



G.R. CABLES LIMITED

36, Santosh Nagar, Mehdiapatnam, Hyderabad - 500 028, Telangana, India
Telefax: 040-23513456



To,

Date: 07.12.2020

BSE Limited
P. J. Towers, Dalal Street
Mumbai - 400 001

Dear Sir/ Madam,

Sub: Annual report for the year 2019-20

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) 2015

With reference to the subject cited, please find enclosed Annual report of the Company for the year 2019-20 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as sent to the shareholders for the ensuing AGM to be held on 30.12.2020.

This is for the information and records of the exchange, please.

Thanking you.

Yours faithfully,
For G.R.Cables Limited

G V B R Reddy
Whole-time Director
(DIN: 01498279)



Encl. as above

G.R. CABLES LIMITED

BOARD OF DIRECTORS

Mr. G. R Reddy(DIN:01046466)

Mr. G V B R Reddy(DIN-01498279)

**Mr. S R Govindarajan(DIN-00826169)

Mr. A. Ranganayakulu(DIN-03436445)

Mrs. Lakshmi Sri Kadumuri(DIN-08377908)

Mrs. Beena Naidu Pushpala(DIN-03292924)

*Mrs. Chilukuri Mariamma(DIN-01956024)

(Resigned w.e.f.17.04.2020)

(Expire of tenure w.e.f. 30.09.2020)

- Chairman and Managing Director
- Whole-time Director
- Independent Director
- Independent Director
- Independent Director
- Independent Director
- Nominee Director (APIDC)

Audit Committee

Mr. A. Ranganayakulu - Chairman

Mr. G. Raghava Reddy - Member

Mrs. Beena Naidu Pushpala - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. A. Ranganayakulu - Chairman

Mrs. Beena Naidu Pushpala - Member

Mrs. Lakshmi Sri Kadumuri - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. A. Ranganayakulu - Chairman

Mrs. Beena Naidu Pushpala - Member

Mrs. Lakshmi Sri Kadumuri - Member

Risk Management Committee

Mr. G.R. Reddy - Chairman

Mr. A.Ranganayakulu – Member

Mr. P. Ramesh Babu - Member

CHIEF FINANCIAL OFFICER

Mr. Renuka Rao Chinta

REGISTRARS & SHARE TRANSFER AGENTS

Bigshare Services Private Limited 306,
3rd Floor, Right wing, Amruthaville,
Opp.Yasoda Hospitals, Raj Bhavan Road,
Somajiguda, Hyderabad-500082.

STATUTORY AUDITORS

M/s. TRM & Associates

Chartered Accountants

Flat No.4, IV Floor, Navneet Villa Apts,

#3-6-521/A, Himayat Nagar,

Hyderabad - 500 004

Company Secretary And Compliance Officer

Ms. Haritha Varanasi

(Resigned w.e.f 20.08.2020)

Bankers

Bank of Baroda

Registered office

36, Santosh Nagar,

Mehdipatnam,

Hyderabad - 500 028

CIN: L31300TG1992PLC013772

EMAIL: grcablesltd@gmail.com

LISTED AT : BSE Limited

ISIN : INE769B01010

WEBSITE : www.grcables.com

INVESTOR

E-MAIL ID : grcablesltd@gmail.com

G.R. CABLES LIMITED

NOTICE

Notice is hereby given that the 29th Annual General Meeting of G R Cables Limited will be held on Wednesday, the 30th Day of December, 2020 at 11:00 A.M. The Santosh Mutually Aided Co-operative Housing Society, H. No. 12-2-823/A/25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdipatnam, Hyderabad - 500 028 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2020 together with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mr. G V B R Reddy (DIN 01498279), who retires by rotation being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. G V B R Reddy (DIN 01498279) as Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015, pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. G V B R Reddy as Whole-time Director of the Company for a further term of 5 years till 14.09.2025 without any remuneration as earlier and with the following perquisites.

- i. Provision for use of chauffer driven car
- ii. Company shall provide Telephone or reimburse telephone expense at residence for local and distance official calls.

"FURTHER RESOLVED THAT any of the Directors of the Board be and is hereby authorised to do all such steps as may be necessary, proper and expedient to give effect to this resolution."

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4. Re-appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and Schedule IV and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) whose current period of office expired on 29th September, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September, 2020 up to 29th September, 2025."

"FURTHER RESOLVED THAT any of the Directors of the Board be and is hereby authorised to do all such steps as may be necessary, proper and expedient to give effect to this resolution."

For and behalf of the Board of
For **G.R.Cables Limited**

Place: Hyderabad
Date: 04.12.2020

Sd/-
G. R. Reddy
Chairman & Managing Director

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they

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have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
15. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id.

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16. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from cut off date being 05.12.2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(I) In case of members receiving e-mail:

- i. The voting period begins on 27.12.2020 at 9.00 A.M. and ends on 29.12.2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.12.2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
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">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.
	<ul style="list-style-type: none">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.
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">" 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 (IV).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN.

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- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.

(II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- A. Please follow all steps from sl. no. (ii) To sl. no. (xvii) Above, to cast vote.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- B. The voting period begins on 27.12.2020 at 9.00 A.M. and ends on 29.12.2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23.12.2020

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may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
18. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. K.V. Chalama Reddy, Practicing Company Secretaries, bearing C.P. Number 5451 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and the same shall be communicated to the BSE Limited.
21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

For and behalf of the Board
GR Cables Limited

Date: 04.12.2020
Place: Hyderabad

G. R. Reddy
Chairman & Managing Director

EXPLANATORY STATEMENT

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

ITEM NO: 3

Mr. G V B R Reddy was appointed as Whole-time Director of the Company for a period of 5 years and his tenure of appointment ended in August 2020. The Board of Directors, taking into consideration the recommendations of Nomination and Remuneration Committee, has re-appointed Mr. G V B R Reddy as whole-time Director for a further period of 5 years up to 14th September 2025.

The Company has received from Mr. G V B R Reddy consent to act as Whole-time Director and intimation in Form DIR-8 in terms of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.

The Company seeks approval of the members by way of Ordinary Resolution in terms of Section 196, 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder for the re-appointment of Mr. G V B R Reddy as Whole-time Director of the Company liable to retire by rotation.

None of the Directors and Key Managerial Personnel except Mr. G Raghava Reddy, Chairman & Managing Director and their relatives are concerned or interested in the above resolution.

ITEM NO: 4

Mr. Ranganayakulu Annavaram (DIN 03436445) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2015 to 29th September, 2020 at the 24th Annual General Meeting held on 30th September 2015.

Mr. Ranganayakulu Annavaram's term as an Independent Director of the Company ended on 29.09.2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ranganayakulu Annavaram being eligible and offering himself for re-appointment as an Independent Director for five consecutive years for a term up to 29th September 2025. The Company has received a notice from a member under Section 160 of the Companies Act 2013 for appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) for the office of Director in Independent category.

In the opinion of the Board, Mr. Ranganayakulu Annavaram fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ranganayakulu Annavaram as an Independent Director.

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Accordingly the Board of Directors recommends the passing of the above Resolution as Special Resolution set out in the item no. 4 of the notice for appointment of Mr. Ranganayakulu Annavaram.

Save and except Mr. Ranganayakulu Annavaram Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Name of the Director	Mr. G V B R Reddy	Mr.Ranganayakulu Annavaram
Date of Birth	05-12-1971	01-07-1936
Qualification	BE (Polymer Science Engineering)	B. Tech (Mech.)
Expertise in specific functional areas	Has over 27 years of experience in the area of polymer engineering.	Technical
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board	-	-
Shareholding of non-executive Directors.	-	-
No. of Shares held in the Company	592931	-
Inter se relationship with any Director	Son of Mr. G. R. Reddy, Chairman and Managing Director of the Company.	-

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DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Directors' Report and the Audited Statement of Accounts of the Company for the Financial Year ended 31st March 2020.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS STATE OF AFFAIRS:

The performance of the Company during the year has been as under:

Particulars	(Rs. In Lakhs)	
	2019-2020	2018-2019
Total Revenue from operations	0.00	0.00
Total Expenses	19.95	16.59
Profit/(Loss) Before Tax	(19.95)	(16.59)
Less: Taxation		
a) Current Tax	-	-
a. Deferred Tax	-	-
Profit / (Loss) After Tax	(19.95)	(16.59)
Other Comprehensive Income	(4.26)	-
Total profit/(Loss) for the period	(24.21)	(16.59)
Earning per Equity Share- Basic & Diluted (in Rs.)	(0.08)	(0.06)

REVIEW OF OPERATIONS:

During the year under review, there were no operations and the Company has incurred loss of Rs. 24.21 lakhs against loss of Rs. 16.59 lakhs during the previous financial year 2018-19.

PERFORMANCE AND FUTURE OUTLOOK

The management is exploring various options to raise the required funds to make the Company operational.

IMPACT OF COVID-19 ON THE OPERATIONS OF THE COMPANY

Since the operations are paused, the company is not impacted by the Covid-19 in any manner.

CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

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RESERVES

During the year your Company has not transferred any amount to General Reserve Account on account of losses.

SHARE CAPITAL

Authorized Share Capital: During the year under review, there was no change in authorized share capital of the Company. Authorized share capital of the company as on March 31, 2020 was Rs.34,00,00,000, comprising of 3,40,00,000 equity shares of Rs.10 each.

Paid-up Share Capital: During the year under review, there was no change in paid up share capital of the Company. Paid up share capital of the company as on March 31, 2020 was Rs.28,89,48,610, comprising of 2,88,94,861 equity shares of Rs.10/- each.

ISSUE OF SHARES

During the year under review, the Company has not issued any shares.

DIVIDEND

Considering the losses incurred by the Company during the year, your Directors have decided not to recommend dividend for the year.

UNPAID / UNCLAIMED DIVIDEND

There is no amount of dividend lying the unpaid or unclaimed dividend account of the Company.

SHARES TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND

No shares were transferred to the Investor Education and Protection Fund during the year under review.

MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no major material changes and commitments affecting the financial position of the Company after the end of the financial year and up to date of this report.

BOARD MEETINGS:

The Board of Directors duly met Five (5) times during the year under review. The dates on which the meetings were held are 30.05.2019, 14.08.2019, 31.08.2019, 14.11.2019, 12.02.2020.

APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS / CEO/ CFO AND KEY MANAGERIAL PERSONNEL:

- ♦ Mr. G V B R Reddy is being re-appointed as whole-time Director and Mr. A Ranganayakulu is being re-appointed as Independent Director of the

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Company. The Board of Directors at its meeting held on 15.09.2020 has approved the re-appointment of Mr. G V B R Reddy as whole-time Director and Mr. A Ranganayakulu is being re-appointed as Independent Director and seeks approval of the members of the Company, resolution and explanatory statement of which is included the notice of the Annual General Meeting.

