

# EMGEE

CABLES AND COMMUNICATIONS LTD.

## *Twenty Ninth Annual Report* *2015-16*



**Regd. Office :**

F-75-76, Udhyog Vihar, Jaitpura, Jaipur - 303704, Tel.: 01423-224343, 224344

**Admin Office :**

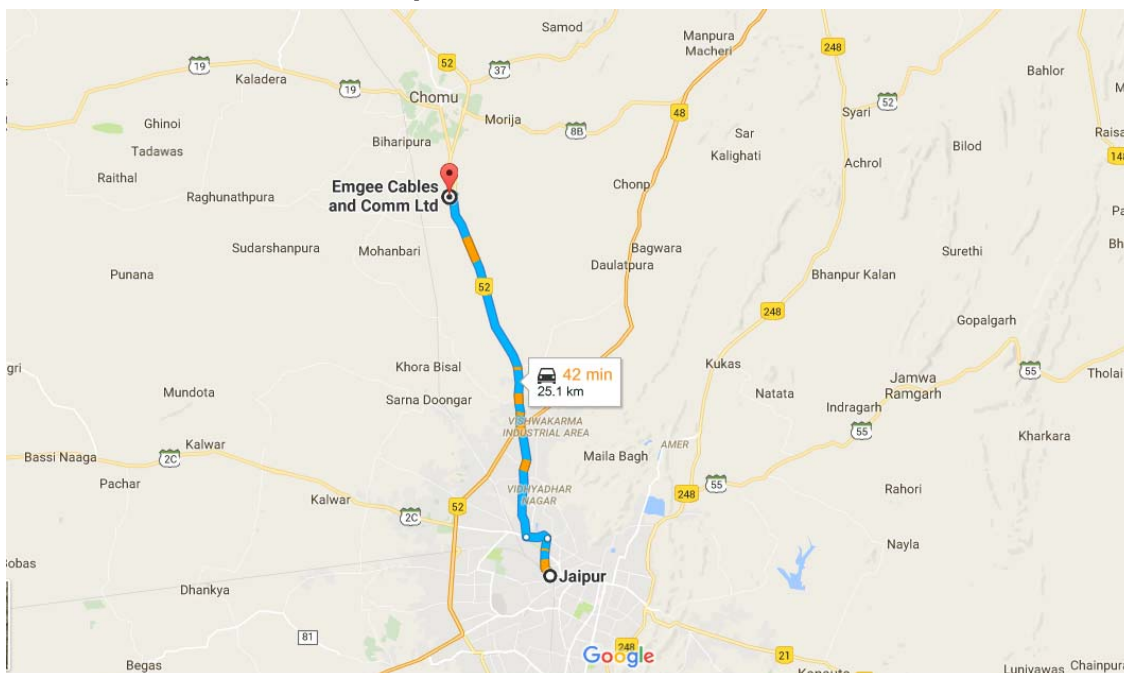
T-16, 3rd Floor, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur - 302 023

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

E-mail : [info@emgeecables.com](mailto:info@emgeecables.com), [eccl.jpr@gmail.com](mailto:eccl.jpr@gmail.com), Website : [www.emgeecables.com](http://www.emgeecables.com)

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### Route Map to the Venue of the 29<sup>th</sup> AGM



**Venue of 29<sup>th</sup> AGM: F-75-76, Udyog Vihar, Jaitpura, Jaipur - 303704**

## Corporate Information

### BOARD OF DIRECTORS

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

**ANURADHA CHOUDHARI**  
**Whole Time Director**  
 DIN: 06794396

### Non-Executive Non-Independent Directors

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

### Non-Executive Independent Directors

**NARESH KUMAR JAIN**  
 DIN: 02458204

**NARAYAN MODI**  
 DIN: 06930593

**MR. AKHILESH PODDAR** (w.e.f 29.07.2016)  
 DIN: 05117029

### Registered Office & Manufacturing Facility

**F-75-76, Udhog Vihar,**  
**Jaitpura, Jaipur-303704**  
 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)  
 ARUN KUMAR MAHESHWARI (upto 06.05.2016)  
 ABHINAV CHOUDHARI  
 NARAYAN MODI (w.e.f. 30.05.2016)

**Stake Holders Relationship/Grievance Committee**  
 NARESH KUMAR JAIN (Chairman)  
 ABHINAV CHOUDHARI  
 ANURADHA CHOUDHARI  
 NARAYAN MODI (w.e.f.30.05.2016)

**Nomination & Remuneration Committee**  
 ARUN KUMAR MAHESHWARI (Chairman)  
 (upto 06.05.2016)  
 NARAYAN MODI (Chairman) (w.e.f. 30.05.2016)  
 NARESH KUMAR JAIN  
 ABHINAV CHOUDHARI

### Company Secretary & Compliance Officer

**CS SULEKHA JANGID**

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

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

**Principal 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 29<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting ["AGM"] of the members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Friday, 30<sup>th</sup> day of September, 2016 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 consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Abhinav Choudhari (DIN: 03634672), who retires by rotation and being eligible, offers himself for re-appointment.
3. **RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY:**  
To ratify the appointment of the auditors of the Company for the financial year 2016-17, to fix their remuneration and to consider, and if thought fit, pass 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 with the recommendation of the Audit Committee 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 2016-17) and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year 2016-17 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 payment of the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus applicable Service Tax and reimbursement of out of pocket expenses at actuals to M/s. Bikram Jain & Associates, Cost Auditor ( Firm Registration No. 101610), appointed by the Board of Directors of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2016 and ending on 31st March, 2017, in connection with the aforesaid audit be and is hereby ratified and approved."

5. **RE-APPOINTMENT OF MR. SHRIPAL CHOUDHARI (DIN : 00403872) AS A MANAGING DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in consonance with the resolution passed by the Board of Directors of the Company in their meeting held on 30th May, 2014, the Articles of Association of the Company and 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, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Shripal Choudhari (DIN: 00403872) as Managing Director and designated as the Managing Director and CEO of the Company, for a period of 3 (Three) years with effect from 1st June, 2014 to 31st May, 2017 on the terms and conditions including remuneration as set out below:

- (I) Basic Salary: Not exceeding Rs. 1,00,000/- per month, w.e.f. 01.06.2014.
- (II) Commission: NIL
- (III) Perquisites and Benefits : In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director and CEO:

**CATEGORY (A)**

- a) Medical Reimbursement / Medclaim Insurance:  
Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the medclaim insurance policy, if any, taken by the company from time to time.
- b) Leave Travel Concession:  
For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three months' salary in a period of three years.
- c) Club Fees:  
Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**CATEGORY (B)**

In addition to the perquisites, Mr. Shripal Choudhari shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- a) Provident Fund / Superannuation Fund or Annuity Fund:  
The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- b) Gratuity:  
Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.
- c) Leave:  
Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

**CATEGORY (C)**

- a) Conveyance:  
Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.
- b) Telephone:  
Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
- c) Reimbursement of Expenses:  
Apart from the remuneration as aforesaid, Mr. Shripal Choudhari, Managing Director & CEO shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- d) Sitting Fee:  
No sitting fee shall be paid to Mr. Shripal Choudhari, Managing Director & CEO for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.
- e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Shripal Choudhari, Managing Director & CEO subject to the applicable provisions of Schedule V to the said Act.

**Other Terms & Conditions:**

- a) Mr. Shripal Choudhari perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- b) If at any time Mr. Shripal Choudhari, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and CEO.
- c) Either party giving the other party one month prior notice in writing to that effect may terminate the agreement.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for ratification and confirmation of all acts, deeds and whatsoever done, signed and executed by Mr. Shripal Choudhari for and on behalf of the Company by

virtue of his position as Managing Director and CEO of the Company from 01<sup>st</sup> June, 2014 till date including and not limited to the powers and authorities vested in him by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**6. CHANGE IN DESIGNATION OF MRS. ANURADHA CHOUDHARI (DIN : 06794396) FROM NON-EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and 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, consent of the members of the Company be and is hereby accorded to designate Mrs. Anuradha Choudhari (DIN: 06794396) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 on the terms and conditions including remuneration as set out below:

- (I) Basic Salary: Not exceeding Rs. 70,000/- per month.
- (II) Commission: NIL
- (III) Perquisites and Benefits : In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Whole Time Director:

**CATEGORY (A)**

- a) Medical Reimbursement / Mediclaim Insurance:  
Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.
- b) Leave Travel Concession:  
For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three months' salary in a period of three years.
- c) Club Fees:  
Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**CATEGORY (B)**

In addition to the perquisites, Mrs. Anuradha Choudhari shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- a) Provident Fund / Superannuation Fund or Annuity Fund:  
The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- b) Gratuity:  
Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.
- c) Leave:  
Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

**CATEGORY (C)**

- a) Conveyance:  
Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.
- b) Telephone:  
Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

- c) Reimbursement of Expenses:  
Apart from the remuneration as aforesaid, Mrs. Anuradha Choudhari, Whole Time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of her duties in connection with the business of the Company.
- d) Sitting Fee:  
No sitting fee shall be paid to Mrs. Anuradha Choudhari, Whole Time Director for attending the Meetings of Board of Directors or any committee thereof. She shall be liable to retire by rotation.
- e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mrs. Anuradha Choudhari, Whole Time Director subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

- a) Mrs. Anuradha Choudhari perform the duties and exercise the powers, which from time to time may be assigned to or vested in her by the Board of Directors of the Company.
- b) If at any time Mrs. Anuradha Choudhari, ceases to be Director of the Company for any reason whatsoever, she shall cease to be the Whole Time Director.
- c) Either party giving the other party one month prior notice in writing to that effect may terminate the agreement.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for ratification of payment already made to Mrs. Anuradha Choudhari.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**7. RE-APPOINTMENT OF MR. NARAYAN MODI (DIN: 06930593) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass the following resolution as a **Special 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) Mr. Narayan Modi (DIN: 06930593), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company by the Board of Directors with effect from 01<sup>st</sup> May, 2016 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 along with a deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a Second term of 5 years commencing from 01<sup>st</sup> May, 2016 till the 30<sup>th</sup> April, 2021, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**8. RE-APPOINTMENT OF MR. AKHILESH PODDAR (DIN : 05117029) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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) Mr. Akhilesh Poddar (DIN: 05117029), who was appointed as an Additional Director pursuant to the provisions of Section 161(1)

of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company by the Board of Directors with effect from 29<sup>th</sup> July, 2016 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 along with a deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years commencing from 29<sup>th</sup> July, 2016 till 28<sup>th</sup> July, 2021, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association of the company be and is hereby approved and adopted in substitution, and to entire exclusion, of the regulations contained in the existing Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the conclusion of this Annual General Meeting.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**10. INCREASE IN BORROWING LIMITS FROM RS. 50,00,00,000/- TO RS. 75,00,00,000/- :**

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 28<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 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(s) 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. 75,00,00,000/- (Rupees Seventy Five 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**  
**(SULEKHA JANGID)**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

JAIPUR, JULY 29, 2016



**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/ Power of attorney 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. Abhinav Choudhari, director of the Company liable to retire by rotation, seeks 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 Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016** (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 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the 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 ten days before the date of meeting to enable us to keep the information ready at the meeting.

16. Members holding shares in physical form 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. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
18. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

Members are requested to update their email Id's with the Company for receiving the notices and other documents at their email address.

