



# **Cable Corporation of India Ltd.**

Report  junction.com

**52<sup>nd</sup>**  
**Annual Report and Accounts**  
**2008-2009**

**BOARD OF DIRECTORS**

**Chairman and Managing Director**  
Mr Hiten A Khatau

**Directors**

Mrs. N.H. Khatau  
Mr. G. D. Bhingarkar - Wholtime Director  
Mrs. N. B. Pasta  
Mr. Mukul Kasliwal  
Mr C Sundershyam – Nominee Director

**Registered Office**

Laxmi Building, 4th floor  
6, Shoorji Vallabhdas Marg  
Ballard Estate, Mumbai 400 001  
Tel: 022- 6614400 / 4100 Fax: 022 66144111 / 4112  
e-mail: Secretarial Dept: jkhatau@cablecorporation.com  
Marketing Dept: mk@cablecorporation.com  
Website Address: <http://www.cablecorporation.com>

**Works**

Dattapada Road, Borivali (East), Mumbai 400 066)  
Tel: 28542117 Fax: 28540624 / 5268

Plot No.F-3/1 & F-3/2 MIDC, Sinnar Industrial Area, (Malegaon)  
Dist. Nashik – 422 103  
Tel: 952551 230328 / 329/ 381/194

**Regional Offices****Western Region**

Laxmi Building, 1st floor  
6, Shoorji Vallabhdas Marg  
Ballard Estate, Mumbai 400 001  
Tel: 022-66144150 -4152 Fax: 022 66144113 / 4114  
e-mail: cciwr@cablecorporation.com

**Northern Region**

Milap Niketan, 2<sup>nd</sup> floor, 8-A, Bahadur Shah Zafar Marg,  
Post Box No.7111, New Delhi 110 002  
Tel: 41509010 Fax: 011 41509014  
e-mail: ccinr@cablecorporation.com

**Eastern Region**

34, Allenby Road, 2<sup>nd</sup> floor, II – A, Kolkata 700 020  
Tel: 24542671/73/74 Fax: 033 24747592  
e-mail: ccier @cablecorporation.com

**Southern Region**

560 / 562, 6D, 6<sup>th</sup> floor, Century Plaza  
Anna Salai, Teynampet, Chennai 600 018  
Tel: 044 -24343217 / 5389 Fax : 044 24345150  
e-mail: ccisr @cablecorporation.com

**Bankers**

State Bank of India  
United Bank of India  
State Bank of Patiala

**Auditors**

Sorab S Engineer & Co.  
Chartered Accountants

**Solicitors**

Kanga & Co.

**Cost Auditor**

A V Ramana Rao

**Registrars & Transfer Agents**

M/s.LinkIntime India P. Ltd  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (West)  
Mumbai 400 078  
Tel: 25963838 Fax: 25946969

**Collection Centre at:**

202, Daver House, 1<sup>st</sup> Floor,  
Near Central Camera  
Dr. D N Road, Fort  
Mumbai 400 001  
Tel: 22694127

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## NOTICE



## CABLE CORPORATION OF INDIA LIMITED

## NOTICE

## 52nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Second Annual General Meeting of the Members of CABLE CORPORATION OF INDIA LIMITED will be held at Sheth Goculdas Tejpal Auditorium, Tejpal Road, August Kranti Marg, Mumbai - 400 007, on Tuesday, the 22<sup>nd</sup> day of September, 2009 at 11.00 a.m. for the purpose of transacting the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2009, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Nayna B Pasta who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Mukul Kasliwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Sorab S. Engineer & Co., retiring Auditors are eligible for re-appointment.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the members be and are hereby accorded to the alteration of the Articles of Association of the Company as follows :

**The existing Article 2 be amended by deleting the following definitions:**

"Lender" means J.P. Morgan Securities (India) Private Limited or any assignee thereof.

"Permitted Security" means

- (i) inchoate Security for taxes, assessments or governmental charges or levies not yet due and payable or Security for taxes, assessments or governmental charges or levies being contested in good faith and by appropriate proceedings for which adequate reserves have been established;
- (ii) Security created pursuant to any agreement with the Lender;
- (iii) Security expressly permitted by the Lender; and
- (iv) any Security arising prior to the date hereof (with a value not exceeding INR 10,000,000) and any Security arising after the date of the Loan Agreement executed with the Lender, in each case by operation of law in the ordinary course of the Business of the Company and not due to any breach, fault or negligence of any party to any agreement executed between the Company and the Lenders

"Permitted Indebtedness" means

- (i) any indebtedness permitted by the Lender in any document executed by the Company and the Lender
- (ii) working capital loans from banks in accordance with pre-agreed limits approved by Lender at the beginning of each year as part of the annual budgeting process;
- (iii) other unsecured loans that are fully subordinated to the loan availed from the Lender (including without limitation interest payments and principal repayments)
- (iv) subject to Lender's approval (not to be unreasonably withheld) and after the execution and perfection of the mortgages specified in the Loan Agreement executed with the Lender and
- (v) other secured indebtedness to be used to repay any amounts payable to the Lender (including without limitation principal and interest) in full.