Resignation of Directors:

- ◆ Mrs. Chilukuri Mariamma, Nominee Director of APIDC has resigned from the Board of the Company w.e.f. 14.04.2020.
- ◆ Mr. S R Govindarajan, have completed their tenure of 5 years as Independent Directors and have not opted for re-appointment and as a result, Mr. S R Govindarajan cease to be Independent Directors of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received declarations from the independent directors to the effect that they have complied with the Code of Conduct of Independent Directors as prescribed in Schedule IV of the Companies Act, 2013.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the Directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2019-2020 are also disclosed on the Company's website.

PROFICIENCY OF DIRECTORS

The Company is making efforts in the process of registration of Independent Directors with the Indian Institute of Corporate Affairs. All the Independent Directors except Mr. A Ranganayakulu and Mr. S R Govinda Rajan who are exempted from appearing the proficiency test, shall undertake the test as prescribed.

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POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015.

In accordance with Section 178(3) of the Companies Act, 2013, Clause 49 (IV) (B) of the Listing Agreement and Regulation 19(4) of SEBI (LODR) Regulations, 2015, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is attached as an Annexure to the Corporate Governance Report.

NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

BOARD EVALUATION

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board.

The criteria for performance evaluation is based on the parameters like attendance and participation at the meetings of the Board and Committees thereof, contribution to strategic decision making, review of financial statements, business performance.

The evaluation of Board of Directors is performed by the Board after seeking all the inputs from the Directors and the Board Committees by seeking inputs from the Committee members.

The performance evaluation of the individual directors is done by the Nomination and Remuneration Committee.

The performance evaluation of non-independent directors, the Board as a whole and the Chairman is done by a separate meeting of Independent directors after taking inputs from the Executive directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(C) and 134(5) of the Companies Act, 2013 and on the basis of explanation given by the executives of the Company and subject to disclosures in the Annual Accounts of the Company from time to time, we state as under:

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1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgment 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 or loss of the Company for that period;
3. That 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;
4. That the Directors have prepared the annual accounts on a going concern basis;
5. That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is a part of this Annual Report in enclosed as Annexure- I.

STATUTORY AUDITORS:

M/s. TRM & Associates & Co., Chartered Accountants (Firm Registration No.009224S) were appointed as Statutory Auditors of your Company to hold office from the conclusion of the 27th AGM held in the year 2018, until the conclusion of the 32nd AGM to be held in the year 2023. Accordingly, M/s. TRM & Associates & Co, Chartered Accountants, Statutory Auditors of the Company will continue till the conclusion of Annual General Meeting to be held in 2023.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditors u/s 143(12).

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DISCLOSURE ABOUT COST AUDIT:

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of The Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Cost Audit is not applicable to the Company.

SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, the Board has appointed Ms. Aakanksha, Practicing Company Secretaries to undertake Secretarial Audit of the Company for financial year ending 31.03.2020. The report of the Secretarial Auditor is enclosed herewith vide Annexure- II of this Report.

QUALIFICATIONS IN AUDIT REPORTS:

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended 31st March, 2020 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in the coming years.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report for the year ended 31st March, 2020 on the Compliances according to the provisions of Section 204 of the Companies Act 2013, and the comments of Board on observations in the Secretarial Audit Report are detailed below:

S.No.Regulation	Non-Compliance
1. Regulation 6 of SBI (LODR) Regulations, 2015	The Company has not appointed Company Secretary during the period from 01.04.2019 to 30.08.2019
2. Regulation 13(3) of SBI (LODR) Regulations, 2015	Investor Grievance Report was not submitted to the exchange for the quarter ended 30.06.2019
3. Regulation 14 of SBI (LODR) Regulations, 2015	Non-Payment of Annual Listing Fees for Financial Year 2019-20

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4.	Regulation 23(9) of SBI (LODR) Regulations, 2015	Non-Submission of Half Yearly disclosures on Related Party Transactions for the Half-Year ended 31.03.2019
5.	Regulation 24A of SBI (LODR) Regulations, 2015	There was delay in submitting Annual Secretarial Compliance Report for Financial Year ended 31.03.2019
6.	Regulation 27(2) of SBI (LODR) Regulations, 2015	Delay in submitting Corporate Governance Report for Quarter ended 30.06.2019.
7.	Regulation 29(1)(b) of SBI (LODR) Regulations, 2015	The Company has not made prior intimation of Board meeting held on 14.08.2019 for considering the Quarterly results for the Quarter ended 30.06.2019.
8.	Regulation 31(1) (b) of SBI (LODR) Regulations, 2015	There was delay in submitting the shareholding pattern with the Exchange for the quarter ended 30th June 2019.
9.	Regulation 31 (1) (2) of SBI (LODR) Regulations, 2015	Non-maintenance of 100% of promoter shareholding in dematerialized form. Promoter's shareholding is dematerialized only to the extent of 72.81%.
10.	Regulation 44(3) of SBI (LODR) Regulations, 2015	There was delay in submitting the Voting Results of 28th Annual general Meeting held on 30.09.2019.
11.	Regulation 46 of SBI (LODR) Regulations, 2015	The company doesn't have a functional website.
12.	Regulation 47(1)(a) of SBI (LODR) Regulations, 2015	The Company has not published the notice of the meeting of Board of Directors where Quarterly results were considered.
13.	Regulation 47(1)(b) of SBI (LODR) Regulations, 2015	The Company has not published the Financial Results
14.	SEBI Circular HO/DDHS/CIR/P/2018/144 DATED NOVEMBER 26, 2018- Disclosure of Large Corporate	Delay in submission of Initial Disclosure whether Company is considered as a Large Corporate or not.

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15. Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Delay in submission of Reconciliation Share Capital Audit Report under Regulation 76 for Quarter ended 30.06.2019.
16. Sub-Clause C Clause 4 of the Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 Insider Trading Regulations	Company has not intimated to the Exchange in regard to Closure of Trading window for Quarter ended 30.06.2019
17. Section 138 and other sections of Companies Act, 2013	Non- appointment Internal Auditor and there was delay in filling few forms with Registrar of Companies.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given loans, Guarantees or made any investments during the year which attracts the provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

All related party transactions were placed before the Audit Committee/Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature.

None of the Directors have any pecuniary relationship or transactions with the Company, except payments made to them in the form of remuneration, rent, sitting fees and interest on unsecured loans.

The Company has not entered into any contracts/arrangements with related parties referred to Section 188(1) of the Companies Act, 2013 including certain arm length transaction during the year and details of the related party transactions disclosed herewith in Form AOC-2 in Annexure- III

CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth of the Company to be Rs.500 crore or more; or (b) turnover of the company to be Rs.1,000 crore or more; or (c) net profit of the company to be Rs.5 crore or more. As the Company

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does not fall under any of the threshold limits given above, the provisions of section 135 are not applicable to the Company.

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

During the year under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

During the year under review, the Company does not have any subsidiaries, joint ventures or associate Companies.

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there were no operations and hence, requirement of disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo doesn't arise.

COMMITTEES:

(I). AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of SEBI (LODR) Regulations with the Stock Exchanges read with Section 177 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(II). NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of SEBI (LODR) Regulations with the Stock Exchanges read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(III). STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations with the Stock Exchanges read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LO&DR) Regulations, 2015, a vigil Mechanism for Directors and employees to report genuine concerns has been established. It also provides for necessary safeguards for protection against victimization for whistle blowing in good faith.

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Vigil Mechanism Policy has been established by the Company for Directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LO&DR) Regulations, 2015. The same has been placed on the website of the Company.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec 73, 74 & 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS / REGULATORS / TRIBUNALS:

There are no significant and material orders passed by the regulators /courts that would impact the going concern status of the Company and its future operations.

DISCLOSURE OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

INSURANCE:

The properties and assets of your Company are adequately insured.

CREDIT & GUARANTEE FACILITIES:

The Company has not availed any Working Capital facilities and Term Loan from Banks during the year under review.

STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report since the company is not paying any remuneration to the Managing Directors, Whole time directors and other independent directors during the year.

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There are no employees whose particulars need to be furnished pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

During the year NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has implemented all of its major stipulations as applicable to the Company. As stipulated under Regulation 34 read with schedule V of SEBI (LODR) Regulations, 2015, a report on Corporate Governance duly audited is appended as Annexure- IV for information of the Members. A requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to the SEBI (LODR) Regulation appended as Annexure- V for information of the Members.

POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website www.grcables.com. The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

ENVIRONMENTS AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking utmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

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

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The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees are covered under this policy. During the year 2019-2020, there were no complaints received by the Committee.

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and Amended Regulations 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website www.grcables.com.

SECRETARIAL STANDARDS

The Company is in compliance with the applicable secretarial standards.

EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016.

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

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FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company.

CEO/ CFO CERTIFICATION:

The Managing Director and CFO certification of the financial statements for the year 2019-2020 is annexed in this Annual Report.

ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company for their continued support for the growth of the Company.

For and on behalf of the Board
G R Cables Limited

Sd/-

G R Reddy

Chairman & Managing Director
DIN: 01046466

Place: Hyderabad
Date: 04.12.2020

FORM NO. MGT - 9**EXTRACT OF ANNUAL RETURN****as on the Financial Year ended on 31st March, 2020**

[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	L31300TG1992PLC013772
ii) Registration Date	29-01-1992
iii) Name of the Company	G.R.Cables Limited
iv) Category / Sub-Category of the Company	Company having Share Capital
v) Address of the Registered office and contact details	36, Santosh Nagar Mehdipatnam Hyderabad -500028
vi) Whether Listed Company	Yes
vii) Name, Address and Contact details of Registrar and Share Transfer Agent, if any	Bigshare Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana

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	--	--	--

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
	NA	NA	NA	NA	NA

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Sl. No.	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	Demat	Physical	Total		% of Total Shares
A.	Promoters								
	(1) Indian								
	a) Individual / HUJF	3118214	1164000	4282214	3118214	1164000	4282214	14.82	
	b) Central Govt	--	--	--	--	--	--	--	
	c) State Govt (s)	--	--	--	--	--	--	--	
	d) Bodies Corp	--	--	--	--	--	--	--	
	e) Banks / FI's	--	--	--	--	--	--	--	
	f) Any Other	--	--	--	--	--	--	--	
	Sub Total (A) (1)	3118214	1164000	4282214	3118214	1164000	4282214	14.82	
	(2) Foreign	--	--	--	--	--	--	--	
	a) NRI - Individuals	--	--	--	--	--	--	--	
	b) Other -Individuals	--	--	--	--	--	--	--	
	c) Bodies Corporate	--	--	--	--	--	--	--	
	d) Banks / FI	--	--	--	--	--	--	--	
	e) Any Other	--	--	--	--	--	--	--	
	Sub Total (A) (2)	--	--	--	--	--	--	--	
	Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	3118214	1164000	4282214	3118214	1164000	4282214	14.82	
								14.82	
								--	