19. 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.
20. 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
21. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> 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.

22. CS Manoj Maheshwari, Practising Company Secretary (Membership No. FCS 3355, COP No.1971), Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
23. 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.
24. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as **on Friday, 23<sup>rd</sup> September, 2016** (Cut off date).
25. The remote E-voting period **begins on Monday, 26<sup>th</sup> September, 2016 at 10.00 a.m. and ends on Thursday, 29<sup>th</sup> September, 2016 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 Friday, 23<sup>rd</sup> September, 2016, 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.
26. **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 Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Emgee Cables and Communications Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## (xviii) Note for Non-Individual Shareholders and Custodians

- Non- Individuals shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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. **Friday, 23<sup>rd</sup> September, 2016** 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), as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2016 and ending on 31st March, 2017.

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, 2017 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 recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**ITEM NO. 5**

Pursuant to recommendation of the Nomination and Remuneration Committee and in consonance with the resolution passed by the Board of Directors of the Company in their meeting held on 30th May, 2014, the Board of Directors of the Company at its meeting held on 30th May, 2016 approved re-appointment of Mr. Shripal Choudhari, as Managing Director and designated him as the Managing Director and CEO of the Company, for a period of 3 (Three) years with effect from 1st June, 2014 to 31st May, 2017 on the terms and conditions including remuneration as set in the resolution. This is subject to the approval of the members at this Annual General Meeting.

The Board of Directors of the Company has recommended this resolution for approval of the members for his re-appointment on the terms detailed in the resolution, with effect from 01<sup>st</sup> June, 2014 to 31st May, 2017 in terms of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Save and except Mr. Shripal Choudhari being appointee, Mr. Abhinav Choudhari (his son) and Mrs. Anuradha Choudhari (his wife), being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement.

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

**ITEM NO. 6**

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2016 approved change in designation of Mrs. Anuradha Choudhari from Non-executive Director to Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> June , 2016 to 31<sup>st</sup> May, 2019 on the terms and conditions including remuneration as set in the resolution . This is subject to the approval of the members at this Annual General Meeting.

The Board of Directors of the Company recommend this resolution for approval of the members for change in designation on the terms detailed in the resolution, in terms of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Save and except Mrs. Anuradha Choudhari being appointee, Mr. Abhinav Choudhari (her Son) and Mr. Shripal Choudhari (her husband), being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement.

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

**ITEM NO. 7**

Mr. Narayan Modi was appointed as an Independent Director on the Board of Directors of the Company in the 28<sup>th</sup> Annual General Meeting held in calendar year 2015 to hold office from the conclusion of the 28<sup>th</sup> Annual General Meeting until the conclusion of the next Annual General Meeting. Due to preoccupation he resigned from the office of the director of the company w.e.f. 8<sup>th</sup> February, 2016.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, again appointed Mr. Narayan Modi (DIN: 06930593), as an Additional Director of the Company w.e.f 01<sup>st</sup> May, 2016 in terms of the provisions of Section 161(1) of the Companies Act, 2013 and as an Independent Director in terms of Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. Narayan Modi will hold office only upto the date of this 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 Mr. Narayan Modi for the office of 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 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Narayan Modi fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In consonance with the aforesaid, it is proposed to appoint Mr. Narayan Modi (DIN: 06930593), as Independent Directors of the Company for a Second term of 5 years commencing from 01<sup>st</sup> May, 2016 till the 30<sup>th</sup> April, 2021, not liable to retire by rotation.

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. 7 of the Notice.

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement.

In the Performance Evaluation conducted for the year 2015-16, the performance of Mr. Narayan Modi was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Keeping in view his vast expertise and knowledge in the field of marketing, 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. 7 of the Notice for approval by the shareholders.

#### **ITEM NO. 8**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Akhilesh Poddar (DIN: 05117029), as an Additional Director of the Company on 29<sup>th</sup> July, 2016 in terms of the provisions of Section 161(1) of the Companies Act, 2013 and as an Independent Director in terms of Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. Akhilesh Poddar will hold office only upto the date of this 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 Mr. Akhilesh Poddar for the office of Director.

Mr. Akhilesh Poddar, 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 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Akhilesh Poddar fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In consonance with the aforesaid, it is proposed to appoint Mr. Akhilesh Poddar (DIN: 05117029), as Independent Directors of the Company to hold office for a period of five consecutive years commencing from 29<sup>th</sup> July, 2016 till the 28<sup>th</sup> July, 2021, not liable to retire by rotation.

Save and except, Mr. Akhilesh Poddar, 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 pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Akhilesh Poddar is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Akhilesh Poddar 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. 8 of the Notice for approval by the shareholders.

#### **ITEM NO. 9**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1994. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association, in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 30<sup>th</sup> May, 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

As per Section 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought.

None of the 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 recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

**ITEM NO. 10**

As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow monies subject to the condition that the monies 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.

The Members of the Company authorized the Board of Directors of the Company to borrow from time to time a sum not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**, on such terms and conditions as it may deem fit under section 180(1)(c) of the Companies Act, 2013 vide resolution passed on September 30, 2015.

In view of the potential growth in business of the Company and anticipating the need of additional funds that may be required in the near future, it was considered essential to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company, consequent to which the amount borrowed and outstanding could exceed the present limit of **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**.

The Board accordingly recommend the revised limit to the extent of **Rs. 75,00,00,000/- (Rupees Seventy Five Crores only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

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 Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution set out at Item No. 10 of the Notice for approval by the Members in supersession of the resolution passed by the members of the Company at the 28th Annual General Meeting held on 30th September, 2015.

JAIPUR, JULY 29, 2016

**BY ORDER OF THE BOARD OF DIRECTORS**  
**For EMGEE CABLES AND COMMUNICATIONS LIMITED**  
**(SULEKHA JANGID)**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**ANNEXURE TO THE NOTICE OF 29<sup>th</sup> AGM**

**Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the order of the items mentioned in the Notice:**

Name of Directors	Mr. Abhinav Choudhari	Mr. Shripal Choudhari	Mrs. Anuradha Choudhari	Mr. Narayan Modi	Mr. Akhilesh Poaddar
<b>Date of Birth &amp; Designation</b>	03.05.1992 Non-Independent and Non executive Director	22.10.1958 Managing Director and CEO	12.12.1962 Whole Time Director	14.01.1981 Additional Independent and Non-Executive Director	11.07.1985 Additional Independent and Non-Executive Director
<b>Brief resume of the director</b>	Promoter, Director and CFO of the Company. He is a Graduate, bearing over 8 years of experience in the Marketing of wires and cables products business.	Promoter & one of the first Directors of the Company, Shri Shripal Choudhari has been on the Board of Directors since incorporation on 31 <sup>st</sup> March, 1987. He is a Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA bearing over 29 years of rich experience in the Research and Development and Marketing of wires and cables products business..	Promoter and Whole Time Director of the Company. She is a Graduate, bearing over 20 years of experience in the administration sector.	Mr. Narayan Modi, Independent Director, was inducted on the Board of Directors on 30th September, 2015. He holds a degree in M.Com and is an MBA, bearing over 8 years of experience in the marketing & finance sector.	Mr. Akhilesh Poddar, Independent Director, was inducted on the Board of Directors on 29th July, 2016. He holds a degree in B.Com, bearing over 8 years of experience in the manufacturing and marketing of leather products business.
<b>Nature of expertise in specific functional areas</b>	Marketing	R&D and Marketing	Administration	Marketing & Finance	Marketing & Finance
<b>Disclosure of relationships between directors inter-se</b>	Son of Shri Shripal Choudhari (Managing Director & CEO) and Mrs. Anuradha Choudhari (Whole Time Director)	Husband of Mrs. Anuradha Choudhari (Whole Time Director) and Father of Mr. Abhinav Choudhari (Non Executive Director and CFO)	Wife of Shri Shripal Choudhari (Managing Director & CEO) and Mother of Shri Abhinav Choudhari (Non Executive Director & CFO)	Not related with any director of the Company	Not related with any director of the Company
<b>Names of listed entities (other than Emgee Cables and Communications Limited) in which the person also holds the directorship and the membership of Committees of the board</b>	Mayur Leather Products Limited • Audit Committee • Stake holder's Grievance Committee • Nomination & Remuneration Committee	NIL	NIL	NIL	NIL
<b>Shareholding in Emgee Cables and Communications Limited</b>	3,16,930	1,53,800	2,75,900	NIL	NIL





**EMGEE CABLES AND COMMUNICATIONS LIMITED**

**Admin. off.:**T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023

**R. O. & Works:** F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704

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

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

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 **29<sup>TH</sup> Annual General Meeting** of the Company held on Friday, 30<sup>th</sup> September, 2016 at 11:00 A.M. at the Registered Office of the Company at F-75-76, Udhog Vihar, Jaitpura, 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**

Admin. off.:T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023

R. O. &amp; Works: F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704

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

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

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>E-mail ID</b>
<b>Registered address</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 29<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> day of September, 2016 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 the financial statements of the Company for the year ended 31 March, 2016 together with the reports of the Board's and Auditor's thereon. (Ordinary Resolution)			
2.	To appoint a director in place of Mr. Abhinav Choudhari (DIN: 03634672), who retires by rotation and being eligible, offers himself for re-appointment. (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 Mr. Shripal Choudhari (DIN: 00403872) as a Managing Director of the Company. (Ordinary Resolution)			
6.	Change in designation of Mrs. Anuradha Choudhari (DIN : 06794396) from Non-Executive Director to Whole Time Director of the Company (Ordinary Resolution)			
7.	Re-appointment of Mr. Narayan Modi (DIN: 06930593) as an Independent Director of the Company (Special Resolution)			
8.	Re-appointment of Mr. Akhilesh Poddar (DIN : 05117029) as an Independent Director of the Company. (Ordinary Resolution)			
9.	Adoption of new set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013 (Special Resolution)			
10.	Increase in borrowing limits from Rs. 50,00,00,000/- to Rs. 75,00,00,000/- (Special Resolution)			

Signed this ..... day of ..... 2016.

Signature of shareholder .....

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

**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.

Affix Revenue Stamp
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## BOARDS' REPORT

To,  
The Members,  
Emgee Cables and Communications Limited

The Board of Directors hereby submits the report of the business and operations of your Company along with the Audited Financial Statement for the financial Year ended 31<sup>st</sup> March, 2016.

### 1. FINANCIAL SUMMARY

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

(In Rs.)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Total Income	1,470,813,698/-	1,504,843,404/-
Total Expenditure	1,460,678,577/-	1,498,798,340/-
<b>Profit before taxes</b>	10,135,121/-	6,045,064/-
Less: Taxation	3,894,210/-	2,885,927/-
Deferred Tax	43,958/-	(15,67,705)/-
<b>Profit after Taxes</b>	6,196,953/-	4,726,842/-

### 2. PERFORMANCE REVIEW

The company is mainly engaged in the business of Manufacturing and Trading of wires and cables. The Net receipts from Operations during the year under review were Rs. 1,470,813,698/- as against Rs. 1,504,843,404/- in the previous year. The profit after tax is Rs. 6,196,953/- as against Rs. 4,726,842/- 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 also looking to upgrade/increase its capacity, for this the Company has installed new Plant & Machineries.

### 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 31<sup>st</sup> March, 2016, 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, 2016.