**The following Article 85A (i) to be modified :**

**Article 85A: Chairman and Vice Chairman of the Board**

85(A) (i) Notwithstanding anything contained in any other provisions of these Articles, so long as the Hiten Khatau Group continues as a Promoter of the Company, Shri Hiten A Khatau (or in his absence, such other person as nominated by him in writing) shall be the Chairman of the Board of Directors as also of the Company and shall be entitled to appoint such number of Directors so that the Directors so appointed/ nominated constitute majority on the Board of the Company and also appoint and designate one or more Directors to be the Vice-Chairman of the Board of Directors and also appoint a Vice Chairman of the Company and shall determine the period for which each of them are to hold such office and Hiten Khatau Group shall deemed to be Promoter of the Company as defined under any statute, rules, regulations including the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 1997 and shall exercise control over the Company, as defined under the said Regulations including any amendments, modification or reenactments thereof.

**The following Article 85A(ii) to be deleted.**

85(A) (ii) On the repayment of all the amounts as per the repayment schedule provided in the Loan Agreement with the Lender, in addition to the Directors appointed under clause (i) above, Hiten Khatau Group shall also be entitled to nominate such number of Directors so that the directors so appointed / nominated constitute majority on the Board of the Company.

**The following Article 180 A be deleted:**

180 A: For so long as any monies remain owing by the Company to the Lender, the Company shall also appoint a monitoring accountant who shall be responsible for monitoring the accounts of the Company and providing a report in respect thereof to the Lender.

In the "Secrecy Clause", the following Article 191(c) be deleted:

- 191 (c) Notwithstanding any provision to the contrary, a nominee director of the Lender shall be entitled to disclose all information in his possession to the Lender.

The following Articles 192 to be deleted

**GENERAL RESTRICTIONS ON THE POWER OF THE COMPANY**

192 Notwithstanding any power that may be derived under any of the above Articles, for so long as any monies are outstanding to the Lender or any obligations of the Company are outstanding to the Lender under any document executed between the Company and the Lender, the Board shall not undertake any acts in contravention of such documents, and would not undertake *inter alia* any of the following activities without the prior written consent of the Lender:

- (a) create, incur, maintain, assume or suffer to exist any Security upon or with respect to any property of Company, whether now owned or hereafter acquired, or sell any such property subject to an understanding or agreement, contingent or otherwise, to repurchase such property, or assign any right to receive income or permit the filing of any financing statement under any recording or notice statute; provided that the provisions of this Article 192(a) shall not prevent the creation, incurrence, assumption or existence of the Permitted Security
- (b) wind up, liquidate or dissolve its affairs or enter into any transaction of merger or consolidation, or convey, sell, lease or otherwise dispose of (or agree to do any of the foregoing at any future time) all or a substantial part of its property.
- (c) directly or indirectly, lend money or credit or, make advances or provide guarantees to any other Person (other than as required in the ordinary course of Company's Business conducted at arms length), or purchase or acquire any stock, obligations or securities of, or any other interest in, or make any capital contribution to, any other Person, or purchase or own a futures contract or otherwise become liable for the purchase or sale of currency or other commodities at a future date in the nature of a futures contract, or discount any bills for any Person.
- (d) amending and/or causing to be amended the Memorandum of Association and/or these Articles.
- (e) redeeming, repurchasing, or making unscheduled payment of any indebtedness, preferred stock or other preferred equity interests other than the amounts payable to the Lender (it being understood that, unless a default with respect to payments to the Lender has occurred and is continuing, the Company shall be permitted to make scheduled payments with respect to the Permitted Indebtedness).
- (f) Subject to Article 192(d), Company will not directly or indirectly, provide a guaranty or indemnity, in any form, to any other person, except the guarantees and indemnifications provided by Company to the Lender
- (h) permitting any change in the shareholding of SEI Cable Accessories (India) Pvt Ltd. ("SEI Cable"), a company organized under the laws of India and/or making any new investments in SEI Cable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take necessary steps to give effect to the resolution including to take such steps and to do all such acts, deeds, matters and things necessary or expedient to give effect to this resolution."

**By Order of the Board  
For Cable Corporation of India Ltd.**

**H A Khatau  
Chairman & Managing Director**

Place: Mumbai

Mumbai : 31<sup>st</sup> July, 2009

**NOTES:**

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) An Explanatory Statement as required by Section 173 of the Companies Act, 1956, relating to item no.5 of the notice is appended hereto.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 14<sup>th</sup> day of September, 2009 to Tuesday the 22<sup>nd</sup> day of September, 2009 (both days inclusive) for the purpose of annual book closure.
- (d) Members are requested to notify any change in their address to the Company's Registrars and Transfer Agents, M/s.Link Intime India Pvt. Ltd. (Unit: Cable Corporation of India Ltd.) at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078 or to their respective Depository Participants in case shares are held in dematerialised form.
- (e) Members who hold shares in dematerialised form are requested to write their client ID and DP ID's and those who hold shares in Physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- (f) As per the provisions of the Companies Act, 1956 facility for making nominations is available for Members, in respect of the Shares, held by them. The members may take advantage of this amendment.
- (g) The information or details pertaining to the appointment of Director, retiring by rotation and being eligible for re-appointment at the ensuing Annual General Meeting, are furnished as given below.