Sl. No.	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	Public Shareholding									-
1	Institutions									
	a) Mutual Funds	--	--	--	--	--	--	--	--	--
	b) Banks / FI	1175	700	1875	0.01	1175	700	1875	0.01	--
	c) Central Govt	900000	--	900000	3.11	900000	--	900000	3.11	--
	d) State Govt (s)	--	--	--	--	--	--	--	--	--
	e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
	f) Insurance Companies	--	--	--	--	--	--	--	--	--
	g) FIIs	--	--	--	--	--	--	--	--	--
	h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
	i) Mutual Funds	--	4600	4600	0.02	--	4600	4600	0.02	--
	j) Others	--	--	--	--	--	--	--	--	--
	Sub Total (B) (1)	901175	5300	906475	3.14	901175	5300	906475	3.14	--

Sl. No.	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
2.	Non- Institutions								
	a) Bodies Corporate								
	i) Indian	846478	66500	912978	3.16	745441	66500	811941	2.81 (0.35)
	ii) Overseas	--	--	--	--	--	--	--	--
	b) Individuals								
i)	Individual Share holders holding nominal share capital up to Rs.1 Lakh	12485743	1995804	14481547	50.12	12519047	1990804	14509851	50.22 0.10
ii)	Individual Share holders holding nominal share capital in excess of Rs.1 Lakh	6579099	506500	7085599	24.52	6649874	506500	7156374	24.77 0.25
	c) Others	1172348	53700	1226048	4.24	1174306	53700	1228006	4.24 --
	i) HUF	661565	--	661565	2.29	659115		659115	2.28 (0.001)
	ii) Clearing members	56315	--	56315	0.19	59619	--	59619	0.20 0.01
	iii) Non-Resident Indian (NRI)	453468	53700	507168	1.76	454472	53700	508172	1.76 --
	iv) Trust	1000	--	1000	--	1100	--	1100	-- --

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Sl. No.	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	
	Sub Total (B) (2)	21083668	2622504	23706172	82.04	21088668	2617504	23706172	82.04	--
	Total Public Share holding (B) = (B)(1) + (B) (2)	21984843	2627804	24612647	85.18	21989843	2622804	24612647	85.18	--
C.	SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	--	--	--	--	--	--	--	--	--
	GRAND TOTAL (A+B+C)	25103057	3791804	28894861	100	25108057	3786804	28894861	100	--

ii) Shareholding of Promoters

Sl. No.	Category of Shareholders	Shareholding at the beginning of the year(as on 01-04-2019)		Shareholding at the end of the year (as on 31-03-2020)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	G Raghava Reddy	1132000	3.92	1132000	3.92	--	--
2	G V B Ranga Reddy	592931	2.05	592931	2.05	--	--
3	D Subbarami Reddy	191578	0.66	191578	0.66	--	--
4	G Sireesha	19800	0.07	19800	0.07	--	--
5	Domegunta Varija	13200	0.05	13200	0.05	--	--
6	D Kalyan Kumar Reddy	286100	0.99	286100	0.99	--	--
7	R Sreenath Reddy	331500	1.15	331500	1.15	--	--
8	A M Reddy	80900	0.28	80900	0.28	--	--
9	Purna chander Rao	109400	0.38	109400	0.38	--	--
10	Aruna Bikkasani	109400	0.38	109400	0.38	--	--
11	Suman Raju	62500	0.22	62500	0.22	--	--
12	Sireesha L Raju	62500	0.22	62500	0.22	--	--
13	Alluri Raju	62500	0.22	62500	0.22	--	--

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Sl. No.	Category of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share in holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
14	Shanker Lakshman	31200	0.11	--	31200	0.11		--
15	Seetharami Reddy R	74000	0.26	--	74000	0.26		--
16	Puli Gopal Reddy	19500	0.07	--	19500	0.07		--
17	Sreejyanthi Yalamanchilli	78100	0.27	--	78100	0.27		--
18	Rajya Lakshmi Vasireddy	78100	0.27	--	78100	0.27		--
19	Gopal Reddy Gade	78200	0.27	--	78200	0.27		--
20	Adishesha B Reddy	125500	0.43	--	125500	0.43		--
21	Narsinga Rao	323300	1.12	--	323300	1.12		--
22	G C Ranga Reddy	32500	0.11	--	32500	0.11		--
23	G Mallikarjuna Reddy	8000	0.03	--	8000	0.03		--
24	Eswaramma R	257600	0.89	--	257600	0.89		--
25	D Rajeswari	81800	0.28	--	81800	0.28		--
26	Pabhathi Vijaya Reddy	40105	0.14	--	40105	0.14		--
	Total	4282214	14.82	--	4282214	14.82		--

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(iii) Change in Promoters' Shareholding:

Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	G Raghava Reddy				
At the beginning of the Year		1132000	3.92	1132000	3.92
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				1132000	3.92
Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2	G V B Ranga Reddy				
At the beginning of the Year		592931	2.05	592931	2.05
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				592931	2.05
Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
3	D Subbarami Reddy				
At the beginning of the Year		191578	0.66	191578	0.66
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				191578	0.66

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
4	G Sireesha				
At the beginning of the Year		19800	0.07	19800	0.07
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				19800	0.07

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
5	Domegunta Varija				
At the beginning of the Year		13200	0.05	13200	0.05
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				13200	0.05

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
6	D Kalyan Kumar Reddy				
At the beginning of the Year		286100	0.99	286100	0.99
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				286100	0.99

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
7	R Sreenath Reddy				
At the beginning of the Year		331500	1.15	331500	1.15
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				331500	1.15

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
8	A M Reddy				
At the beginning of the Year		80900	0.28	80900	0.28
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				80900	0.28

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
9	Purna chander Rao				
At the beginning of the Year		190400	0.38	190400	0.38
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				190400	0.38

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
10	Aruna Bikkasani				
At the beginning of the Year		109400	0.38	109400	0.38
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				109400	0.38

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
11	Suman Raju				
At the beginning of the Year		62500	0.22	62500	0.22
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				62500	0.22

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
12	Sireesha L Raju				
At the beginning of the Year		62500	0.22	62500	0.22
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				62500	0.22

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
13	Alluri Raju				
At the beginning of the Year		62500	0.22	62500	0.22
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				62500	0.22

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
14	Shanker Lakshman				
At the beginning of the Year		31200	0.11	31200	0.11
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				31200	0.11

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
15	Seetharami Reddy R				
At the beginning of the Year		74000	0.26	74000	0.26
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				74000	0.26

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
16	Puli Gopal Reddy				
At the beginning of the Year		19500	0.07	19500	0.07
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				19500	0.07

Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
17	Sreejayanthi Yalamanchili				
At the beginning of the Year		78100	0.27	78100	0.27
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				78100	0.27

Sl. No	Share holder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
18	Rajya Lakshmi Vasireddy				
At the beginning of the Year		78100	0.27	78100	0.27
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				78100	0.27

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
19	Gopal Reddy Gade				
At the beginning of the Year		78200	0.27	78200	0.27
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				78200	0.27

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
20	Adishesha B Reddy				
At the beginning of the Year		125500	0.43	125500	0.43
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				125500	0.43

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
21	Narsinga Rao				
At the beginning of the Year		323300	1.12	323300	1.12
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.,):					
At the End of the year				323300	1.12

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
22	G C Ranga Reddy				
At the beginning of the Year		32500	0.11	32500	0.11
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				32500	0.11

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
23	G Mallikarjuna Reddy				
At the beginning of the Year		8000	0.03	8000	0.03
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				8000	0.03

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
24	Eswaramma R				
At the beginning of the Year		257600	0.89	257600	0.89
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				257600	0.89

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Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
25	D Rajeswari				
At the beginning of the Year		81800	0.28	81800	0.28
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				81800	0.28

Sl. No	Share holder's Name	Shareholding at the beginning of the year		CumulativeShareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
26	Pabhathi Vijaya Reddy				
At the beginning of the Year		40105	0.14	40105	0.14
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):					
At the End of the year				40105	0.14

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(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS):

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Andhra Pradesh Industrial Development Corporation Limited	900000	3.11	-	-	-	900000	3.11
2.	Plus Business Machines Ltd	265094	0.92	-	-	-	265094	0.92
3.	P L N Reddy	250000	0.87	-	-	-	250000	0.92
4.	K Shiva Kumar	230285	0.80	-	-	-	230285	0.80
5.	Jigna Kanayalal Shah	200114	0.69	-	-	-	200114	0.69
6.	K Swathi	198748	0.69	-	-	-	198748	0.69
7.	P L N Reddy	159400	0.55	-	-	-	159400	0.55
8.	Rayapati Anitha	-	-	08-Nov-19	150000	Purchase	150000	0.52
9.	Rayapati Hanumantha Rao	150000	-	-	-	-	150000	0.52
10.	Sangeetha S	-	-	08-Nov-19	133440	Purchase	133440	0.46

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(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/Decrease in share holding	Reason	No. of Shares	% of total Shares of the Company
A	Directors							
1	Raghava Reddy Gajjala	1132000	3.92	-	-	-	1132000	3.92
2	Bhagavatranga Reddy Gajjala	592931	2.05	-	-	-	592931	2.05
3	Samavedham Raman Govinda Rajan	-	-	-	-	-	-	-
4	Beena Naidu Pushpala	-	-	-	-	-	-	-
5	Ranganayakulu Annavaram	-	-	-	-	-	-	-
6	Lakshmi Sree Kadumuri	-	-	-	-	-	-	-
7	Chilukuri Mariamma*	-	-	-	-	-	-	-
B.	Key Managerial Personnel							
1.	Renuka Rao Chinta	-	-	-	-	-	-	-
2.	Haritha Varanasi**	-	-	-	-	-	-	-

*Resigned w.e.f. 17.04.2020

** Resigned w.e.f. 20.08.2020

G.R. CABLES LIMITED

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		14,00,80,748		
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		14,00,80,748		
Change in Indebtedness during the financial year				
Addition		19,75,821		
Reduction				
Net Change		19,75,821		
Indebtedness at the end of the financial year				
i) Principal Amount		14,20,56,569		
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		14,20,56,569		

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Directors	Raghava Reddy Gajjala (Managing Director)	Bhagavatranga Reddy Gajjala (Whole-time Director)	Total Amount
1.	Gross salary	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961.	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit	-	-	-
	Others	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act			

G.R. CABLES LIMITED

B. Remuneration to Other Directors:

SL No	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Samavedham Raman Govind Rajan	Ranganaya kulu Annavaram	Pushpala Beena Naidu	Lakshmi SreeKunduri	Chilukuri Mariamma	
1	Independent Directors	10,000/-	20,000/-	25,000/-	25,000/-		80,000/-
	Fee for attending Board /Committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
2	Other Non-Executive Directors						
	Fee for attending Board/Committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	Nil	Nil	Nil	Nil		Nil
	Overall Ceiling as per the Act	NA	NA	NA	NA		NA