### 5. RESERVES

During the financial year 2015-16 the company has not proposed any amount to carry to the general reserve.

### 6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

### 7. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31<sup>st</sup> March, 2016.

### 8. SHARE CAPITAL

During the Financial year 2015-16, the Authorised Share Capital of the Company was increased and re-classified from Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 70,00,000 ( Seventy Lac) equity shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/- (Rupees Ten Only) each.

### 9. SPECIAL BUSINESS AND POSTAL BALLOT:

#### SPECIAL BUSINESS

1. With the applicability of Companies Act, 2013, most of the provisions in the articles of the company are not in

consonance with the extant rules and regulation, therefore the Board deems it fit and proper to adopt new set of Articles of Association of the Company, details pertaining to the same are chalked out in the notice of 29<sup>th</sup> AGM.

#### POSTAL BALLOT

During the year, the Company approached the shareholders twice through postal ballot, in September, 2015 and December, 2015. A snapshot of the voting results of the above-motivated Postal ballot is as follows:

Date of Postal ballot Notice : September 25, 2015      Voting Period : October 6, 2015 to November 4, 2015  
Date of Declaration of Results : November 9, 2015      Date of Approval : November 4, 2015

Name of the Resolution	Type of Resolution	No. of Votes polled	Vote caste in Favor		Vote Caste Against	
To borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 50,00,00,000 (Rs. Fifty Crores Only).	Special Resolution	2066900	2066900	100	0	0

Date of Postal ballot Notice : December 15, 2015      Voting Period : December 26, 2015 to January 25, 2016  
Date of Declaration of Results : January 27, 2016      Date of Approval : January 25, 2016

Name of the Resolution	Type of Resolution	No. of Votes polled	Vote caste in Favor		Vote Caste Against	
Increase and Reclassification of Authorized Share Capital Clause and alteration	Special Resolution	2130500	2130500	100	0	0
Alteration of Article 5 of Articles of Association	Special Resolution	2130500	2130500	100	0	0
Issue of Preference Shares	Special Resolution	58100	58100	100	0	0
Issue of Equity Shares	Special Resolution	2130500	2130500	100	0	0

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through postal ballot.

CS Manoj Maheshwari, Practicing Company Secretary was appointed as the Scrutinizer for carrying out the Postal Ballot process in fair and transparent manner. The e-voting facility was also made available in compliance with the applicable provisions of the Companies Act, 2013 and the Listing agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for postal ballot process.

#### 9. PREFERENTIAL ISSUE OF 10 (TEN) LAC EQUITY SHARES TO NON PROMOTERS

During the Financial year 2015-16, the Board of Directors of the Company at its meeting held on 8<sup>th</sup> February 2016 subsequent to the approval of the share holders through Postal Ballot which concluded on 27<sup>th</sup> January, 2016 and in principle approval of the stock exchange allotted 10,00,000 (Ten Lac) Equity Shares of Rs. 10/- each at par to Non Promoters on Preferential basis.

#### 10. STATEMENTS OF DEVIATION(S) OR VARIATIONS (S) UNDER REGULATION 32 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required under Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby state that there has been no deviation or variation in utilisation of issue proceeds and the entire fund raised from the above said issue has been utilised for the purpose for which they were raised.

#### 11. MANAGEMENT AND BOARD OF DIRECTORS

**Mr. Hirachand Choudhari** (DIN-00403806) Non-Executive Director of the Company retired by rotation in the 28<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September, 2015. The Board of Director's wish to place on record their sincere appreciation for contribution made by him, during his tenure as an director of the Company.

**Mrs. Anuradha Choudhari** (DIN-06794396), Non Executive Promoter Director, on recommendation of Nomination and Remuneration Committee is designated as Whole Time Director of the Company w.e.f. 1st June, 2016 to 31st May, 2019, liable to retire by rotation, subject to the shareholders approval on the terms and conditions as mentioned in the resolution in the Notice of 29<sup>th</sup> AGM.

**Mr. Narayan Modi** (DIN-06930593) was appointed as Non-Executive Independent Director on the Board of the Company in the 28<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September 2015 and resigned from the directorship of the Company w.e.f. 08<sup>th</sup> February, 2016. And he was again appointed as an Additional Director on the Board of the Company w.e.f. 01<sup>st</sup> May, 2016, and subject to the approval of the members at the 29<sup>th</sup> Annual General Meeting his appointment (for the second term) will be regularized as Non-Executive Independent Director on the terms and conditions as mentioned in the resolution in the Notice of 29<sup>th</sup> AGM.

**Mr. Prashant Poddar** (DIN-06717829) was appointed as an Additional Director on the Board of the Company w.e.f. 08<sup>th</sup> February, 2016 and resigned from the directorship of the Company w.e.f. 29<sup>th</sup> July, 2016. The Board of Director's wish to place on record their sincere appreciation for contribution made by him, during his tenure as an director of the Company.

**Mr. Arun Kumar Maheshwari** (DIN-06794401) Non Executive–Independent Director has resigned from the directorship of the Company w.e.f. 06<sup>th</sup> May, 2016. 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. Shripal Choudhari (DIN -00403872)** Managing director and CEO of the Company, on recommendation of Nomination and Remuneration Committee was re-appointed as Managing director and designated as Managing director and CEO of the Company w.e.f. 01<sup>st</sup> June, 2014 to 31<sup>st</sup> May, 2017, liable to retire by rotation, subject to the shareholders approval on the terms and conditions as mentioned in the resolution in the Notice of 29<sup>th</sup> AGM.

**Mr. Abhinav Choudhari** (DIN-03634672) 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 being eligible seeks re-appointment.

**Mr. Akhilesh Poddar** (DIN-05117029) was appointed as an Additional Director on the Board of the Company w.e.f. 29<sup>th</sup> July, 2016, and subject to the approval of the members at the 29<sup>th</sup> Annual General Meeting his appointment will be regularized as Non-Executive Independent Director on the terms and conditions as mentioned in the resolution in the Notice of 29<sup>th</sup> AGM.

**CS Prarthna Mehta** resigned from the post of the Company Secretary and Compliance officer of the Company w.e.f. 14<sup>th</sup> June, 2015. The Board places on record its appreciation for the services rendered by her during her tenure with the Company.

**CS Sulekha Jangid** was appointed as Company Secretary and Compliance officer of the Company w.e.f. 15<sup>th</sup> June, 2015

Due notices under section 160 of the Companies Act, 2013 have been received from Members of the Company proposing the appointment of Mr. Akhilesh Poddar and Mr. Narayan Modi as an Independent Directors of the Company at this Annual General Meeting.

The details of Directors being recommended for re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company.

Appropriate resolution(s) seeking your approval to the appointment/ re-appointment of Directors are also included in the Notice.

## 12. 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 2015-2016, the Board of Directors of the Company, met **10 (Ten)** times on 30.05.2015, 13.06.2015, 22.07.2015, 31.07.2015, 31.08.2015, 25.09.2015, 31.10.2015, 08.12.2015, 15.12.2015 and 08.02.2016.

## 13. DECLARATION BY INDEPENDENT DIRECTOR

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### 14. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

During the reporting financial year, a separate Meeting of the Independent Directors of the Company, was held on 06<sup>th</sup> February, 2016, at the Administrative Office of the Company whereat the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI(LODR) Regulations, 2015 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

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation Framework.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation all the directors and the board as a whole was conducted based on the criteria and framework adopted by the Board.

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.

At the conclusion of the evaluation exercise, the Members of the Board assessed that the Board as a whole together with each of its Committees was working effectively in performance of its key functions. The peer review concluded on the note that each of the individual directors was performing efficiently and effectively contributing to a well performing Board and shared a common vision to turning organization goals into reality.

#### 15. 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 adopted 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.

#### 16. 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**.

## 17. 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, Jaipur (FRN. 101610) were appointed as the cost auditors to conduct the audit of cost records of your company for the year ending 31st March, 2016.

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 2016-17. 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, 2016, will be submitted with 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 ( FRN:P1984RJ039200) were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the financial year 2015-16.

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 2016-17.

#### 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**.

With respect to the observations as stated in the Secretarial Audit Report, the Board of Directors, hereby submit the following:

- Members consent is sought for change in designation of Mrs. Anuradha Choudhari from Non-Executive to Whole Time Director w.e.f. 01 June, 2016 and ratification of payment made.
- Further the sitting fee paid to Independent Directors has been regularized from the financial year 2016-17, as per the provisions of Companies Act, 2013, and all other applicable rules, regulations etc.

Except mentioned herein above the Secretarial Audit Report for the financial year ended 31st March, 2016 is self explanatory and does not call for further explanation.

### 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 (FRN: 000971C) were appointed as the Internal Auditor of the Company to carry out the Internal Audit for the financial year 2015-16.

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 2016-17.

**Internal Audit Report**

The Internal Audit report for the financial year ended 31st March, 2016 is free from any qualification and self explanatory.

**18. AUDIT COMMITTEE**

The Audit Committee of the Board of Directors of the Company, comprises Three (3) Members as on 31<sup>st</sup> March, 2016, namely Shri Naresh Kumar Jain, Independent Non-Executive Director, Shri Arun Kumar Maheshwari, Independent Non-Executive Director and Shri Abhinav Choudhari, Non-Independent Non-Executive Director.

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

Shri Arun Kumar Maheshwari resigned from the directorship of the Company w.e.f. 06<sup>th</sup> May, 2016, in his place Mr. Narayan Modi included as member 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 are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

**VIGIL MECHANISM**

The Company has established a Whistle Blower Policy of the Company, which also incorporates a Vigil Mechanism in terms of the SEBI(LODR) 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. Also there were no whistle blower event reported during the period under review.

**19. 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**.

**20. 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. The code is available on the website of the Company [www.emgeecables.com](http://www.emgeecables.com)

**21. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all Business verticals, by way of presenting specific performance of Plant (based on predefined factory rating parameters), Product Category and Corporate Function from time to time. The entire Board including Independent Directors has access to Product Heads/ Factory Heads and other commercial/ technical staff, wherever required for informed decision making. Detailed agenda are sent well in advance to all the Directors in order for the Board to perform its function and fulfill its role effectively.

**22. 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.

The Board of Directors 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, and Interest Rate Risk, outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are key to business objectives.



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

The details in respect of Internal Financial Control Systems and their Adequacy are included in the Management Discussion and Analysis which form part of this report.

### 24. FIXED DEPOSITS

In the beginning of the Financial Year 2015-16, 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 2015-16.

### 25. 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.

### 26. 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.

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

The 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.

### 28. 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.

### 29. ENVIRONMENT & HEALTH AND SAFETY

Your Company is continuously working towards laying a strong foundation and creating a sustainable future for our Organization, our People and the Society as a whole. Here, Environment Health and Safety (EHS) management is a key pillar of our sustainable growth agenda. We are committed to lead and excel in all aspects of environmental stewardship, safety, health and social responsibility, always striving to provide safe and healthy work environment to our employees and efficient, safe and environmentally responsible products to our customers.

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.

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

The Information pertaining to 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.

**31. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion & Analysis Report forms part of this Annual Report.

**32. CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17 through 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V 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 Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Corporate Governance Report under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not form part of the Annual Report for the Financial Year 2015-16.

**33. 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, 2016, 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.

