
Partner  
M. NO. 071806

Shripal Choudhari  
Managing Director & CEO

Abhinav Choudhari  
Director & CFO

Prarthna Mehta  
Company Secretary

Jaipur, May 30, 2015





Balance Sheet abstract and Company's general business profile pursuant to Part IV of schedule VI of the Companies Act, 1956.

1) **Registration Details**

Registrations Nos.	3 9 1 8	State Code	1 7
Balance Sheet Date	31 03 15		
	Date Month Year		

2) **Capital raised during the Year (Amount in Rs. Thousands)**

Public Issue	-	Right Issue	-
Bonus Issue	-	Private Placement	-

3) **Position of Mobilisation and Deployment of funds (Amount in Rs. Thousands)**

<b>Total Liabilities</b>	6 1 5 2 1 7	<b>Total Assets</b>	6 1 5 2 1 7
<b>Sources of Funds</b>			
Paid up Capital	4 4 0 5 5	Reserve & Surplus	1 0 3 6 3 0
Secured Loans	1 3 9 1 8 3	Unsecured Loans	8 0 2 4 6
Deferred Tax	4 4 8 6		
<b>Application of Funds</b>		Investments	
Net Fixed Assets	3 8 0 9 2		1 7 1 8 5
Net current Assets	3 0 9 7 0 1	Misc. Expenditure	----
Accumulated Losses/ Profit			

4) **Performance of Company (Amount in Thousands)**

Turnover	1 5 0 1 7 0 0	Total Expenditure	1 4 9 8 7 9 8
Profit/Loss before Tax	6 0 1 8	Profit After Tax	4 7 2 6
Earing per Share (in Rs.)	1.07	Dividend %	--

5) **Generic Names of Three principal products/services of Company (as per monetary terms)**

Item Code No.	8 5 4 4 1 1 . 0 0
(ITC Code)	
Product Description	W I N D I N G W I R E
Item Code No.	8 5 4 4 2 0 . 0 0
(ITC Code)	
Product Description	C O - A X I A L C A B L E S
Item Code No.	7 4 0 8 1 1 . 0 0
(ITC Code)	
Product Description	C O P P E R W I R E

For P.S.D. & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 004501C)

Sajjan K. Rawat  
Partner  
M. NO. 071806

Jaipur, May 30, 2015

For EMGEE CABLES & COMMUNICATIONS LIMITED.

Shripal Choudhari  
Managing Director & CEO

Abhinav Choudhari  
Director & CFO

Prarthna Mehta  
Company Secretary



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**  
(Pursuant to clause 32 of the listing agreement)

<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>2014-2015</b>	<b>2013-2014</b>
1 Profit Before Tax and Extra Ordinary items	6016915.00	5595937.00
<b>Adjust for</b>		
2 Depreciation	6719361.00	4865179.00
3 Interest expenses	54288065.00	54570044.00
4 Interest received	(1950715.00)	(3324550.00)
5 Loss on Sales of Assets		--
<b>6 Operating Profit before working capital changes</b>	<b>65073626.00</b>	<b>61706610.00</b>
<b>ADJUSTMENT FOR</b>		
7 Trade & other Receivables	17488209.00	(89390432.00)
8 Inventories	(10731637.00)	21662146.00
9 Trade payables	17727344.00	32665009.00
<b>10 Cash generated by Operating Profit Activities</b>	<b>89557542.00</b>	<b>26643333.00</b>
11 Interest paid	54288065.00	54570044.00
<b>12 NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>35269477.00</b>	<b>(27926711.00)</b>
<b>13 CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
14 Purchase of fixed Assets & Capital Expenditure	(1041042.00)	(2298142.00)
15 Proceeds from Assets (Net)		-
16 (Purchase)/Sale of Investments (Net)		8700000.00
17 Interest received	1950715.00	3324550.00
<b>18 NET CASH USED IN INVESTMENT ACTIVITIES</b>	<b>909673.00</b>	<b>9726408.00</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
19 Proceeds from Issue of Share Capital (Reissue)		
20 Term Loan	(88202.00)	(1117126.00)
21 Borrowings (payment) of Short Term Loans (Car loan)		
22 Unsecured Loans	(42534714.00)	21604831.00
<b>23 NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>(42622916.00)</b>	<b>20487705.00</b>
<b>24 NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(6443766.00)</b>	<b>2287402.00</b>
<b>Cash &amp; Cash equivalents, at the beginning of the year</b>		
25 Cash & Current Account Balance	23155278.00	21901654.00
26 Cash Credit Account	(130566109.00)	(131599887.00)
	(107410831.00)	(109698233.00)
<b>27 Cash &amp; Cash equivalents, at the end of the year</b>		
28 Cash & Current Account Balance	24671367.00	23155278.00
29 Cash Credit Account	(138525964.00)	(130566109.00)
	(113854597.00)	(107410831.00)

**For P.S.D. & ASSOCIATES**  
Chartered Accountants  
(Firm Regn. No. 004501C )

**Sajjan K. Rawat**  
Partner  
M. NO. 071806

Jaipur, May 30, 2015

**For EMGEE CABLES & COMMUNICATIONS LIMITED.**

**Shripal Choudhari**  
Managing Director & CEO

**Abhinav Choudhari**  
Director & CFO

**Prarthna Mehta**  
Company Secretary



## AUDITORS' CERTIFICATE

**To,  
The Board of Directors  
Emgee Cables and Communications Ltd.**

We have verified the attached Cash flow statement of EMGEE CABLES AND COMMUNICATIONS LIMITED, derived from the Audited financial statement and the books and records maintained by the Company for the year ended on 31st March, 2015 and found the same is agreement herewith.

**For P.S.D. & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 004501C )**

**Jaipur, May 30, 2015**

**(Sajjan K. Rawat)  
Partner  
M. NO. 071806**

# EMGEE CABLES & COMMUNICATIONS LTD.

Admn. Off.: T-16, 3rd Floor, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur - 302 023

R.O. & Works : F-75-76, Udyog Vihar, Jaitpura, Jaipur - 303 702 INDIA

Tel : +91-141-3240104-05, 3277104 Fax : +91-141-2230520

E-mail : info@emgeecables.com, eccl.jpr@gmail.com

CIN: L31300RJ1987PLC003918

## FORM A

(Pursuant to Clause 31 (a) of the Listing Agreement)

1.	<b>Name of the company</b>	EMGEE CABLES AND COMMUNICATIONS LTD.
2.	<b>Annual financial statements for the year ended</b>	31st March 2015
3.	<b>Type of Audit observation</b>	Un-qualified
4.	<b>Frequency of observation</b>	NA

**For Emgee Cables and Communications Ltd.**

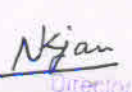
*For Emgee Cables & Comm. Ltd.*

  
**Shripal Choudhari**  
Director/Authorised Signatory  
**Managing Director & CEO**  
**DIN - 00403872**

*For Emgee Cables & Comm. Ltd.*

  
**Abhinav Choudhari**  
Director/Authorised Signatory  
**Director & CFO**  
**DIN-03634672**

*For Emgee Cables & Comm. Ltd.*

  
**Naresh Kumar Jain**  
Director/Authorised Signatory  
**Audit Committee Chairman**  
**DIN-02458204**

**For P.S.D. & Associates,  
Chartered Accountants,  
(Firm's Regn. No.:004501C)**