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C. Remuneration To Key Managerial Personnel Other Than Md/Manager/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total (Rs)
		CEO	Company Secretary (Haritha Varanasi)	CFO (Renuka Rao)	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		1,40,000	2,40,000	3,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -as % of profit - others, specify.....	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	1,40,000	2,40,000	3,80,000

G.R. CABLES LIMITED

Vi. Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment	NIL				
Compounding					
B. Directors					
Penalty					
Punishment	NIL				
Compounding					
C. Other officers in default					
Penalty					
Punishment	NIL				
Compounding					

For and on behalf of the Board
G R Cables Limited

Sd/-

G R Reddy

Chairman & Managing Director
DIN: 01046466

Place: Hyderabad
Date: 04.12.2020

FORM MR-3

SECRETARIAL AUDIT REPORT

(Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,

The Members

G.R.Cables Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by G.R.Cables Limited (hereinafter called "the Company"). 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, Minutes 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 financial year commencing from 1st April, 2019 and ended 31st March, 2020 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 herein after:

1. We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2020 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under; Complied to the extent of provisions and rules applicable to the Company except pursuant to provisions of Section 138, Company has not appointed Internal Auditor and there was delay in filling few forms with Registrar of Companies.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

G.R. CABLES LIMITED

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;

2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') is furnished hereunder for the Financial Year 2019-20:-

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Complied with yearly and event-based disclosures, wherever applicable.
- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure. However, pursuant to Sub-Clause C Clause 4 of the Schedule B the Company has not intimated to the Exchange in regard to Closure of Trading window for Quarter ended 30.06.2019
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable as the Company has not issued and Securities during the year under review.
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable as the Company has not issued any Employee Stock Options during the year under review.
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Amendment) Regulations, 2019; Not Applicable as the Company has not issued any debt securities during the year under review.
- vi. 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; Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review. However, the company has Bigshare Services Private Limited as its Share Transfer Agent.
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and (Amendment) Regulations, 2018: Not Applicable as the company has not delisted/ proposed to delist its Equity Shares during the year under review. However, the Exchange has proceed with compulsory Delisting of Securities of Company pursuant to Regulations 22 read with Section 21A of Securities Contracts (Regulation) Act, 1956 and Rule 21 of Securities Contracts (Regulation) Rules, 1957, and against to which the Company has

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made representations to the exchange on revocation of Suspension and the reply is awaited from the Exchange.

viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.

ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied, except the following:

Sl. No. Regulation	Non-Compliance
1. Regulation 6	The Company has not appointed Company Secretary during the period from 01.04.2019 to 30.08.2019
2. Regulation 13(3)	Investor Grievance Report was not submitted to the exchange for the quarter ended 30.06.2019
3. Regulation 14	Non-Payment of Annual Listing Fees for Financial Year 2019-20
4. Regulation 23(9)	Non-Submission of Half Yearly disclosures on Related Party Transactions for the Half-Year ended 31.03.2019
5. Regulation 24A	There was delay in submitting Annual Secretarial Compliance Report for Financial Year ended 31.03.2019
6. Regulation 27(2)	Delay in submitting Corporate Governance Report for Quarter ended 30.06.2019.
7. Regulation 29(1)(b)	The Company has not made prior intimation of Board meeting held on 14.08.2019 for considering the Quarterly results for the Quarter ended 30.06.2019.
8. Regulation 31(1) (b)	There was delay in submitting the shareholding pattern with the Exchange for the quarter ended 30th June 2019.
9. Regulation 31 (1) (2)	Non-maintenance of 100% of promoter shareholding in dematerialized form. Promoter's shareholding is dematerialized only to the extent of 72.81%.
10. Regulation 44(3)	There was delay in submitting the Voting Results of 28th Annual general Meeting held on 30.09.2019.

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- | | |
|------------------------|--|
| 11.Regulation 46 | The company doesn't have a functional website. |
| 12.Regulation 47(1)(a) | The Company has not published the notice of the meeting of Board of Directors where Quarterly results were considered. |
| 13.Regulation 47(1)(b) | The Company has not published the Financial Results |

Further BSE has suspended trading of equity shares of the Company vide its notice no. 20170807 dated 07th August 2017.

- ix. SEBI Circular HO/DDHS/CIR/P/2 018/144 DATED NOVEMBER 26, 2018 - Disclosure of Large Corporate; Delay in submission of Initial Disclosure whether Company is considered as a Large Corporate or not.
- x. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; Company has complied to the extent of applicable provisions except, there was delay in submission of Reconciliation Share Capital Audit Report under Regulation 76 for Quarter ended 30.06.2019.
- x. Other applicable laws include the following:
 - a) Factories Act, 1948
 - b) Payment Of Wages Act, 1936, and rules made there under,
 - c) The Minimum Wages Act, 1948, and rules made there under,
 - d) Employees' State Insurance Act, 1948, and rules made there under,
 - e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
 - f) The Payment of Bonus Act, 1965, and rules made there under,
 - g) Payment of Gratuity Act, 1972, and rules made there under,
 - h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
 - i) Industrial Disputes Act, 1947
 - j) The Air (Prevention and Control of Pollution) Act, 1981
 - k) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
 - l) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

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

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- a) During the year the Company has conducted 5 meetings of the Board of Directors, 4 meetings of the Audit committee, 3 meeting of Nomination and Remuneration Committee, 2 Meetings of Stakeholder Relationship Committee and 1 meeting of Independent Directors.
- b) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
 - (i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - ♦ External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - ♦ Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - ♦ Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ ADRs or any Commercial Instrument under the financial year under report.

We further report that:

- The Company has a CFO, Mr. Renuka Rao Chinta and a Company Secretary Ms. Haritha Varanasi (however she resigned w.e.f. 20.08.2020)
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice of board meeting is given to all the directors along with agenda 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 meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- 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.

G.R. CABLES LIMITED

- We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.
- The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

Date: 04.12.2020

Place: Hyderabad

UDIN: A049041B001402360

Aakanksha

Practicing Company Secretary

C.P. No. 20064

Annexure A

To

The Members of

G.R.Cables Limited

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 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 relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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5. The compliance of 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 04.12.2020

Aakanksha

Place: Hyderabad

Practicing Company Secretary

UDIN: A049041B001402360

C.P. No. 20064

Annexure- III

Form AOC-2

Particulars of contracts/arrangements made with related parties

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

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : Not Applicable
 - a) Name(s) of the related party and nature of relationship : Not Applicable
 - b) Nature of contracts/arrangements/ transactions : None
 - c) Duration of the contracts/arrangements/ transactions : Not Applicable
 - d) Salient terms of the contracts or arrangements or Transactions including the value, if any : Not Applicable
 - e) Justification for entering into such contracts or Arrangements or transactions : Not Applicable
 - f) Date(s) of approval of the Board : Not Applicable
 - g) Amounts paid as advances, if any : None
 - h) Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 : Not Applicable

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2. Details of material contracts or arrangement or transactions at arms-length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any: Approved by Audit Committee and Board Meeting in last Financial Year:
			Nil	

3. Details of contracts or arrangements or transactions not in the ordinary course of business

S.No	Particulars	Details
a)	Name(s) of the related party & nature of relationship	None
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	None
e)	Justification of entering into such contracts or arrangements or transactions	None
f)	Date of approval by the Board	Not Applicable
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	Not Applicable

All related party transactions that were entered during the financial year were on arms-length basis and are according to the policy of related party transactions adopted by the Company

For and on behalf of the Board
G R Cables Limited

Place: Hyderabad
Date: 04.12.2020

Sd/-

G R Reddy
Chairman & Managing Director
DIN: 01046466

Sd/-

G V B R Reddy
Whole-time Director

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at G.R.Cables Limited as follows:

G.R.Cables Limited is committed to best practices in the area of Corporate Governance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all stakeholders.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is backed by Principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2020. The Report is updated as on the date of the report wherever applicable.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website.

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1. BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD

The Company is managed and controlled through a professional body of Board of Directors which comprises of an optimum combination of Executive and Independent Directors headed by the Chairman & Managing Director. As on date of this report, the Board of Directors of the Company has 6 members (including four Independent Non-Executive Directors) with vast experience and knowledge. None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he/she is a Director.

The Board has been enriched with the advices and skills of the Independent Directors. The composition of the Board of Directors and details of number of Directorships/committee chairmanships/memberships attendance particulars is as under:

Name	Category	Attendance at the AGM held on 30 th September 2019	Attendance in Board Meetings		No. of Directorships in other companies		No. of committee positions held in other public companies	
			Held	Present	Chairman	Director	Chairman	Member
Raghava Reddy Gajjala	Managing Director & Chairman	Yes	5	5	-	-	-	-
Bhagavatranga Reddy Gajjala	Whole-time Director	Yes	5	5	-	1	-	-
**Samavedham Raman Govind Rajan	NED, Independent Director	Yes	5	5	-	1	-	-
Ranganayakulu Annavaram	NED, Independent Director	Yes	5	5	-	1	-	-
Pushpala Beena Naidu	NED, Independent Director	Yes	5	5	-	1	-	-
Lakshmi Sree Kunduri	NED, Independent Director	Yes	5	5	-	-	-	-
*Chilukuri Mariamma	NED, Nominee Director		5		-	-	-	-

*Resigned w.e.f. 17.04.2020

**Resigned w.e.f.30.09.2020

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B. Disclosure Of Relationships Between Directors Inter-se

Mr. Raghava Reddy Gajjala, Promoter Director and Mr. Bhagavatranga Reddy Gajjala, Promoter Director of the Company are related to each other by virtue of their relationship as father and son respectively. Other Directors do not have any inter se relation with each other.

C. Number Of Shares And Convertible Instruments Held By Non- Executive Directors:

None of the Non-executive Directors hold equity shares or convertible instruments of the Company.

D. Independent Directors

The Company has complied with the definition of Independence as per Regulation 16(1) (b) of the SEBI (LODR), Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

It is also confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year under review, none of the Independent Directors have resigned from the Board of Directors of the Company.

E. Independent Directors' Meeting:

As per Clause 7 of the Schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 12.02.2020, and discussed the following:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company eligible to attend were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company regularly familiarizes Independent Directors 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.

F. Familiarization Program For Independent Directors:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman is further facilitated to familiarize the incumbent Director about the Company/ its businesses and the group practices.

The details of familiarisation programme held in FY 2019-20 are also disclosed on the Company's website.

G. Information Supplied To The Board:

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the CFO is presented in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, corporate social responsibility etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Expansion projects and its status monitoring
- Fatal or serious accidents, injuries or any material environmental problems, if any
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material

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- Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any
- Quarterly review of compliance status under various laws applicable to the Company
- Substantial non-payment of goods sold by the Company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. Declaration By Board

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

During the year under review, no Independent Director has resigned before expiry of his tenure

2. AUDIT COMMITTEE: (Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015)

A. Brief Description of Terms of Reference:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, interalia, includes

1. Over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement reflects a true and fair position and that sufficient and credible information is disclosed.
2. Recommending the appointment and removal of statutory auditors, internal auditors and cost auditors, fixation of their audit fees and approval for payment of any other services.
3. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
4. Reviewing the financial statement and draft audit report, including quarterly/half yearly financial information.