**34. 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 2016-17 had been duly paid.

Subsequent to the notification of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) during the year, the Company has entered into "**Uniform Listing Agreement**" with the BSE Limited where its securities are listed, in order to carry out a novation of the erstwhile Listing Agreement.

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

**35. 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.

JAIPUR, JULY 29, 2016

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

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

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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 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 members' 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 2015-16 :-

Name of Directors/Designation	Ratio
Mr. Shripal Choudhari (Managing Director and CEO)	4.15:1
Mrs. Anuradha Choudhari (Director)	3.46:1

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 2015-16:

Name of Directors & KMP	% Increase in remuneration
Mr. Shripal Choudhari (Managing Director and CEO)	NIL
Mrs. Anuradha Choudhari (Director)	NIL
Mr. Abhinav Choudhari (CFO)	NIL
Ms. Prarthna Mehta @ (Company Secretary)	NIL
Ms. Sulekha Jangid # (Company Secretary)	NIL

@Resigned w.e.f. 14.06.2015, #Appointed w.e.f. 15.06.2015

3. The percentage increase/decrease in the median remuneration of employees in the financial year 2015-16 :- decrease by 01.05%
4. The number of permanent employees on the rolls of company:- 39
5. The explanation on the relationship between average increase/decrease in remuneration and company performance:-  
- The Company's Profit is increased by 31.10% against average decrease in Salary of 01.05%.
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:- There is no change in remuneration of Key Managerial Personnel whereas Company's Profit is increased by 31.10%
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	31.03.2016	31.03.2015
Market Capitalisation	Rs. 06.49 Crores	Rs. 04.16 Crores
Price Earning Ratio	8.75	8.82

Market Rate as on 31.03.2016

Rate of Share at last Public Offer

% increase in share price over last public offer:

Rs. 12 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: - Decreased by 01.05%.

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

NIL

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 2015-16
Mr. Shripal Choudhari (Managing Director and CEO)	11.62%
Mr. Abhinav Choudhari (CFO)	11.62%
Mrs. Anuradha Choudhari (Director)	9.68%
Ms. Prarthna Mehta @ (Company Secretary)	0.61%
Ms. Sulekha Jangid # (Company Secretary)	2.34%

@Resigned w.e.f. 14.06.2015, #Appointed w.e.f. 15.06. 2015

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: The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

JAIPUR, JULY 29, 2016

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

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, 2016 ('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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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; (repealed w.e.f. 15<sup>th</sup> May, 2015)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time; **(Not applicable to the Company during the Audit Period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
    - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As informed, no other sector specific law is applicable to the Company.



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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd;

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper composition 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** 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, *except instances wherein the company has remunerated the non executive directors, independent directors of the Company for the financial year.*

**We further report that** during the audit period the company has:

1. Duly passed the resolutions under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, read with its applicable rules, as amended, by way of postal ballot and at the 28<sup>th</sup> annual general meeting of the company, respectively;
2. Increased and reclassified the authorised share capital of the company from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 70,00,000 (Seventy Lakh) equity shares of Rs. 10/-(Rupees Ten Only) each and 30,00,000 (Thirty Lakh) preference shares of Rs. 10/-(Rupees Ten Only) each and consequential alteration in Memorandum and Articles of Association of the Company, by way of postal ballot;
3. Obtained shareholders consent pertaining to preferential issue of 25,00,000 (Twenty Five Lakh) – 8% Cumulative Preference Shares of the Company aggregating to Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lakh Only) to the promoters of the Company and 10,00,000 (Ten Lakh) equity shares of the company aggregating to Rs. 1,00,00,000/- (Rupees One Crore Only) on preferential basis to non promoters, by way of postal ballot; and
4. Allotted 10,00,000 (Ten Lakh) equity shares of the company aggregating to Rs. 1,00,00,000/- (Rupees One Crore Only) on preferential basis to non promoters.

**FOR V.M. & ASSOCIATES**  
COMPANY SECRETARIES  
**CS MANOJ MAHESHWARI**  
PARTNER  
FCS NO.: 3355  
CP NO.: 1971

**JAIPUR, MAY 30, 2016**

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

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

Our report of even date is to be read along with this letter.

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

**FOR V.M. & ASSOCIATES**  
COMPANY SECRETARIES  
**CS MANOJ MAHESHWARI**  
PARTNER  
FCS NO.: 3355  
CP NO.: 1971

JAIPUR, MAY 30, 2016

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2016

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	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, Udhyog Vihar, Jaitpura, Jaipur-303704, 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	1001630	-	1001630	22.74	1008130	-	1008130	18.65	0.36
b) Central Govt. or State Govt	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	1062770	-	1062770	24.12	1062770	-	1062770	19.66	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A) (1)</b>	<b>2064400</b>	<b>-</b>	<b>2064400</b>	<b>46.86</b>	<b>2070900</b>	<b>-</b>	<b>2070900</b>	<b>38.31</b>	<b>0.36</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-

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) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>2064400</b>	-	<b>2064400</b>	<b>46.86</b>	<b>2070900</b>	-	<b>2070900</b>	<b>38.31</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	.92	-
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>	-	50000	50000	1.13	-	50000	50000	.92	-
<b>(2) Non Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies corporates									
i) Indian	272200	107400	379600	8.62	101100	34300	135400	2.50	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lacs	359700	280070	639770	14.52	325900	935800	1261700	23.41	4.52
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lacs	341400	604430	945830	21.47	1549500	16500	1566000	28.97	4.27
c) Others (specify)									
NRI/OCBS	58700	262200	320900	7.28	62000	254500	316500	5.85	0.05
Non Institutions	5000	-	5000	0.11	5000	-	5000	0.09	-
Clearing Member	-	-	-	-	-	-	-	-	-
Foreign National	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>1037000</b>	<b>1254100</b>	<b>2291100</b>	<b>52.01</b>	<b>2043500</b>	<b>1241100</b>	<b>3284600</b>	<b>60.75</b>	<b>8.84</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1037000</b>	<b>1304100</b>	<b>2341100</b>	<b>53.14</b>	<b>2043500</b>	<b>1291100</b>	<b>3334600</b>	<b>61.69</b>	<b>8.84</b>
<b>Total (A) + (B)</b>	<b>3101400</b>	<b>1304100</b>	<b>4405500</b>	<b>100</b>	<b>4114400</b>	<b>1291100</b>	<b>5405500</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>3101400</b>	<b>1304100</b>	<b>4405500</b>	<b>100</b>	<b>4114400</b>	<b>1291100</b>	<b>5405500</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 Choudhari	153000	3.47	0	153800	2.85	0	-0.62
2	Shripal Choudhari HUF	75000	1.70	0	75000	1.39	0	-0.31
3	Abhinav Choudhari	316330	7.18	0	316930	5.86	0	-5.68
4	Anuradha Choudhari	269300	6.11	0	275900	5.10	0	-1.01
5	Saloni Choudhari	83200	1.89	0	83200	1.54	0	-0.35
6	Prakash Kumar Banthia	69800	1.58	0	68300	1.26	0	-0.32
7	Kusum Banthia	35000	0.79	0	35000	0.65	0	-0.14
8.	HMS Investments (P) Ltd.	1062770	24.12	0	1062770	19.66	0	-4.46

**Note :** The change in % is a reflection of increase in paid-up capital due to allotment 10 (ten) lacs equity shares on Preferential basis to the Non promoters in the Board meeting held on 08<sup>th</sup> February, 2016.

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)****(A) Name of the Promoter:- SHRIPAL CHOUDHARI**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	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)	20.11.2015	800 (Purchase)			153800	3.49
3	At the end of the year			153800	2.85		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	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	1.39		

(C) Name of the Promoter:- **PRAKASH KUMAR BANTHIA**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			69800	1.58		
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)	18.12.2015 08.01.2016 05.02.2016 12.02.2016 04.03.2016	100 (Sale) 400 (Sale) 500 (Sale) 200 (Sale) 300 (Sale)			69700 69300 68800 68600 68300	1.58 1.57 1.56 1.55 1.55
3	At the end of the year			68300	1.26		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						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)	20.11.2015	6600 (Purchase)			275900	6.26
3	At the end of the year			275900	5.10		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			35000	0.79		
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			35000	0.65		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						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	1.54		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						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)	20.11.2015	600 (Purchase)			316930	7.19
3	At the end of the year			316930	5.86		

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

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						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	19.66		

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

S. No.	For each of the Top 10 Shareholders			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1.	<b>NARENDRA KUMAR SARDAR SINGH KARNAWAT</b>						
	At the beginning of the year			0	0		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	08.02.2016	5000000 (Preferential Allotment)			5000000	9.2498
	At the end of the year			<b>5000000</b>	<b>9.2498</b>		
2.	<b>BHARMAL LODHA</b>						
	At the beginning of the year			0	0		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	08.02.2016	5000000 (Preferential Allotment)			5000000	9.2498
	At the end of the year			<b>5000000</b>	<b>9.2498</b>		
3.	<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>1.8499</b>		
4.	<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)	04.12.2015	5000 (Sale)			86500	1.963
	At the end of the year			<b>86500</b>	<b>1.600</b>		
5.	<b>DEEPINDER SINGH POONIAN</b>						
	At the beginning of the year			82000	1.8613		
	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>82000</b>	<b>1.5169</b>		



S. No.	For each of the Top 10 Shareholders			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
6.	<b>NAVDISH REAL ESTATE PVT. 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>1.2025</b>		
7.	<b>FAROKH N PAVRI</b>						
	At the beginning of the year			60100	1.3642		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	24.04.2015 11.12.2015	300 (Purchase) 5000 (Sale)			60400 55400	1.3710 1.2575
	At the end of the year			55400	1.0248		
8.	<b>BABU LAL. J</b>						
	At the beginning of the year			1000	0.022		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	17.07.2015	50000 (Purchase)			51000	1.15
	At the end of the year			<b>51000</b>	<b>0.9434</b>		-
9.	<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>0.9249</b>		
10.	<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>0.9249</b>		

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

S. No.	For each of the Directors and KMP Shareholders			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1.	<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		
2.	<b>SHRIPAL CHOUDHARI</b>						
	At the beginning of the year			153000	3.47		
	Sale(-)/Purchase(+) during the Year	+800	20.11.2015			153800	3.49
	At the end of the year			<b>153800</b>	<b>2.85</b>		
3.	<b>ABHINAV CHOUDHARI</b>						
	At the beginning of the year			316330	7.18		
	Sale(-)/Purchase(+) during the Year	+600	20.11.2015			316930	7.19
	At the end of the year			<b>316930</b>	<b>5.86</b>		
4.	<b>ANURADHA CHOUDHARI</b>						
	At the beginning of the year			269300	6.11		
	Sale(-)/Purchase(+) during the Year	+6600	20.11.2015			275900	6.26
	At the end of the year			<b>275900</b>	<b>5.10</b>		
5.	<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		
6.	<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		
7.	<b>NARAYAN MODI @</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
8.	<b>PRASHANT PODDAR#</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
9.	<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		
10.	<b>CS SULEKHA JANGID \$</b>						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		

\*Resigned w.e.f. 30.09.2015

@Appointed w.e.f. 30.09.2015 &amp; resigned on 08.02.2016

#Appointed w.e.f. 08.02.2016

%Resigned w.e.f. 14.06.2015

\$ Appointed w.e.f. 15.06.2015

**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 Indebted- ness
<b>Indebtedness at the beginning 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>
<b>Change in Indebtedness during the financial year</b>				
• Addition	190.24	1393.43	Nil	1583.67
• Reduction	Nil	-805.49	Nil	-805.49
<b>Net Change</b>	<b>190.24</b>	<b>587.94</b>	<b>Nil</b>	<b>778.18</b>
<b>Indebtedness at the end of the financial year</b>			Nil	
i) Principal Amount	1579.04	1393.43	Nil	2972.47
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>1579.04</b>	<b>1393.43</b>	<b>Nil</b>	<b>2972.47</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 Nil Nil	7.20 Nil Nil
<b>2.</b>	Stock Option	Nil	Nil
<b>3.</b>	Sweat Equity	Nil	Nil
<b>4.</b>	Commission - as% of profit - others, specify...	Nil	Nil
<b>5.</b>	Others, please specify	Nil	Nil
	Total(A)	<b>7.20</b>	<b>7.20</b>
	Ceiling as per the Act	Rs. 3.1 Lac (being 5% of Net Profits of the Company calculated under Section 198 of the Companies Act 2013), however, approval of shareholders taken for remuneration of Rs. 1 Lac per month.	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Mr. Naresh Kumar Jain (ID)	Mr. Arun Kumar Maheshwari (ID)	Mr. Narayan Modi# (ID)	Mr. Prashant Poddar@ (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	5.26	0.78	Nil	-	-	-	6.04
	• Commission	Nil	Nil	Nil	Nil	-	-	-	-
	• Others, (salary)	Nil	Nil	Nil	Nil	-	-	-	-
	<b>Total (1)</b>	<b>Nil</b>	<b>5.26</b>	<b>0.78</b>	<b>Nil</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6.04</b>
2.	<b>Other Non Executive Directors (NED)</b>								
	• Fee for attending board committee meetings	-	-	-	-	Nil	Nil	Nil	Nil
	• Commission	-	-	-	-	Nil	Nil	Nil	Nil
	• Others, (salary)	-	-	-	-	Nil	Nil	6.00	6.00
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>Nil</b>	<b>Nil</b>	<b>6.00</b>	<b>6.00</b>
	<b>Total (B)=(1+2)</b>	<b>Nil</b>	<b>5.26</b>	<b>0.78</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>6.00</b>	<b>6.00</b>
	<b>Total Managerial Remuneration(A+B)</b>							13.20	
	Overall Ceiling as per the Act	Rs. 0.61 Lac, (being 1 % of Net Profit of the Company as calculated as under Section 198 of the Companies Act 2013).							

\*Retired from directorship w.e.f. 30.09.2015

#Appointed w.e.f. 30.09. 2015

@ Appointed as an Additional Directors w.e.f. 08.02.2016.

\$ Paid remunerations as CFO

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO*	Prarthna Mehta Company Secretary@	Sulekha Jangid Company Secretary#	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	0.38	1.45	7.20
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under sections 17(3) of the Income-tax Act, 1961	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
	<b>Total</b>		0.38	1.45	7.20

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

@Resigned w.e.f. 14.06.2015

#Appointed w.e.f. 15.06.2015

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

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

JAIPUR, JULY 29, 2016

<b>FOR AND ON BEHALF OF THE BOARD OF DIRECTORS</b> <b>(SHRIPAL CHOUDHARI)</b> MANAGING DIRECTOR & CEO DIN: 00403872	<b>(ABHINAV CHOUDHARI)</b> DIRECTOR DIN: 03634672
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**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.**

S.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.

S.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

JAIPUR, JULY 29, 2016

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

**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. The Company continues its endeavour to improve energy conservation and utilization. The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end.

- 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.

JAIPUR, JULY 29, 2016

<b>FOR AND ON BEHALF OF THE BOARD OF DIRECTORS</b>	
<b>(SHRIPAL CHOUDHARI)</b>	<b>(ABHINAV CHOUDHARI)</b>
MANAGING DIRECTOR & CEO	DIRECTOR
DIN: 00403872	DIN: 03634672

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## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENTS:

Among the top stories globally, is the resurgence and consistent bullishness of the Indian economy in future. The Company is in the business of wires and cables. The product is generally used item and demand is continuous. The Company product's quality is well known. The Company is maintaining its quality and price despite tough competition. Moreover, in view of Internet and Broadband penetration at larger level, the Industry is going to be benefited in terms of better volumes and realizations. The Company has also expanded its capacity by installing new machines and also developed new products.

### OUTLOOK ON OPPORTUNITIES:

The Company is looking for good Government tender which previously successfully handled by the Company. In view of internet, broadband penetration at larger level, the industry is going to be benefited in terms of better volumes and realizations. In the current age where the focus of all the Companies is to build a better brand image for itself, the Company needs to continue the good work in market for years to come, as there is cutthroat competition in the market. In this scenario, the principal of survival is perfectly valid because whoever tightens the grip on its customers will end up making a strong market base for itself. The Company is also focusing more on export business.

### OUTLOOK ON THREATS, RISKS AND CONCERNS:

The road ahead is challenging. It is difficult to pen-down the risks and uncertainties with certainty. The initiatives of the Company to provide good quality with competitive rates are expected to provide the necessary drive to meet the challenges and spot the growth opportunities. The raw product's prices and validity continues to be the main risk factor. Competition is also a key factor. The Company tries to overcome it by maintaining quality.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

EMGEE identifies a risk based internal audit scope and assesses the inherent risk in the processes and activities of the department within EMGEE and ensures that appropriate risk management limits, control mechanisms and mitigation strategies are in place. The Internal Auditors, via, their internal audit reports, make observations relating to the deficiencies /non-compliance of various audit areas and give suggestions /recommendations and control directives like periodic reconciliation, proper authorizations /approvals, processing controls, segregations of duties, maker – checker approach, etc. so as to mitigate the deficiencies and make the process, procedure, systems and functions more robust, accountable, reliable and compliant. The observations made by the Internal Auditors and the compliances thereof are placed before the Audit Committee.

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

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.



**FINANCIAL PERFORMANCE:****Balance Sheet**

The following table details out the balance sheet as on March 31, 2016(FY16) and March 31, 2015 (FY15):

Particulars	FY 16	FY15	%Change
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	540.55	440.55	23%
Reserves and surplus	1098.27	1036.3	6%
	<b>1638.82</b>	<b>1476.85</b>	<b>11%</b>
<b>Share application money pending allotment</b>	-	-	
<b>Non-current liabilities</b>			
Long-term borrowings	1511.96	-	1512%
Deferred tax liabilities (Net)	45.30	44.85	1%
	<b>1557.26</b>	<b>44.85</b>	<b>3372%</b>
<b>Current liabilities</b>			
Short-term borrowings	1442.46	2190.75	-34%
Trade payables	4305.07	2308.30	87%
Other current liabilities	265.90	87.56	204%
Short-term provisions	43.06	43.86	-2%
	<b>6056.49</b>	<b>4630.47</b>	<b>31%</b>
<b>TOTAL</b>	<b>9252.57</b>	<b>6152.17</b>	<b>50%</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
(i) Tangible assets	498.73	380.93	31%
(ii) Capital work-in-progress	-	-	-
Non-current investments	-	-	-
Long-term loans and advances	-	-	-
Other Non -current assets	0.79	0.88	-9%
	<b>499.52</b>	<b>381.81</b>	<b>31%</b>
<b>Current assets</b>			
Inventories	3054.18	1752.68	74%
Trade receivables	4380.33	3420.22	28%
Cash and cash equivalents	249.5	246.71	1%
Short-term loans and advances	1041.27	328.22	217%
Other current assets	27.77	22.53	23%
	<b>8753.05</b>	<b>5770.36</b>	<b>52%</b>
<b>TOTAL</b>	<b>9252.57</b>	<b>6152.17</b>	<b>50%</b>

**Share Capital**

During the FY16, the Authorised Share Capital the Company increased and re-classified from Rs. 5,00,00,00 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 70,00,000 ( Seventy Lac) equity shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/- (Rupees Ten Only) each out of which Subscribed & Paid-up Equity Share Capital of the Company is Rs. 5,40,55,000/-.

The Equity Share capital increased by 23% due to allotment of 10,00,000 (Ten Lac) Equity Shares of Rs. 10/- each at par to Non Promoters on Preferential basis.

#### Reserves and Surplus

The total reserves and surplus of the company increased by 6% in FY 16 as compared to FY 15, due to accumulation of profits made during the year.

#### Non-current liabilities

Long-term borrowings largely increased due to working capital requirement.

#### Non-current assets

Non-current assets grew by 31% due to investments in tangible assets.

The tangible assets (Net Block) in FY16 were Rs. 498.73 Lacs. During the FY16, the Company acquired certain fixed assets to ensure smooth business operations. The said tangible assets were purchased in the best interests of the Company.

#### Working Capital (Current assets less current liabilities)

Working capital increased from Rs. 1139.9 in FY15 to Rs. 2696.56 Lacs at the end of FY16 on account of higher level of Stock and Debtors.

#### Statement of Profit and Loss

The following table details out key components of statement of profit and loss for the fiscals ended March 31,2016(FY16) and March 31, 2015(FY15):

Particulars	FY 16	FY15	%Change
<b>Income:</b>			
Income from Operations	14683.53	15017.01	-2%
Other Income	24.59	31.43	-22%
<b>Total Income</b>	<b>14708.14</b>	<b>15048.43</b>	<b>-2%</b>
<b>Expenses:</b>			
Cost of materials consumed / Purchases of stock in trade/packages consumed/Change in inventories of finished goods work in progress and stock-in-trade	13216.65	13956.06	-5%
Employee benefits expense	80.82	81.51	-1%
Depreciation & Amortisation expense	63.75	67.19	-5%
Finance Costs	961.95	638.82	51%
Other Expenses	283.59	244.40	16%
<b>Total Expenses</b>	<b>14606.77</b>	<b>14987.98</b>	<b>-3%</b>
<b>Profit Before Taxes</b>	<b>101.35</b>	<b>60.45</b>	<b>68%</b>
<b>Tax Expenses</b>	<b>39.38</b>	<b>13.19</b>	<b>199%</b>
<b>Profit after Tax</b>	<b>61.96</b>	<b>47.26</b>	<b>31%</b>

#### Income from Operations

The Net Sales of the Company for the FY 2015-16 was Rs. 14683.53 Lacs compared to Rs. 15017.01 Lacs in the Previous Year. A reduction of 2% . it is mainly due to reduction in raw material prices. Though production has increased but there was reduction in terms of rupees.

#### Cost of Materials Consumed

The Material costs consist of consumption of raw materials, Purchase of stock in trade, packages consumed and change in inventories. In FY16 the Cost of Material Consumed decreased by 5%.

#### Employee Benefit Expenses

The Employee Benefit Expenses comprise of the following items:

- Salaries, wages and bonus etc.
- Contributions to provident fund and other funds
- Contributions towards gratuity provisions

- Staff Welfare expenses
- Directors Salary

The above expenses have decreased by 1% in FY16.

#### Other Expenses

This primarily includes Conversion Charges, Power and fuel, consumable stores, Cartage & Coolie, repairs and maintains of plant & machinery & factory building and other general overheads. Overall cost has grown by 16% in FY 16 as compared to FY 15. The expenses have increased mainly on account of growth in operations.