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5. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - i) Any changes in accounting policies and practices.
 - ii) Major accounting entries based on excises of judgment by the management.
 - iii) Qualifications in draft audit report.
 - iv) Significant adjustment arises out of audit.
 - v) The going concern assumption.
 - vi) Compliance with accounting standards, stock exchange and legal requirement concerning financial statements.
 - vii) Review and approval of related party transactions.
6. Reviewing the company's financial and risk management's policies.
7. Disclosure of contingent liabilities.
8. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
9. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Discussion with internal auditors of any significant findings and follow-up thereon.
11. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. Reviewing compliances as regards the Company's Whistle Blower Policy.

B. COMPOSITION, MEETINGS & ATTENDANCE

There were four (4) Audit Committee Meetings held during the year on 30.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020

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Name	Designation	Category	Number of meetings during the financial year 2019-2020	
			Held	Attended
Ranganayakulu Annavaram	Chairman	Independent, Non-Executive	4	4
*Samavedham Raman Govind Rajan	Member	Independent, Non-Executive	4	4
Raghava Reddy Gajjala	Member	Non-Independent, Executive	4	4
Pushpala Beena Naidu	Member	Independent, Non-Executive	4	4

*resigned w.e.f. 30.09.2020

- C. Previous Annual General Meeting of the Company was held on 30th September 2019 and Mr. Ranganayakulu Annavaram, Chairman of the Audit Committee for that period, attended previous AGM.

3. NOMINATION AND REMUNERATION COMMITTEE (Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015)

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015 are as under:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.

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- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

B. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS & ATTENDANCE

There was one Nomination and Remuneration Committee Meetings held during the financial year on 30.05.2019, 31.08.2019 and 12.02.2020.

Name	Designation	Category	Number of meetings during the year 2019-20	
			Held	Attended
Ranganayakulu Annavaram	Chairman	Independent, Non-Executive	3	3
*Samavedham Raman Govind Rajan	Member	Independent, Non-Executive	3	3
Pushpala Beena Naidu	Member	Independent, Non-Executive	3	3
**Lakshmi Sri Kadumuri	Member	Independent, Non-Executive	-	-

*Expire of Tenure

**appointed w.e.f. 01.10.2020

C. REMUNERATION POLICY:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

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POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- 2.1 "Director" means a Director appointed to the Board of a Company.
- 2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

- 3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
- 3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - ◆ General understanding of the Company's business dynamics, global business and social perspective;
 - ◆ Educational and professional background
 - ◆ Standing in the profession;
 - ◆ Personal and professional ethics, integrity and values;
 - ◆ Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- 3.1.3 The proposed appointee shall also fulfill the following requirements:
 - ◆ shall possess a Director Identification Number;
 - ◆ shall not be disqualified under the companies Act, 2013;
 - ◆ shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;

- ♦ shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- ♦ shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- ♦ Such other requirements as any prescribed, from time to time, under the companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a Director other than a managing Director or a whole-time Director or a nominee Director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoters of the Company or its holding, subsidiary or associate Company;
(ii) who is not related to promoters or Directors of the Company its holding, subsidiary or associate Company
- c. who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Director, during the two immediately preceding financial year or during the current financial year;
- d. none of whose relative has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as

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may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;

- e. who, neither himself nor any of his relative-
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate Company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the three finance year immediately preceding the financial year in which he is proposed to be appointed of-
- (A) a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or
- (B) any legal or a consulting firm that has or had any transaction with the Company, its holding subsidiary or associate Company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
 - (i) holds together with his relatives two per cent or more of the total voting power of the Company; or
 - (ii) is a chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the Company any of its promoters , Directors or its holding subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
 - (iii) is a material supplier, service provider or customer or a lesser or lessee of the Company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the Company's business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age
- i. Who is not a non-independent Director of another company on the Board of which any non-independent director of the listed entity is an independent director.

3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

- 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.
- 3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.
- 3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

- 1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

- 2.1 "Director" means a Director appointed to the Board of the Company.

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- 2.2 "key managerial personnel" 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 office as may be prescribed under the companies Act, 2013
- 2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

- 3.1 Remuneration to Executive Director and key managerial personnel
- 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the Company within the overall approved by the shareholders.
- 3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.
- 3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
- (i) Basic pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual performance Bonus
- 3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.
- 3.2 Remuneration to Non - Executive Directors
- 3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non - Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non - Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

D. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six Forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson;
- (v) Evaluation of Non-Executive and Non-Independent Directors; and
- (vi) Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

The Directors have sent the duly filled forms to Nomination & Remuneration committee. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company.

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E. REMUNERATION TO DIRECTORS

- (a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report;
- (b) criteria of making payments to non-executive directors. alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;
- (c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:
- (i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;
- (ii) details of fixed component and performance linked incentives, along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.

Name of the Director	Remuneration (Rs)	Sitting Fee (Rs)	Total (Rs)	No. of Shares held
G.R. Reddy	-	-	-	11,32,000
G.V.B.R. Reddy	-	-	-	5,92,931
Samavedham Raman Govind Rajan	-	-	-	-
Ranganayakulu Annavamam	-	-	-	-
Pushpala Beena Naidu	-	-	-	-
Lakshmi Sree Kadumuri	-	-	-	-
Chilukuri Mariamma	-	-	-	-

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year April 2019 to March 2020, two (2) Stakeholders Relationship Committee Meetings were held. The dates on which the said meetings were held are 30th May 2019 and 12th February 2020.

G.R. CABLES LIMITED

Name	Designation	Category	Number of meetings during the year 2019-2020	
			Held	Attended
Ranganayakulu Annavaram	Chairman	Independent, Non-Executive	2	2
*Samavedham Raman Govind Rajan	Member	Independent, Non-Executive	2	2
Pushpala Beena Naidu	Member	Independent, Non-Executive	2	2
**Lakshmi Sri Kadumuri	Member	Independent, Non-Executive	-	-

*Expire of tenure w.e.f. 30.09.2020

**appointed w.e.f. 01.10.2020

B. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Ms. Haritha Varanasi, Company Secretary of the Company is the compliance officer of the Company.

However, Ms. Haritha Varanasi has resigned w.e.f. 20th August, 2020 and consequent to her resignation as Company Secretary of the Company, she also ceases to be the Compliance officer of the Company and Mr. Gajjala Raghava Reddy, Managing Director of the Company has been designated as Compliance officer of the Company for time being in force.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2019-20

INVESTOR COMPLAINTS

Particulars	Year ended 31.03.2020
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

G.R. CABLES LIMITED

6. GENERAL BODY MEETINGS

A. Location, Date and Time of Last Three AGMS and Special Resolutions there at as under:

Financial Year	Date	Time	Venue	Special Resolution Passed
2016-2017	30.09.2017	11.00 A.M.	Navodaya Colony Welfare Association, Navodaya Colony, Gudimalkapur, Mehdiapatnam, Hyderabad- 500028.	No
2017-2018	29.09.2018	11.00 A.M.	The Santosh Mutually aided Co-operative Housing Society, Women's College, Mehdiapatnam, Hyderabad- 28	No
2018-2019	30.09.2019	11.00 A.M.	The Santosh Mutually aided Co-operative Housing Society, Women's College, Mehdiapatnam, Hyderabad- 28	Yes

No Extra-ordinary General Meetings / Postal ballot was held during the year 2019-20.

7. DISCLOSURES

A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

During the year under review, the Company had not entered in to any materially significant transaction with any related party. During the year, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

The policy on related party transactions is available in the Company's website.

B. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

C. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR)

G.R. CABLES LIMITED

Regulations 2015 and in terms of Section 177 of the Companies Act, 2013

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Chairman of the Audit Committee.

D. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

Company is not materially exposed to commodity price risks nor does the company do any commodity hedging.

E. DETAILS OF UTILIZATION OF FUNDS RAISED THOROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT.

During the year under review, no issue of shares was made either by way of preferential allotment/Qualified Institutional Placement/Rights Issue or by any other ways.

F. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the directors on the Board of the Company (except Mrs. Chilukuri Mariamma) are debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such authority.

G. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

H. TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR.

The fees paid by the Company to its statutory Auditors are stated in the Audit Financial Statements which are part of the Annual Report.

I. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received during the financial year: Nil
- No. of complaints disposed off during the financial year: Nil
 - l No. of complaints pending at the end of the financial year: Nil

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J. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

K.ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

L. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars	Compliance Status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24.	Corporate Governance requirements with respect to subsidiary of Listed company	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46 (2)(b) to (i)	Website	Website is being restructured.

M. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

N. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2019-20.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2020 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015

O. CEO/ CFO Certification

The Managing Director and CEO/ CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year 2019-2020 is provided elsewhere in this Annual Report.

P. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

The Company has an Executive Chairman and the Board is having required number of Independent directors.

The financial Statements are free from any Audit Qualifications.

Q. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

R. RECONCILIATION OF SHARE CAPITAL:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of shares in physical firm and the total number of dematerialized shares held \with NSDL and CDSL.

S. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no

G.R. CABLES LIMITED

deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

9. MEANS OF COMMUNICATION:

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by Regulation 33 of SEBI (LODR), Regulations, 2015 within forty-five days/sixty days of the close of the respective period.
- ii. The approved financial results are forthwith sent to the listed Stock Exchanges and are published in the newspapers namely, The Financial Express and Nava Telangana within forty-eight hours of approval thereof.
- iii. As the Company's quarterly/half yearly financial results are uploaded on Company's website, the same are not mailed to the Shareholders.

10. GENERAL SHAREHOLDERS INFORMATION:

- Company Registration Details The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L31300TG1992PLC013772.
- Date 30th December, 2020
- Time 11.00 A.M
- Venue of AGM The Santosh Mutually Aided Co-operative Housing Society, H. No. 12-2-823/A/ 25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdipatnam, Hyderabad - 500 028
- Financial Calendar 1st April to 31st March.
- Dividend payment date --
- Tentative Schedule for considering Financial Results:

For the Quarter ending June,2020	July/August,2020
For the Quarter ending September, 2020	October/ November,2020
For the Quarter ending December,2020	January/ February,2021
For the Quarter/year ending March,2021	April/ May,2021

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- Date of Book Closure --
- Name and address of each stock exchange(s) at which the Company's securities are listed BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 023
- Confirmation of Payment of annual listing fees to stock exchanges Not Paid to the BSE, where the shares of the Company are listed
- Scrip Code 517564
- ISIN Number for NSDL & CDSL INE769B01010
- In case the securities are suspended from trading, the directors report shall explain the reason thereof The securities of the Company are suspended from trading by the Stock Exchanges.
- Plant Locations Ranga Reddy Guda (Village),
Balanagar (Mandal),
Mahaboobnagar (Dist),
Telangana- 509202
- Address for correspondence: 36, Santosh Nagar,
Mehdipatnam, Hyderabad-
500028, Telangana. Email:
grcablesltd@gmail.com
- List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad. Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year.
- Address for Correspondence To be addressed to:
Bigshare Services Private
Limited
306, 3rd Floor, Right wing,
Amruthaville, opp. Yashoda
Hospitals, Raj Bhavan Road,
Samajiguda, Hyderabad- 82.
Phone: 040 40144582
Email: bsshyd1@bigshareonline.com
Web: www.bigshareonline.com

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- Investor Correspondence / Query on Annual Report, etc.