#### Depreciation and Amortization

During this fiscal, the depreciation and amortization decreased to Rs 63.75 Lacs from Rs 67.19 Lacs in FY 15. This decrease is on account of residual life of the assets.

#### Finance Costs

The finance cost has increased to Rs. 961.95 lacs in FY16 from Rs. 638.82 Lacs in FY15, largely due to increase in working capital borrowings.

#### Tax Expenses

Tax expenses for the fiscal stood at Rs. 38.50 Lacs in FY16 compared to Rs. 13.19 lacs in FY15.

#### Earnings Per Share

EPS (Diluted) for the year was at Rs. 1.37 as against Rs. 1.07 in the previous year.

#### LIQUIDITY:

Our primary liquidity requirements are to finance working capital requirements and funding capital expenditure. The financing need is met through a combination of internal accruals, longterm borrowings and short-term borrowings. A detailed cash flow statement forms part of the financial statements.

#### SEGMENT WISE REPORTING:

The Emgee has only one reportable business segment i.e. Manufacturing and Trading of Wires and Cables and hence does not have any reportable segment as per accounting Standard 17 on "Segment Reporting."

#### INFORMATION TECHNOLOGY:

The Emgee is committed to improving their operating systems, tools and procedures in order to become more efficient and effective.

#### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

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.

The employee relations scenario was also satisfactory during the year.

As at March 31, 2016 the Company Employed 39 employees.

#### CAUTIONARY STATEMENT:

Statements made in this report describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates; changes in the Government regulations; tax laws and other statutes and incidental factors.

JAIPUR, JULY 29, 2016

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

## 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 & Communications Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's responsibility for the 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. 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.

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

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

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations on its financial position in its financial statements;
  - ii. The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred 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)  
**(AKASH JAIN)**  
 PARTNER  
 M.NO.079052

JAIPUR, MAY 30, 2016

### ANNEXURE A TO THE AUDITORS’ REPORT

**Annexure referred to in our report of even date to the members of Emgee Cables & Communications Limited on the accounts for the year ended 31<sup>st</sup> March 2016**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All these fixed assets have been physically verified by the management at reasonable intervals and there is a regular program for such verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c.) Company does not own any immovable property.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, inventory of the company has been physically verified by the management at reasonable intervals. No material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in register maintained under Section 189 of the Companies Act, 2013. Accordingly relevant clause (iii) a to (iii) c are not applicable.
- (iv) Company has not provided/made any loans, investments, guarantees and securities under the provisions of section 185 and 186 of the companies act 2013.
- (v) The company has not accepted deposits from the public and hence the provisions of section 73 to 76 and any other relevant provisions of the companies act or any other directives of RBI are not applicable to the Company.
- (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 company has maintained the prescribed accounts and records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities though there has been delays in few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (b) There are no disputed statutory dues which have not been deposited on account of matters pending before appropriate authorities.
- (viii) The Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management the money raised by the company by way of initial public offer or further public offer (including debt instruments) and term loans during the year have been utilized for the purpose for which those were raised.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, and based on our examination of the records of the company all transactions with the related parties are in compliance with section 177 and 188 of the companies act 2013 where applicable and the details, required by the applicable accounting standards, have been disclosed in the financial statements.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of 10.00 lacs equity shares during the year. Company has complied with the requirements of the Section 42 of the companies act 2013 for the preferential allotment and the amount raised have been used for the purpose for which the funds have been raised.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

JAIPUR, MAY 30, 2016

**FOR P.S.D. & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(FIRM'S REGN. NO.:004501C)  
**(AKASH JAIN)**  
PARTNER  
M.NO.079052

### **Annexure - B to the Auditors' Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Emgee Cables & Communications Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :-

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

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

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

**Opinion**

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

JAIPUR, MAY 30, 2016

**FOR P.S.D. & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(FIRM'S REGN. NO.:004501C)  
**(AKASH JAIN)**  
PARTNER  
M.NO.079052

**BALANCE SHEET AS AT 31.03.2016**

Particulars	Note No.	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	<b>1</b>	54,055,000	44,055,000
(b) Reserves and surplus	<b>2</b>	109,826,910	103,629,957
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	<b>3</b>	151,195,954	-
(b) Deferred tax liabilities (Net)		4,529,759	4,485,801
<b>3 Current liabilities</b>			
(a) Short-term borrowings	<b>4</b>	144,246,489	219,074,649
(b) Trade payables		430,506,711	230,829,673
(c) Other current liabilities	<b>5</b>	26,589,774	8,755,934
(d) Short-term provisions	<b>6</b>	4,306,347	4,385,820
<b>TOTAL</b>		<b>925,256,944</b>	<b>615,216,834</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	<b>7</b>		
(i) Tangible assets		49,872,696	38,092,572
(ii) Capital work-in-progress		-	-
(b) Non-current investments		-	-
(c) Long-term loans and advances		-	-
(d) Other Non-current assets	<b>8</b>	78,600	88,600
<b>2 Current assets</b>			
(a) Inventories		305,418,205	175,267,911
(b) Trade receivables	<b>9</b>	438,033,264	342,021,713
(c) Cash and cash equivalents	<b>10</b>	24,949,786	24,671,367
(d) Short-term loans and advances	<b>11</b>	104,126,918	32,822,388
(e) Other current assets	<b>12</b>	2,777,475	2,252,283
<b>TOTAL</b>		<b>925,256,944</b>	<b>615,216,834</b>

Significant Accounting Policies

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Notes on Financial Statements

"1-20"

As per our attached Report of even date

**FOR P.S.D. & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 (FIRM REGN. NO. 004501C)  
**AKASH JAIN**  
 PARTNER  
 M. NO. 079052  
 JAIPUR, MAY 30, 2016

**FOR EMGEE CABLES & COMMUNICATIONS LIMITED.**  
**SHRIPAL CHOUDHARI**      **ABHINAV CHOUDHARI**      **SULEKHA JANGID**  
 MANAGING DIRECTOR & CEO      DIRECTOR & CFO      COMPANY  
 DIN: 00403872      DIN: 03634672      SECRETARY



**STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31.03.2016**

Particulars	Refer Note No.	For the Year ended 31 <sup>st</sup> March 2016	For the Year ended 31 <sup>st</sup> March 2015
I. Revenue From Operation	13	1,631,610,568	1,611,337,692
Less:Excise Duty		163,256,800	109,637,175
		<b>1,468,353,768</b>	<b>1,501,700,517</b>
II. Other income	14	2,459,930	3,142,887
<b>III. Total Revenue</b>		<b>1,470,813,698</b>	<b>1,504,843,404</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	15	1,375,405,477	1,365,017,530
Purchases Goods		74,170,922	49,020,244
Packages consumed		9,136,677	6,489,244
Changes in Inventories	16	(137,047,106)	(24,920,570)
Employee benefits expense	17	8,081,886	8,151,189
Finance cost	18	96,195,712	63,881,759
Depreciation and amortization expense		6,375,515	6,719,361
Other expenses	19	28,359,494	24,439,583
<b>Total expenses</b>		<b>1,460,678,577</b>	<b>1,498,798,340</b>
<b>V. Profit before exceptional and extraordinary items and tax</b>		<b>10,135,121</b>	<b>6,045,064</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax</b>		<b>10,135,121</b>	<b>6,045,064</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax</b>		<b>10,135,121</b>	<b>6,045,064</b>
X Tax expense:			
(1) Current tax		3,894,210	2,885,927
(2) Deferred tax		43,958	(1,567,705)
<b>XI Profit (Loss) for the period</b>		<b>6,196,953</b>	<b>4,726,842</b>
<b>XII Earnings per equity share:</b>			
(1) Basic		1.37	1.07
(2) Diluted		1.37	1.07
Face Value Per Share		10	10

Significant Accounting Policies

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Notes on Financial Statements

"1-20"

As per our attached Report of even date

**FOR P.S.D. & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 (FIRM REGN. NO. 004501C)  
**AKASH JAIN**  
 PARTNER  
 M. NO. 079052  
**JAIPUR, MAY 30, 2016**

**FOR EMGEE CABLES & COMMUNICATIONS LIMITED.**  
**SHRIPAL CHOUDHARI**      **ABHINAV CHOUDHARI**      **SULEKHA JANGID**  
 MANAGING DIRECTOR & CEO      DIRECTOR & CFO      COMPANY  
 DIN: 00403872      DIN: 03634672      SECRETARY

**NOTES TO THE FINANCIAL STATEMENTS****NOTE 1**

Share Capital	As at 31 March 2016		As at 31 March 2015	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
70,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10/- each	7,000,000	70,000,000	5,000,000	50,000,000
30,00,000 (Previous Year "NIL") 8% Cumulative Preference Shares of Rs.10/- each	3,000,000	30,000,000	-	-
<b>Issued</b>				
54,50,000 (Previous Year 44,50,000) Equity Shares of Rs.10/- each	5,450,000	54,500,000	4,450,000	44,500,000
<b>Subscribed &amp; Paid up</b>				
54,05,500 (Previous year 44,05,500) Equity Shares of Rs. 10/- each fully paid	5,405,500	54,055,000	4,405,500	44,055,000
<b>Total</b>	<b>5,405,500</b>	<b>54,055,000</b>	<b>4,405,500</b>	<b>44,055,000</b>

Note :- 1 During the year company has increased and reclassified the Authorised Share Capital the Company. Authorised share capital of the company has been increased and re-classified from Rs. 5,00,00,00 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 70,00,000 ( Seventy Lac) equity shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/- (Rupees Ten Only) each.

2. During the year company has made allotment of 10,00,000 (Ten Lac) equity shares at par to Non Promoters on Preferential basis.

3. The Company has only one class of equity shares having a par value of Rs. 10/- per share (previous year Rs.10/- per share). Each holder of equity shares is entitled to one vote per share.