Gajjala Raghava Reddy
Compliance Officer
36, Santosh Nagar,
Mehdipatnam
Hyderabad- 500028,
Telangana
Ph. No. 040-23513456
Email: grcablesltd@gmail.com

A. Registrars & Transfer Agents: Bigshare Services Private Limited
306, 3rd Floor, Right wing, Amruthaville,
Opp. Yashoda Hospitals, Raj Bhavan Road,
Samajiguda, Hyderabad-500082
Phone: 040 40144582
Email: bsshyd1@bigshareonline.com
Web: www.bigshareonline.com

B. Share Transfer System:

The Company's Shares are traded on BSE Limited compulsorily in the dematerialized form. Transfer of these shares is done through depositories with no involvement of the Company. However, all requests received for transfer of shares for off market transaction in physical form furnishing with a copy of PAN card of the transferee(s) in compliance with the SEBI circular in that behalf, are processed by the Registrars and Transfer Agents. The Share Transfers are registered and returned within a period of 15 day from the date of lodgement, if documents are complete in all respect.

All matters pertaining to share transfer in physical form are handled by the Registrars and Share Transfer Agents M/s. Bigshare Services Private Limited, Hyderabad, who is registrar to the Company. The share transfer requests are processed by them and a transfer register is sent to the Company for approval once in a fortnight. There were no share transfers pending as on 31st March 2020.

C. Market price data:

Monthly High/Low of market price of the Company's shares traded on the BSE Limited:

G.R. CABLES LIMITED

S. No.	Month	High (Rs.)	Low (Rs.)
1	April, 2019	--	--
2	May, 2019	--	--
3	June, 2019	--	--
4	July, 2019	--	--
5	August, 2019	--	--
6	September, 2019	--	--
7	October, 2019	--	--
8	November, 2019	--	--
9	December, 2019	--	--
10	January, 2020	--	--
11	February, 2020	--	--
12	March, 2020	--	--

Since the trading in shares of the Company are suspended by the BSE hence there in no market price data.

D. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2020:

Category code	Category of Shareholder	Total Number of shares	% of share holding	Shares pledged or otherwise encumbered	
				Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian				
a.	Individuals/Hindu Undivided Family	42,82,214	14.82	--	--
b.	Central Government/ State Government(s)	--	--	--	--
c.	Bodies Corporate	--	--	--	--
d.	Financial Institutions/ Banks	--	--	--	--
	Others:-	--	--	--	--
	e. Mutual Funds	--	--	--	--

G.R. CABLES LIMITED

Category code	Category of Shareholder	Total Number of shares	% of share holding	Shares pledged or otherwise encumbered	
				Number of Shares	As a percentage
	f. Trusts	--	--	--	--
	Sub Total (A)(1)	42,82,214	14.82	--	--
(2)	Foreign				
	a. Individuals (Non-Resident Individuals/ Foreign Individuals)	--	--	--	--
	b. Bodies Corporate	--	--	--	--
	c. Institutions	--	--	--	--
	Others :-	--	--	--	--
	d. Overseas Corporate Bodies	--	--	--	--
	Sub Total (A)(2)	--	--	--	--
	Total Shareholding of Promoter and Promoter Group	42,82,214	14.82	--	--
	(A)=(A)(1)+(A)(2)	42,82,214	14.82	--	--
(B)	Public Shareholding			--	--
	(1) Institutions	--	--	--	--
	a. Mutual Funds/UTI	--	--	--	--
	b. Financial Institutions/ Banks	1875	0.01	--	--
	c. Central Government/ State Government(s)	9,00,000	3.11	--	--
	d. Venture Capital Funds	--	--	--	--
	e. Insurance Companies	--	--	--	--
	f. Foreign Institutional Investors	--	--	--	--
	g. Foreign Venture Capital Investors	--	--	--	--
	h. Foreign Companies	--	--	--	--

G.R. CABLES LIMITED

Category code	Category of Shareholder	Total Number of shares	% of share holding	Shares pledged or otherwise encumbered	
				Number of Shares	As a percentage
	i. Mutual Funds	4,600	0.02		
	Sub Total (B)(1)	9,06,475	3.14	--	--
(2)	Non-Institutions			--	--
	a. Bodies Corporate	8,11,941	2.81	--	--
	b. Individuals			--	--
	i) Individual shareholders holding nominal share capital up to Rs.2 lakh	1,45,09,851	50.22	--	--
	ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	71,56,374	24.77	--	--
	c. Any Others : -			--	--
	i) Non Resident Individuals	5,08,172	1.76	--	--
	ii) Overseas Corporate Bodies	--	--	--	--
	iii) Trusts	1,100	0.00	--	--
	iv) Employees	--	--	--	--
	v) Clearing Members	59,619	0.21	--	--
	vi) Foreign Nationals	--	--	--	--
	vii) NBFCs registered with RBI	--	--	--	--
	viii) HUF	6,59,115	2.28		
	Sub Total (B)(2)	2,37,06,172	82.04	--	--
	Total Public Shareholding (B)=(B)(1)+(B)(2)	2,46,12,647	85.18	--	--
	Total (A)+(B)			--	--
(C)	Shares held by Custodians and against Depository Receipts have been Issued	--	--	--	--
	Grand Total (A)+(B)+(C)	2,88,94,861	100	--	--

G.R. CABLES LIMITED

E. Distribution of Shareholding as on 31.03.2020

No. of equity Shares held	No. of Shareholders	%	No. of Shares	%
1 to 5000	19522	76.10	3396835	11.76
5001 to 10000	2741	10.68	2488661	8.61
10001 to 20000	1472	5.74	2427206	8.40
20001 to 30000	649	2.53	1708953	5.92
30001 to 40000	251	0.98	922946	3.19
40001 to 50000	327	1.27	1586342	5.49
50001 to 100000	366	1.43	2825838	9.78
100001 and above	325	1.27	13538080	46.85
Grand Total	25,653	100.00	28894861	100.00

F. DEMATERIALISATION & LIQUIDITY OF SHARES:

Dematerialization and Liquidity of Shares:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is 530151. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL 1,71,81,813	59.46	
CDSL 79,26,244	27.43	
Physical	37,86,804	13.11
Total 2,88,94,861	100.00	

G.R. CABLES LIMITED

G. There are no outstanding global depository receipts or American Depository Receipts likely to impact on the Equity.

GREEN INITIATIVE IN THE COPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited financial Statements, Auditors Report, Dividend intimations etc., by email Physical copies are sent only to those shareholders whose email addresses are not registered with the Company and for bounced mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository to enable the Company to send the documents in electronic form or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

For and on behalf of the Board

G.R.Cables Limited

Place: Hyderabad

Date:04.12.2020

Sd/-

Chairman & Managing Director

G.R. CABLES LIMITED

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

G.R.Cables Limited

I have examined the compliance of the conditions of Corporate Governance by G.R.Cables Limited ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

K.V.Chalama Reddy

Practicing Company Secretary

M.No. : F9268, C.P.No.: 5451

UDIN:F009268B001228761

Date: 13.11.2020

Place: Hyderabad

G.R. CABLES LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

G.R.Cables Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of G.R.Cables Limited having CIN L31300TG1992PLC013772 and having registered office at 36, Santosh Nagar Mehdiapatnam, Hyderabad- 500028, Telangana (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We, hereby certify that none of the Directors on the Board of the Company except Mrs. Chilukuri Mariamma (01956024) disqualified due to non-filing of DIR-3KYC, as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No	Name of the Director	DIN	Date of Appointment in Company
1.	G.R. Reddy	01046466	29.01.1992
2.	G.V.B.R. Reddy	01498279	29.01.1992
3.	Samavedham Raman Govinda Rajan	00826169	31.10.2005
4.	Ranganayakulu Annavaram	03436445	30.10.2014
5.	Lakshmi Sree Kadumuri	08377908	05.03.2019
6.	Beena Naidu Pushpala	03292924	05.03.2019

K.V.Chalama Reddy

Practicing Company Secretary

M.No. : F9268, C.P.No.: 5451

UDIN:F009268B001228761

Date: 13.11..2020

Place: Hyderabad

G.R. CABLES LIMITED

CERTIFICATE BY THE MANAGING DIRECTOR AND CFO OF THE COMPANY

To

The Board of Directors

G.R.Cables Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 20 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

For and on behalf of the Board

For G.R.Cables Limited

Sd/-

G.R. Reddy

Managing Director

Sd/-

Renuka Rao Chinta

CFO

Place: Hyderabad

Date: 04.12.2020

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF

G.R. CABLES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of G.R. Cables Limited ("The Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

Annexure to the Independent Auditors' Report on the Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the financial statements of even date)

- (1) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
- (2) (a) The physical verification of inventory has been conducted at reasonable intervals by the management during the year.
(b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion, and according to the information and explanations given to us, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (3) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (4) (a) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of services and
(b) During the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.

G.R. CABLES LIMITED

- (5) The company has not accepted any deposits to which the directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under would apply.
- (6) The maintenance of cost records specified by the Central Government to which the provisions of section 148(1) of the 2013 Act would apply are under compilation.
- (7) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, Value added tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it except provident fund and employees' state insurance.

(b) According to the information and explanations given to us, there are no dues in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, and cess that have not been deposited with the appropriate authorities on account of any dispute. The company has a deferred sales tax loan of Rs. 851.73 lakhs as its liability.
- (8) The company have accumulated losses of Rs. 3977.59 Lacs exceeding its net worth at the end of the financial year and has incurred a cash loss of Rs. 19.95 lacs in the financial year and a cash loss of Rs. 16.58 lacs in the financial year immediately preceding such financial year.
- (9) In our opinion and according to the information and explanations given to us, the lending banks has initiated legal proceedings against the company for recovery of loan amounts. The Company has not issued any debentures.
- (10) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause (x) of the Order is not applicable.
- (11) The company has not raised any Term Loans during the year. Accordingly, clause (xi) of the Order is not applicable.
- (12) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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')

G.R. CABLES LIMITED

We have audited the internal financial controls over financial reporting of G.R CABLES LTD ('the Company') as of 31 March 2020 in conjunction with our audit of the standalone Ind AS 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 the 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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

G.R. CABLES LIMITED

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 authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent 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 2020, 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.