**Reconciliation of the shares outstanding at the beginning and at the end of the year**

Particulars	As at 31 March 2016		As at 31 March 2015	
	No of Shares	Amount (Rs in Lacs)	No of Shares	Amount (Rs in Lacs)
At the beginning of the year	4,405,500	44,055,000	4,405,500	44,055,000
Add: Equity shares issued during the Year	1,000,000	10,000,000	0	0
Shares at the closing of the year	5,405,500	54,055,000	4,405,500	44,055,000

**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	275,900	5.10	269,300	6.11
2 ABHINAV CHOUDHARI	316,930	5.86	316,330	7.18
3. H M S INVESTMENTS PVT. LTD.	1,062,770	19.66	1,062,770	24.12
4. NARENDRAKUMAR SARDARSINGH KARNAWAT	500,000	9.25	0	0.00
5. BHARMAL LODHA	500,000	9.25	0	0.00

<b>NOTE 2</b>		(in Rs.)	
<b>Reserves &amp; Surplus</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>	
<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 Allowance(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	1,709,553	2,089,970	
(+) Current Year Transfer			
(-) Written Back in Current Year		380,417	
Closing Balance	<b>1,709,553</b>	<b>1,709,553</b>	
<b>E. Revaluation Reserve</b>			
Opening Balance		1,517,734	
(+) Current Year Transfer			
(-) Written Back in Current Year		1,517,734	
Closing Balance	-	-	
<b>F. Surplus</b>			
Opening balance	34,389,404	29,662,562	
(+) Net Profit/(Net Loss) For the current year	6,196,953	4,726,842	
(+) Transfer from Reserves	-	-	
(-) Proposed Dividends	-	-	
(-) Interim Dividends	-	-	
(-) Transfer to Reserves	-	-	
Closing Balance	<b>40,586,357</b>	<b>34,389,404</b>	
<b>Total</b>	<b>109,826,910</b>	<b>103,629,957</b>	
<b>NOTE 3</b>			
<b>Long Term Borrowings</b>			
<b>Secured</b>			
<b>(A) Term loans</b>			
Term Loan from Dena Bank	955,121	-	
Term Loan from Others	12,324,419	-	
<b>Unsecured</b>			
<b>(A) Other Term loans</b>	137,916,414	-	
<b>Total</b>	<b>151,195,954</b>	-	
<b>NOTE 4</b>			
<b>Short Term Borrowings</b>			
<b>Secured</b>			
<b>(a) Loans repayable on demand</b>			
i) Overdraft from Banks*	144,246,489	138,525,964	

		(in Rs.)	
		As at 31 March 2016	As at 31 March 2015
<b>Unsecured</b>			
ii) Loans and advances from related parties		-	80,548,685
<b>Total</b>		<b>144,246,489</b>	<b>219,074,649</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****a) Current maturities of long-term Borrowing**

i) From Dena Bank

379,152

351,697

ii) From Others

1,427,469

**b) Advance From Customers**

2,053,615

2,075,797

**c) Statutory Liabilities**

3,604,177

1,220,604

**d) Other Liabilities**

19,125,364

5,107,839

**Total****26,589,774****8,755,934****NOTE 6****Short Term Provisions**

(A) Provision for employee benefits

Gratuity

1,612,507

1,499,893

Provision for Income Tax

2,693,840

2,885,927

**Total****4,306,347****4,385,820****NOTE 7**

Fixed Assets	Gross Block			Accumulated Depreciation					Set off from reserve S & Surplus	Net Block	
	Balance as at 01.04.15	Additions	Disposals	Balance as at 31.03.16	Balance as at 01.04.15	Depreciation charged for the year	Accumulated Depreciation on disposal	Balance as at 31.03.16		Balance as at 31.03.16	Balance as at 31.03.15
	Rs.	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	5,837,850	1,207,217	-	7,045,067	-	4,730,682	5,937,899
Office Buildings	2,416,350	-	-	2,416,350	890,528	72,129	-	962,657	-	1,453,693	1,525,822
Leasehold Property - Land	1,022,000	-	-	1,022,000	289,044	10,323	-	299,367	-	722,633	732,956
Electric Installation	1,666,605	-	-	1,666,605	1,313,417	183,449	-	1,496,866	-	169,739	353,188
Plant & Equipment	62,653,842	16,334,758	-	78,988,600	39,535,641	3,345,749	-	42,881,390	-	36,107,210	23,118,201
Furniture and Fixtures	2,256,238	-	-	2,256,238	1,452,405	466,784	-	1,919,189	-	337,049	803,833
Office Equipment	1,900,476	158,427	-	2,058,903	1,577,682	124,046	-	1,701,728	-	357,175	322,794
Transport Equipment	8,066,062	2,469,234	1,642,926	8,892,370	4,992,166	632,943	640,706	4,984,403	-	3,907,967	3,073,896
Computer	2,740,033	146,322	-	2,886,355	2,662,424	67,153	-	2,729,577	-	156,778	77,609
Laboratory Equipment	6,199,308	49,120	-	6,248,428	4,981,017	265,722	-	5,246,739	-	1,001,689	1,218,291
Borewell & Sprinkler	56,762	-	-	56,762	53,924	-	-	53,924	-	2,838	2,838
<b>Total A</b>	<b>101,678,670</b>	<b>19,157,861</b>	<b>1,642,926</b>	<b>119,193,605</b>	<b>63,586,098</b>	<b>6,375,515</b>	<b>640,706</b>	<b>69,320,907</b>	<b>-</b>	<b>49,872,698</b>	<b>38,092,572</b>
<b>Total B</b>	<b>100,637,628</b>	<b>1,041,042</b>		<b>101,678,670</b>	<b>54,968,586</b>	<b>6,719,361</b>		<b>61,687,947</b>	<b>1,898,151</b>	<b>38,092,572</b>	<b>45,669,042</b>

**NOTE 8** (in Rs.)

<b>Other Non - Current Assets</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
Prepaid Expenses	2,500	12,500
Toshali Resorts-Time Shares	76,100	76,100
<b>Total</b>	<b>78,600</b>	<b>88,600</b>

**NOTE 9****Trade Receivables (Unsecured but considered good by Management)**Trade receivables outstanding for a period **less than six months** from the date they are due for payment

Secured, considered good	-	-
Unsecured, considered good	424,213,142	310,661,760
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	<b>424,213,142</b>	<b>310,661,760</b>

Trade receivables outstanding for a **period exceeding six months** from the date they are due for payment

Secured, considered good	-	-
Unsecured, considered good	13,820,122	31,359,953
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	<b>13,820,122</b>	<b>31,359,953</b>

<b>Total</b>	<b>438,033,264</b>	<b>342,021,713</b>
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**NOTE 10**

<b>Cash and cash equivalents</b>	<b>As at 31 March 2016</b>		<b>As at 31 March 2015</b>	
	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>
<b>A. Balances with Banks</b>		23,212,550		23,348,064
Current Deposit A/c	215,192		13,977	
Bank deposits with more than 12 months maturity	22,997,358		23,334,087	
<b>B. Cash in Hand</b>		1,737,236		1,323,303
Cash in Hand	1,737,236		1,323,303	
<b>Total</b>		<b>24,949,786</b>		<b>24,671,367</b>

**NOTE 11**

(in Rs.)

<b>Short-term loans and advances</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
<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>	<b>-</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	220,403	200,000
Balances with Excise, Customs, Port Trust etc.	12,060,175	2,309,157
Security Deposits	2,425,941	2,342,941
Prepaid Expenses	205,978	233,187
Advances for Capital Goods	10,347,629	224,633

	(in Rs.)	
	As at 31 March 2016	As at 31 March 2015
Advance for Expenses	123,376	85,261
Advances to Suppliers	250,604	17,350,750
Advance tax & TDS	4,611,687	4,503,164
Other Accounts Receivable	73,881,130	5,573,300
Less: Provision for doubtful loans and advances	-	-
<b>Total(B)</b>	<b>104,126,918</b>	<b>32,822,388</b>
<b>Total(A+B)</b>	<b>104,126,918</b>	<b>32,822,388</b>
<b>NOTE 12</b>		
<b>Other Current Assets</b>		
Int accrued on bank deposits	2,545,642	2,020,450
Other Current Assets	231,833	231,833
<b>Total</b>	<b>2,777,475</b>	<b>2,252,283</b>
<b>NOTE 13</b>		(in Rs.)
<b>Particulars</b>	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Sale of products</b>		
Sale of Goods	1,586,230,847	1,568,945,921
Export Sales	45,379,721	42,391,771
Less :- Excise Duty	163,256,800	109,637,175
<b>Total</b>	<b>1,468,353,768</b>	<b>1,501,700,517</b>
<b>NOTE 14</b>		
Other Income	2,459,930	3,142,887
Project/Interest/ Draw Back etc.		
<b>Total</b>	<b>2,459,930</b>	<b>3,142,887</b>
<b>NOTE 15</b>		
<b>Cost of materials consumed</b>		
Opening Stock	14,083,641	28,287,294
Add:-Purchases	1,367,783,152	1,350,813,877
Less:-Closing Stock	6,461,316	14,083,641
<b>Total</b>	<b>1,375,405,477</b>	<b>1,365,017,530</b>
<b>NOTE 16</b>		
<b>Changes in inventories of finished goods and work-in-progress</b>		
<b>A. Closing Stock</b>		
Stock in Process	273,410,581	44,379,601
Finished Products	20,977,281	112,867,101
Scrap	2,821,062	2,915,116
<b>TOTAL CLOSING STOCK</b>	<b>297,208,924</b>	<b>160,161,818</b>
<b>B. Opening 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 OPENING STOCK</b>	<b>160,161,818</b>	<b>135,241,248</b>
<b>CHANGE (B-A)</b>	<b>(137,047,106)</b>	<b>(24,920,570)</b>

Particulars	(in Rs.)	
	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>NOTE 17</b>		
<b>Employee Benefits Expense</b>		
Salaries,Wages,Bonus etc.	5,821,729	5,879,648
Contributions to PF & Other Funds		
-Provident fund And ESI	742,203	687,606
-Gratuity	112,614	119,178
Staff welfare expenses	85,340	24,757
Director's Salary	1,320,000	1,440,000
<b>Total</b>	<b>8,081,886</b>	<b>8,151,189</b>
<b>NOTE 18</b>		
Interest on Secured & Unsecured loans	84,261,035	54,288,065
Bank Charges	11,934,677	9,593,694
<b>Total</b>	<b>96,195,712</b>	<b>63,881,759</b>
<b>NOTE 19</b>		
<b>Other Expenses</b>		
Conversion Charges	4,413,913	6,005,547
Power & Fuel	6,420,787	5,003,600
Consumable Stores	1,093,922	992,391
Cartage & Coolie	464,622	798,574
Service Tax	208	2,225
Repairs and Maintenance:		
i) Plant & Machinery	1,291,430	1,376,150
(ii) Factory Building	-	7,180
Printing & Stationery	230,730	258,172
Travelling & Conveyance	828,500	380,033
Director's Travelling	1,065,373	714,308
Telecommunication & Postage	455,134	416,391
Rent Rates & Taxes	78,083	77,140
Legal Expenses	61,700	100,000
Professional Expenses	895,156	309,444
Electricity & Water	360,030	310,867
General Repairs & Maintenance	511,275	485,046
Insurance Expenses	489,735	409,523
Membership & Subscription	211,974	134,935
Books & Periodicals	24,943	-
Auditor's Remuneration	86,410	28,090
Advertisement Publicity & Sales Promotion	814,898	825,338
Licence Fees & Expenses	361,961	235,855
Packing & Forwarding	1,166,410	1,342,817
Discount Commission & Service charges	888,818	1,245,367
Misc. Expenses	2,494,682	937,079
Filing Fees	523,226	22,290
Technical Consultancy	1,843,763	1,453,196
Loss on Sales of Assets	402,220	-
Balance written off (Net)	-	2
Cig. & Forwarding Expenses of Export	798,744	568,023
Exchange difference	80,847	-
<b>Total</b>	<b>28,359,494</b>	<b>24,439,583</b>

**NOTE 20****SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:****1.) SIGNIFICANT ACCOUNTING POLICIES:**

The financial statements of the Company have been prepared and presented in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply with all material respects with the accounting standards specified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except for the change in accounting policy explained below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

**2.) Fixed Assets and Depreciation:**

- i) Tangible assets are carried at historical cost less depreciation/amortization.
- ii) Depreciation on all fixed assets is provided on straight line method at the rates prescribed under schedule II to the Companies Act 2013. Depreciation on addition to/deductions from fixed assets during the year is charged on pro-rata basis from/up to the month in which the asset is available for use/disposed.
- iii) Leasehold land has been written off over the period of lease.