TRM & Associates

Chartered Accountant

F R No : 009224S

T Ramamurty Partner M.No.024789

G.R. CABLES LIMITED

Disclosure with Respect to Demat Suspense Account/ Unclaimed Suspense Account:

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the Company for transfer of shares from suspense account during the year.	No. of shareholders to whom shares were transferred from suspense account during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
Nil	Nil	Nil	Nil

Management Discussion and Analysis Report

Management Discussion and Analysis Report on the business of the Company as applicable and to the extent relevant is given below:

Industry Structure and Development

The company is primarily engaged in the manufacture of different types of Polythene Insulated Jelly Filled under Ground Telecom Cables (PIJF), Power Cables and Conductors, Signalling Cables, Switch Board Cables, Domestic Flexible and PVC Power and Control Cables. Demand for Telecom Cables is mainly depending on requirement of BSNL and MTNL and policies of the Government. BSNL and MTNL float tenders every year for procurement of Cables for their requirement and finalize the Tenders on competitive basis. There is an excess capacity and falling demand for Jelly Filled Telecom Cables. So, the focus of our company is to convert the existing facilities to modify and manufacture different cables for Railways and Power Cables for Discoms. The Railway cable tenders are floated by Indian Railways and similarly Power cable tenders are floated by different Discoms and State electricity boards (SEBs) and these tenders are finalized on competitive basis.

Opportunities

The wires and cables market in India comprises of nearly 40% of the electrical industry and is growing strongly as a result of growth in the power and infrastructure sectors. These sectors have been witnessing robust growth owing to the boost provided by the recent policy and regulatory initiatives as well as ambitious Government schemes. The company also for sees good demand in power cables both for housing and infrastructure development compensating for the decrease in demand for Polythene Insulated Jelly Filled under Ground Telecom Cables (PIJF).

Threats

Usage of Optical fiber Cables in high traffic / density areas and introduction of wireless technology by telecom operators, the requirement of JFTC is expected to decline in future.

Future Outlook

The management is exploring various options has identified new areas of business wherein there will be improvement in operation from the next financial year onwards.

Segment-wise/Product-wise Performance

As the company has only one line of product i.e. Wires and Cables, segment-wise or product-wise performance is not applicable for the year 2019-20.

Internal Control Systems and their Adequacy

The Company has an adequate Internal Control System to commensurate with the size of operations of the company. Further, the Audit Committee reviews the procedures of periodically.

Discussion on financial performance with respect to operational performance

A. Financial Conditions:

Capital Structure: The Authorized Share Capital of the Company as at 31st March, 2020 is Rs. 34,00,00,000 Lakhs divided into 3,40,00,000 Equity Shares of face value of Rs. 10/- each. The Share Capital of the Company consists of only Equity Shares. The Paid-up Capital of the Company as on 31st March, 2020 is at Rs. 28,89,48,610 comprising of 2,88,94,861 Equity Shares of Rs. 10/- each fully paid-up.

Reserves and surplus: The Reserves and Surplus of the Company as on 31st March, 2020 stands at Rs. - 39,77,58,556 Lakhs

Unsecured Loans: The Unsecured Loan amount as at 31st March 2020 stand at Rs. 14,20,56,569

Fixed Assets: The Gross Block stood at Rs. 32,79,99,215 and the net block stood at Rs. 1,64,03,310 as at 31st March, 2020.

Revenue: During the year, the Company achieved sales Nil compared to Nil in the previous year ended 31st March 2019.

Environment and Safety

The company maintains and effects continual improvement in environmental standards and complies with the safety requirements. The company cares for the safety of its employees and safety training is imparted to the employees in the factory. Personal protective equipment is provided to the employees in conformity with statutory requirement.

Human Resources

The company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunity to equip them with skills, which would enable them to adapt contemporary technological advances.

Cautionary Statement

Statement in this "Management Discussion & Analysis" may be considered to be "forward looking statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, increased installed capacity, finished goods prices, raw materials availability and prices, cyclical demand and pricing in the Company's markets, changes in Government regulations, tax regimes, besides other factors.

G.R. CABLES LIMITED

BALANCE SHEET ACCOUNT YEAR ENDED AS AT 31st MARCH 2020

Balance Sheet as on	Ref. Note No.	31.03.2020	31.03.2019
I. Equity and Liabilities			
(1) Shareholders Funds			
(a) Share Capital	2.1	288,948,610	288,948,610
(b) Reserves and Surplus Sub Total	2.2	(397,758,556) (108,809,946)	(395,337,155) (106,388,545)
(2) Share Application Money		-	-
(3) Non Current Liabilities			
(a) Long Term Borrowings	2.3	54,883,782	52,907,961
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	2.4	85,173,023	85,173,023
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	2.5	1,999,764	1,999,764
(b) Trade Payables	2.6	26,541	25,605
(c) Other Current Liabilities		-	-
(d) Short Term Provisions	2.7	655,574	212,216
Total		33,928,738	33,930,024

G.R. CABLES LIMITED

BALANCE SHEET ACCOUNT YEAR ENDED AS AT 31st MARCH 2020

Balance Sheet as on	Ref. Note No.	31.03.2020	31.03.2019
II.Assets			
(1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.8	16,403,310	16,403,310
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(b) Non Current Investments		4,065,305	4,065,305
(c) Deferred Tax Assets (Net)	2.10	13,438,374	13,438,374
(d) Long Term Loans and Advances		-	-
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Bank Balances	2.11	21,749	23,035
(e) Short Term Loans and Advances		-	-
(f) Miscellaneous Expenditure		-	-
(To the extent not written off or adjusted)			
Total		33,928,738	33,930,024

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurty

Partner

M.No.024789

G.R. Reddy

Chairman &
Managing Director

G.V.B.R. Reddy

Executive Director

Ch.Renuka Rao

C.F.O

Place: Hyderabad

Date: 30.11.2020

UDIN NO : 20024789AAAABW7712

G.R. CABLES LIMITED

PROFIT AND LOSS AS AT 31st MARCH 2020

Profit and Loss Statement for the Year Ended	Ref. Note No.	31.03.2020	31.03.2019
I Revenue from Operations			
Sale of Products		-	-
Sale of Services		-	-
Less: Excise Duty		-	-
II Other Income	2.12	-	-
III Total Revenue (I + II)		-	-
IV Expenses			
Cost of Material Consumed		-	-
Purchase of Stock in Trade		-	-
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade		-	-
Power & Fuel	2.13	122,704	42,792
Employee Benefit Expenses	2.14	866,033	868,567
Selling and Administrative Expenses	2.15	1,006,466	746,581
Finance Cost		-	-
Depreciation and Amortization Cost		-	-
Total Expenses		1,995,203	1,657,940
V Profit before Exceptional and Extraordinary Items (III-IV)		(1,995,203)	(1,657,940)
VI Exceptional Items		-	-
VII Profit Before Extraordinary Items and Taxes (V - VI)		(1,995,203)	(1,657,940)
VIII Prior Period Items	2.16	(426,198)	-
IX Profit Before Taxes (VII - VIII)		(2,421,401)	(1,657,940)

G.R. CABLES LIMITED

PROFIT AND LOSS AS AT 31st MARCH 2020

Profit and Loss Statement for the Year Ended	Ref. Note No.	31.03.2020	31.03.2019
X Tax Expenses		-	-
Current Tax		-	-
Deferred Tax		-	-
XI Profit from Continuing Operations		(2,421,401)	(1,657,940)
XII Loss brought forward from previous years		(432,289,954)	(430,632,014)
XIII Tax Expenses of Discontinuing Operations		-	-
XIV Profit (Loss) From Discontinuing Operations after Taxes (XII - XIII)		(432,289,954)	(430,632,014)
XV Profit (Loss) For the Period (XI + XIV)		(434,711,355)	(432,289,954)
XVI Earnings per Share	2.17		
Basic		(0.08)	(0.06)
Diluted		(0.08)	(0.06)

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurty

Partner

M.No.024789

G.R. Reddy

Chairman &
Managing Director

G.V.B.R. Reddy

Executive Director

Ch.Renuka Rao

C.F.O

Place: Hyderabad

Date: 30.11.2020

UDIN NO : 20024789AAAABW7712

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31st MARCH 2020

Particulars	31.03.2020	31.03.2019
Note 2.1 Share Capital	Amount	Amount
Authorized Share Capital		
Equity Shares with Par Value of Rs. 10/- Each	340,000,000	340,000,000
Issued, Subscribed and Paid Up Capital		
Equity Shares with Par Value of Rs. 10/- Each	288,948,610	288,948,610
Less: Calls in Arrears	-	-
Total	288,948,610	288,948,610

The Company has Only One Class of Share, Equity Share, having par value of Rs.10/- Each holder of Equity Share is entitled to One Vote per One Equity Share.

The reconciliation of the number of Shares outstanding and the amount of Share Capital as at 31st March 2019 and 31st March 2020 is given below:

Particulars	Amount	Amount
Number of Shares at the Beginning	288,948,610	288,948,610
Add: Shares Issued During the Year	-	-
Less: Shares Bought Back during the Year	-	-
Number of Shares at the End of the Year	288,948,610	288,948,610

Disclosure requirement regarding Details of Share Holders having more than 5% of Holding is given below:

Name of the Share Holder	Number	% of Holding
1 G.R. Reddy	1,132,000	3.29
2 G.V.B.R. Reddy	592,931	2.05

There is No Unpaid Calls Outstanding from Directors or Officers

Note 2.2 Reserves and Surplus		
Surplus Capital Reserve (Subsidy)	1,500,000	1,500,000
Opening Balance	25,695,722	25,695,722
Capital Reserve	9,757,077	9,757,077

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31st MARCH 2020

Particulars	31.03.2020	31.03.2019
Net Profit after Tax, transferred from Statement of Profit and Loss	(434,711,355)	(432,289,954)
Amount Available for Appropriation	(399,258,556)	(396,837,155)
Total	(397,758,556)	(395,337,155)
Note 2.3 Long Term Borrowings		
Un Secured Loans		
From Directors	51,883,307	49,907,486
Other	3,000,475	3,000,475
Total	54,883,782	52,907,961
Note 2.4 Short Term Borrowings		
Sales Tax Deferrment	85,173,023	85,173,023
Total	85,173,023	85,173,023
Note 2.5 Short Term Borrowings		
From Banks	1,999,764	1,999,764
Total	1,999,764	1,999,764
Note 2.6 Trade Payable		
Trades Payable	26,541	25,605
Total	26,541	25,605
Note 2.7 Short Term Provisions		
Provision for Expenses	655,574	212,216
Total	655,574	212,216

Notes 2.8 to Financial Statements for the Year Ended 31st March 2020.

8. FIXED ASSETS

(₹)

Description	Gross Block			Depreciation			Net Block	
	As At 01.04.19	Addi tions	Total 31.03.2020	As At 01.04.19	Addi tions	Total 31.03.2020	As At 31.03.2020	As At 31.03.2019
Land	2,238,760	-	2,238,760	-	-	-	2,238,760	2,238,760
Building	33,319,722	-	33,319,722	21,468,943	-	21,468,943	11,850,779	11,850,779
Plant and Machinery	283,407,956	-	283,407,956	281,094,185	-	281,094,185	2,313,771	2,313,771
Furniture & Fixtures	905,145	-	905,145	905,145	-	905,145	-	-
Other Equipment	5,681,165	-	5,681,165	5,681,165	-	5,681,165	-	-
Vehicles	2,446,467	-	2,446,467	2,446,467	-	2,446,467	-	-
Total	327,999,215	-	327,999,215	311,595,905	-	311,595,905	16,403,310	16,403,310
Previous Year	327,999,215	-	327,999,215	276,195,905	35,400,000	311,595,905	16,403,310	51,803,310

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31st MARCH 2020

Particulars	31.03.2020	31.03.2019
Note 2.9 Non Current Asset		
Cenvat	3,898,684	3,898,684
Long Term Deposits	165,513	165,513
TDS	1,108	1,108
Total	4,065,305	4,065,305
Note 2.10 Deferred Tax (Net)		
Opening Deferred Tax Asset	13,438,374	13,438,374
Closing Deferred Tax Asset	13,438,374	13,438,374
Closing Deferred Tax Liability	-	-
Total	13,438,374	13,438,374
Note 2.11 Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	1,649	4,194
Balance with Banks in Current Accounts		
Cash at Bank	20,100	18,841
Total (A)	21,749	23,035

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31st MARCH 2020

Particulars	31.03.2020	31.03.2019
Note 2.12 Other Income		
Other Income from Sale of Agricultural produce	-	-
Interest on EMD	-	-
Total	-	-
Note 2.13 Power & Fuel		
Electricity Charges	122,704	42,792
Total	122,704	42,792
Note 2.14 Employee Benefit Expenses		
Salaries and Wages	866,033	868,567
Total	866,033	868,567
Note 2.15 Selling and Administrative Expenses		
Listing & Depository Fee	780,879	585,602
Postage and Printing & Stationary	36,251	63,424
Remuneration to Auditors	25,000	25,000
Directors Sitting fees	60,000	50,000
Meeting Expenses	12,589	13,524
Penalties	61,800	-
Advertisement Charges	20,044	-
General Expenses	8,256	9,025
Bank charges	1,647	6
Total	1,006,466	746,581

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31st MARCH 2020

Particulars	31.03.2020	31.03.2019
Note 2.16 EXCEPTIONAL ITEMS/ PRIOR PERIOD ITEM		
BSE Charges	426,198	-
Total	426,198	-
Note 2.17 Earnings per Share		
(Profit after Taxes)	(2,421,401)	(1,657,940)
Number of Shares of Par Value of Rs. 10/-		
Basic	28,894,861	28,894,861
Diluted	28,894,861	28,894,861
Earnings per Shares of Par Value of Rs. 10/-		
Basic	(0.08)	(0.06)
Diluted	(0.08)	(0.06)

NOTES TO FINANCIAL STATEMENTS

NOTES TO ACCOUNTS

1) SIGNIFICANT ACCOUNTING POLICIES:

- a. **BASIS OF PREPARATION OF FINANCIAL STATEMENTS:** The Company follows the Mercantile System of accounting and recognizes income and expenditure on accrual basis (except deferred sales tax loan, which have been accounted on Net Present Value basis) and as going concern. The Accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to otherwise are consistent with Generally Accepted Accounting Principles.
- b. **FIXED ASSETS:** Fixed assets are shown at cost less depreciation. Cost comprises of purchase price and attributable other expenses less Excise Duty.
- c. **DEPRECIATION ON FIXED ASSETS:** Depreciation on Fixed Assets is provided on the straight-line method at the rates specified in Part 'C' of Schedule II of the Companies Act, 2013.
- d. **INVENTORIES:** Raw Materials, Stores and Spares, Work-in-progress and Finished Goods are valued at cost or market price which ever is low, scrap is valued at net realizable value.
- e. **TREATMENT OF RETIREMENT BENEFITS:** Gratuity liability and Leave Encashment benefits are determined by the company on accrual basis according to the eligibility of the employees.
- f. **FOREIGN CURRENCY TRANSACTIONS:**
 1. Investments in shares of foreign subsidiary are expressed in Indian Currency at the rates of exchange prevailing at the time when the original investments are made.
 2. Foreign Currency Transactions are accounted at the exchange rates prevailing at the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the profit and loss account.

G.R. CABLES LIMITED

2) CONTINGENT LIABILITIES:

Particulars	As at 31.03.2020	As at 31.03.2019
	Rs.in Lakhs	Rs.in Lakhs
Guarantees issued	-	-
Demand from customers consequent to reduction in Customs Duty	23.23	23.23

- 3) Sales are being shown in composite price, which includes Excise Duty, Sales Tax, Insurance and Transportation charges.
- 4) Additional information pursuant to the provisions of Paragraph 3, 4C and 4D of part II, Schedule III, of Companies Act, 2013.

a) Capacity and Production

Particulars	Unit	Installed Capacity		Production	
		2019-2020	2018-19	2019-2020	2018-19
Jelly Filled Telecom Cables	LCKM	15	15	0.00	0.00
Power Cables	-	-	-	-	-

Note: 1) In view of different range of power and conductor cables of different sizes, quantitative information could not be furnished in respect of power cables.

- 2) The Installed Capacities are as certified by the Management and not verified by the Auditors, being a technical matter.

b) Turnover

Particulars	Unit	Quantity		Value (Rs.in Lakhs)	
		2019-2020	2018-19	2019-2020	2018-19
Jelly Filled Telecom Cables	LCKM	-	-	-	-

c) Opening and Closing Stock of Finished Goods:

Particulars	Opening Stock				Closing Stock			
	Quantity		Value (Rs.Lakhs)		Quantity		Value (Rs.Lakhs)	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Jelly Filled Telecom Cables	-	-	-	-	-	-	-	-
Power Cables	-	-	-	-	-	-	-	-

G.R. CABLES LIMITED

	31.03.2020 Rs.in Lakhs	31.03.2019 Rs.in Lakhs
5) a). Value of Imports on C.I.F basis Raw Material	-	-
b). Expenditure in Foreign Currency Travelling	-	-
c). Earnings in Foreign Currency	-	-
6) Managerial Remuneration under Section 197 of the Companies Act, 2013 Salary (Managing Director & Executive Director)	-	-
Contribution to Provident Fund	-	-
7) Payment to Auditors:		
Audit Fees	25,000	25,000
8) Exceptional and Prior Period Items include the following:		
Old Debit Balance from customers	-	-
Other Debit Balance	-	-
Old Provisions/credit	-	-
Creditors for Purchaser Credit	-	-
TOTAL	25,000	25,000

- 9) Confirmation of balances has not been received in respect of Secured loans, Sundry Creditors, Sundry Debtors, Loans & Advances and margin money. These accounts are subject to reconciliation and adjustments, if any
- 10) Sundry creditors include outstanding dues to Micro, Small and Medium Undertakings, to the extent possible ascertained and identified from the available information, is Nil and Previous Year: NIL.
- 11) Related Party Disclosure:
Key personnel - Sri G.V.B.R. Reddy, No remuneration was paid during the year
Noven Life Sciences Pvt. Ltd had opening credit balance of Rs. 27.09 Lakhs. No Transactions during the year . Closing balance was Rs.27.09 Lakhs.
- 12) Deferred Tax
Due to large accumulated lossess no deferred tax asset/liability was identified during the year as per AS-22 Deferred Tax Asset / Liaability for the current year is recognized, due to large accumulated losses and very low level of operations during the year as per AS-22

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- 13) All products are wires and cables, Hence no segment wise results are reported As per A.S-47
14. Bank of Baroda had sold personal assets of promoters which were extended as collateral security and an amount of Rs. 1.84 crores was adjusted against the outstanding. The same was shown as loan from directors.
15. The amounts payable to banks as per on time settlement (OTS) are being shown under the head short term borrowings.
16. Basic and diluted EPS

Particulars	Period Ended 31.03.2020	Period Ended 31.03.2019
Profit after tax Rs.	(24,21,401)	(16,57,940)
Number of Equity Shares	2,88,94,861	2,88,94,861
Nominal value per share	Rs. 10/-	Rs. 10/-
Basic/Diluted EPS Rs.	-0.08	-0.06

17. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.
18. Unsecured loans other include remuneration payable pertaining to previous year of Rs. 30.00 lacs
19. Paise rounded off to nearest Rupee.
20. Schedules 1 to 18 form an integral part of the Balance Sheet and Profit and Loss Account.

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurthy

Partner

M.No.024789

G.R. Reddy
Chairman &
Managing Director

G.V.B.R. Reddy
Executive Director

Ch.Renuka Rao
C.F.O

Place: Hyderabad

Date: 30.11.2020

UDIN NO : 20024789AAAABW7712

G.R. CABLES LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH 2020

PARTICULARS	31.03.2020	31.03.2019
	₹	₹
A. Cash Flow from operating Activities		
Net Profit/(Loss) before tax	(2,421,401)	(1,657,940)
Adjustment for:		
Depreciation	-	-
Interest	-	-
Miscellaneous Expenses written off	-	-
Other Income	-	-
Operating Profit/(Loss) before working capital changes	(2,421,401)	(1,657,940)
Adjustment for:		
(Increase)/Decrease in Working Capital From Bank	-	-
(Increase)/Decrease in Trade Receivables	-	-
(Increase)/Decrease in Inventories	-	-
Increase/(Decrease) in Current Liabilities	444,294	(124,758)
Increase/(Decrease) in Other Liabilities	1,975,821	1,785,236
Sub Total	2,420,115	1,660,478
Cash generated from Operations	(1,286)	2,538
Interest Paid	-	-
Prior Period Items	426,198	-
Inventories Written off	-	-
Net Cash Flow from Operating Activities	(1,286)	2,538
B. Cash Flow from investing Activities		
(Increase)/Decrease in Fixed Assets	-	-
(Increase)/Decrease in Non-Current Assets	-	-
Other Income Received	-	-
Net Cash used in investing activities	426,198	-
C. Cash Flow from Financing Activities		
Increase/(Decrease) in Term Loan	-	-
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in Warrants Foreiture	-	-
Increase/(Decrease) in Share Application Money	-	-
Prior Period Items	(426,198)	-
Repayment of Cash Credit (SBH CC A/c)	-	-
Net cash generated from Financing Activities	(426,198)	-
Cash & Cash equivalents utilised (A+B+C)	(1,286)	2,538
Cash & Cash equivalents (Opening Balance)	23,035	20,497
Cash & Cash equivalents (Closing Balance)	21,749	23,035

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 0092245

For and on behalf of the Board of Directors

T Ramamurty

Partner

M.No.024789

Place: Hyderabad

Date: 30.11.2020

UDIN NO : 20024789AAAABW7712

G.R. Reddy

Chairman &

Managing Director

G.V.B.R. Reddy

Executive Director

Ch.Renuka Rao

C.F.O