**3.) Impairment of assets:**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An Impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

**4.) 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.**5.) Inventories:** Inventories are valued as follows:

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

**6.) Foreign Currency Transactions**

- i) Initial recognition: Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.
- ii) Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.
- iii) Exchange differences: Exchange differences arising on conversion/ settlement of foreign currency monetary items are recognised as income or expense in the year in which they arise.

**7.) Employee Benefits:** Employee benefits, inter-alia includes provident fund, gratuity, bonus and ESI.

- i) Company's contribution paid/payable during the year to Provident Fund, ESI is recognized in the statement of Profit and Loss account.
- ii) Company is making provision for gratuity payable to employees

**8.) Revenue Recognition:**

Sale of goods Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Sales are recorded net of returns and trade discount. The Company collects sales tax and value added tax (VAT) on behalf of the Government and, therefore, these are excluded from revenue. Excise duty is deducted from revenue (gross) to arrive at revenue from operations (net).



**9) Earnings Per Share:**

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

**10). Taxes on Income:**

- i). Current Tax: Current income tax is measured at the amount expected to be paid to taxation authorities in accordance with the Income Tax Act, 1961 enacted in India by using tax rates and the tax laws that are enacted at the reporting date.
- ii). Deferred Tax: Deferred income tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws those are enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**11) Provisions and Contingent Liabilities:**

**Provisions:** A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**Contingent liabilities:** A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**12) Cash and Cash Equivalents:**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand.

**13). Cash flow statement is prepared in accordance with the indirect method prescribed in Accounting standard (AS) 3 on 'Cash Flow Statement'.****(B) ADDITIONAL EXPLANATORY 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.970.00 Lacs).
  - ii) Outstanding Inland/Foreign Letter of Credits amounting to Rs.964.85 Lacs (Previous Year Rs. 950.00 Lacs)
- 2 Provision has been made for Gratuity to employees amounting to Rs. 112,614/-
  - 3 Loans and advances and book debts are considered good.
  - 4 There is regular system of reconciliation of Debit and Credit balances appearing under Sundry Debtors, Loans and Advances and Sundry Creditors and the same was being done on regular intervals and is an ongoing process.
  - 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 197 of the Companies Act 2013.  
 10 Other Advances includes Rs. NIL due from Director (Previous year Rs. NIL Lacs).  
 11 During the current year deferred tax liability/Deferred Tax Assets has been calculated as under:

(Amount in Rs.)

Particulars	As at 31.03.2016	As at 31.03.2015		
<b>Deferred Tax Liability</b>				
On account of Difference in rates and method of Depreciation on Fixed Assets	(5,028,024)	(4,485,801)		
Total Deferred Tax Liability	(5,028,024)	(4,485,801)		
<b>Deferred Tax Asset</b>				
On account of expenditure charged to P & L but allowed for tax purpose on payment basis	498,265	0		
<b>Net Deferred Tax Liability</b>	<b>Total</b> <b>(4,529,759)</b>	<b>(4,485,801)</b>		
<b>12 Remuneration and prerequisites to Directors:</b>				
Salaries	1,320,000	1,440,000		
House Accommodation	-	-		
<b>13 Remuneration paid to Statutory Auditors:</b>				
Statutory Audit & Tax Audit Fees ( including service tax)	57,250	28,090		
	<u>57,250</u>	<u>28,090</u>		
<b>14 RAW-MATERIALS CONSUMED:</b>				
	Qty (MT)	Value (Rs)	Qty (MT)	Value (Rs)
Copper	3,263.158	1,304,080,105	1,815.448	918,049,701
Polymer	712.504	62,523,867	563.799	59,598,696
Others	52.185	6,769,769	51.820	7,160,935
<b>15 Value of Imported and Indigenous Raw-materials, Stores &amp; Spares and Consumables consumed during the year:</b>				
	% age	Value	% age	Value
<b>A) RAW-MATERIALS:</b>				
i) Imported	1.11	15,295,325	0.00	-
ii) Indigenous	98.89	1,360,110,152	100.00	1,365,017,530
<b>B) STORES, SPARES AND CONSUMABLES:</b>				
i) Imported	-	-	-	-
ii) Indigenous	90.05	2,148,094	100.00	2,360,141
<b>C) VALUE OF IMPORT ON CIF BASIS:</b>				
i) Raw-Materials		15,295,325		Nil
ii) Capital Goods (Plant & Machinery)		Nil		Nil

	2015-2016	2014-2015
<b>16 EXPENDITURE IN FOREIGN CURRENCY:</b>		
Directors Travelling Expenses	143,859	EURO 2,731
Membership & Subscription	-	-
Travelling Expenses	103,710	NIL
<b>17 EARNING IN FOREIGN EXCHANGE:</b>		
FOB value of Goods exported	49,426,484	42,391,771
<b>18 Remittance of Foreign Currency on account of Dividends remitted to Non-Residential Shareholders:</b>	NIL	NIL
<b>19 Earning per Shares:</b>		
a) Profit (Loss) After Tax - Rs.	6,196,953	4,726,842
b) Weighted average No. of Equity Shares	4,536,452	4,405,500
c) Nominal value of Shares - Rs. 10/-		
d) Basic earning per Equity Shares - Rs.	1.37	1.07
<b>20 Segmental Reporting:</b> 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.		

**21 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	Remuneration
2	H M S Investments Pvt. Ltd.	Common Director	14,209,042	Purchase
			31,30,92,945	Sales

SIGNATURE TO THE SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PARTS OF ACCOUNTS  
In terms of our report of even date

**FOR P.S.D. & ASSOCIATES**

CHARTERED ACCOUNTANTS  
(FIRM REGN. NO. 004501C)

**AKASH JAIN**

PARTNER

M. NO. 079052

JAIPUR, MAY 30, 2016

**FOR EMGEE CABLES & COMMUNICATIONS LIMITED.**

**SHRIPAL CHOUDHARI**  
MANAGING DIRECTOR & CEO

DIN: 00403872

**ABHINAV CHOUDHARI**  
DIRECTOR & CFO

DIN: 03634672

**SULEKHA JANGID**  
COMPANY

SECRETARY

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

<b>1) Registration Details</b>		
Registrations Nos.		State Code
3 9 1 8		1 7
Balance Sheet Date		
31 03 16		
Date Month Year		
<b>2) Capital raised during the Year (Amount in Rs. Thousands)</b>		
Public Issue		Right Issue
-		-
Bonus Issue		Private Placement
-		10,000
<b>3) Position of Mobilisation and Deployment of funds (Amount in Rs. Thousands)</b>		
<b>Total Liabilities</b>		<b>Total Assets</b>
9 2 5 2 5 7		9 2 5 2 5 7
<b>Sources of Funds</b>		
Paid up Capital		Reserve & Surplus
5 4 0 5 5		1 0 9 8 2 6
Secured Loans		Unsecured Loans
1 5 7 9 0 5		1 3 9 3 4 4
Deferred Tax		
4 5 2 9		
<b>Application of Funds</b>		Investments
Net Fixed Assets		-
4 9 8 7 2		
Net current Assets		Misc. Expenditure
3 9 6 7 1 7		-
Accumulated Losses/ Profit		
<b>4) Performance of Company (Amount in Thousands)</b>		
Turnover		Total Expenditure
1 4 6 8 3 5 4		1 4 6 0 6 7 8
Profit/Loss before Tax		Profit After Tax
1 0 1 3 5		6 1 9 7
Earning per Share (in Rs.)		Dividend %
1.37		-
<b>5) Generic Names of Three principal products/services of Company (as per monetary terms)</b>		
Item Code No. (ITC Code)		8 5 4 4 1 1 . 0 0
Product Description		W I N D I N G W I R E
Item Code No. (ITC Code)		8 5 4 4 2 0 . 0 0
Product Description		C O - A X I A L C A B L E S
Item Code No. (ITC Code)		7 4 0 8 1 1 . 0 0
Product Description		C O P P E R W I R E

**FOR P.S.D. & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 (FIRM REGN. NO. 004501C)  
**AKASH JAIN**  
 PARTNER  
 M. NO. 079052  
**JAIPUR, MAY 30, 2016**

**FOR EMGEE CABLES & COMMUNICATIONS LIMITED.**  
**SHRIPAL CHOUDHARI**      **ABHINAV CHOUDHARI**      **SULEKHA JANGID**  
 MANAGING DIRECTOR & CEO      DIRECTOR & CFO      COMPANY  
 DIN: 00403872      DIN: 03634672      SECRETARY

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(Rs. in Lacs)

PARTICULARS	31.03.2016	31.03.2015
<b>A. Cash Flow from Operating Activities</b>		
Net profit before tax	10,135,121	6,045,064
<b>Adjustment for :</b>		
Depreciation	6,375,515	6,719,361
Interest Expenses	96,195,712	63,881,759
Interest Income	(2,459,930)	(3,142,887)
(profit) / loss on sale / discard of fixed assets	402,220	0
<b>Operating profit before working capital changes</b>	<b>110,648,638</b>	<b>73,503,297</b>
<b>Adjustment for :</b>		
Increase/(Decrease) in Sundry Creditors	199,677,038	22,007,086
Increase/(Decrease) in Other Liabilities	17,754,367	(1,404,969)
(Increase)/Decrease in inventories	(130,150,294)	(10,731,648)
(Increase)/Decrease in Debtors	(96,011,551)	13,640,120
(Increase)/Decrease in short term advances	(71,304,530)	4,753,325
(Increase)/Decrease in Other Current Assets	(515,190)	472,082
	<b>(80,550,160)</b>	<b>28,735,996</b>
<b>Cash generated from operations</b>	30,098,478	102,239,293
Direct taxes paid	(3,894,210)	(2,885,927)
<b>Net cash from operating activities (A)</b>	<b>26,204,268</b>	<b>99,353,366</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of fixed assets	(19,157,861)	(1,041,042)
Sale of fixed assets	600,000	0
Interest income	2,459,930	3,142,887
Deposit Given		
<b>Net cash used in investing activities (B)</b>	<b>(16,097,931)</b>	<b>2,101,845</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from long term & other borrowings	156,916,479	7,699,040
Repayment of long term & other borrowings	(80,548,685)	(42,362,094)
Share capital + premium	10,000,000	0
Interest expense	(96,195,712)	(63,881,759)
<b>Net cash from / (used in) financing activities (C)</b>	<b>(9,827,918)</b>	<b>(98,544,813)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	278,419	2,910,398
Cash and Cash Equivalents at the beginning of the year	24,671,367	21,760,969
Cash and Cash Equivalents at the end of the year	24,949,786	24,671,367
	24,949,786	24,671,367

**Note:** Cash and Cash Equivalents represent cash & bank balance and fixed deposits with banks.

FOR P.S.D. &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

(FIRM REGN. NO. 004501C)

**AKASH JAIN**

PARTNER

M. NO. 079052

JAIPUR, MAY 30, 2016

FOR EMGEE CABLES &amp; COMMUNICATIONS LIMITED.

**SHRIPAL CHOUDHARI**

MANAGING DIRECTOR &amp; CEO

DIN: 00403872

**ABHINAV CHOUDHARI**

DIRECTOR &amp; CFO

DIN: 03634672

**SULEKHA JANGID**

COMPANY

SECRETARY

**BOOK-POST**  
PRINTED MATTER

If Undelivered Please Return to :

**EMGEE**

CABLES AND COMMUNICATIONS LTD.

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

Telephone : +91-141-3240104-05, 3277104