**By Order of the Board  
For Cable Corporation of India Limited**

**H A Khatau  
Chairman & Managing Director**

Mumbai, 31<sup>st</sup> July, 2009

Registered Office:  
Laxmi Building, 4<sup>th</sup> Floor  
6, Shoorji Vallabhdas Marg  
Baliard Estate  
Mumbai 400 001

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

#### ITEM NO. 5.

The Company has executed a 'Settlement Agreement' dated 31-1-2009 with JP Morgan Chase Bank National Association for re-payment of the dues of Rs.22 crores as 'Settled Principal Amount'. According to the settlement, the Company repaid the entire balance settlement amount minus Rs.75 lakhs before 31<sup>st</sup> March, 2009.

At the 48<sup>th</sup> Annual General Meeting the Company amended certain clauses of the Articles of Association of the Company to facilitate the Company to avail of the loan from J P Morgan Securities (India) Pvt. Ltd. In view of the repayment of the aforementioned loan in terms of 'Settlement Agreement', it is proposed to amend the Articles in the Articles of Association of the Company as stated in the Notice.

The Board of Directors have at their meeting held on 31<sup>st</sup> July, 2009 approved the amendments in the various clauses of the Articles of Association of the Company.

None of the Directors of the Company are in any way concerned or interested in this Resolution.

The members are therefore requested to grant their approval to the passing of the resolution as set out in the Notice.

A copy of the Articles of Association of the Company alongwith the proposed modifications is available for inspection of the Members of the Company at the Registered office of the Company on any working day between 12.00 noon to 3.00 p.m. prior to the date of the Annual General Meeting.

The proposed modification is in the interest of the Company and your Directors recommend the resolution for approval.

**By Order of the Board  
For Cable Corporation of India Limited**

**H A Khatau  
Chairman & Managing Director**

**Mumbai, 31<sup>st</sup> July, 2009**

### Details of Directors retiring by rotation and seeking re-appointment and regularizing the appointment of Director.

|   |   |   |
|---|---|---|
| <b>Name of the Director</b>                   | Mrs Nayna B Pasta   | Mr Mukul Kasliwal   |
| <b>Date of Birth</b>                          | 22 <sup>nd</sup> May, 1951  | 20 <sup>th</sup> October, 1964  |
| <b>Date of appointment</b>                    | 27 <sup>th</sup> May, 2002  | 10 <sup>th</sup> January, 2005  |
| <b>Expertise in specific functional areas</b> | Over 30 years experience in finance & taxation.   | 21 years of experience in Corporate business / finance.   |
| <b>Qualifications</b>                         | C. A.   | MBA in finance.   |
| <b>Directorships in other Companies</b>       | <ol style="list-style-type: none"> <li>1. Khatau Exim Ltd.</li> <li>2. Saiprem Holding &amp; Estate Developers Pvt.Ltd.</li> <li>3. Khatau Industries Pvt. Ltd.</li> <li>4. The Gourmet Online Pvt. Ltd.</li> <li>5. Cheerful Properties Pvt. Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>1. Entegra Limited.</li> <li>2. Raj Infin Private Limited</li> <li>3. SKG Power Ventures Private Limited</li> <li>4. MW Corp. Private Ltd.</li> <li>5. S Kumars Limited</li> <li>6. Unitex Designs</li> <li>7. Shree Maheshwar Hydel Power Corporation Limited.</li> <li>8. Shree Ram Urban Infrastructure Limited</li> <li>9. S Kumars (Investments) Limited</li> <li>10. Essar Power Limited</li> <li>11. Dhvani Terefab Exports Private Limited</li> <li>12. MW Infra Developers Private Limited</li> <li>13. K U Enterprises Private Limited</li> <li>14. S Kumar &amp; Company (Trades) Private Limited</li> <li>15. Dasna Developers Private Limited</li> <li>16. SKM Fabrics (Amanā) Limited</li> </ol> |



## DIRECTORS' REPORT

Your Directors present the Fifty Second Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2009.

### PROFIT / LOSS AND APPROPRIATIONS

|   | (Rs. in lakhs)                      |                                      |
|---|-------------------------------------|--------------------------------------|
|   | Current<br>Year ended<br>31.03.2009 | Previous<br>Year ended<br>31.03.2008 |
| Profit / (Loss) before Extraordinary items & tax                    | (3241.30)                           | (2484.97)                            |
| Less /Add Extraordinary items                                       | -                                   | 2356.36                              |
| Profit / (Loss) after Extraordinary items & before Tax              | (3241.30)                           | (128.61)                             |
| Add : Provision for Taxation  | (14.00)                             | (17.25)                              |
| Add / Less :Excess/(Short) provision of Income Tax of earlier years | 13.42                               | (38.80)                              |
| Add: Leave encashment of earlier years                              | -                                   | (22.09)                              |
| Profit / (Loss) for the year  | (3241.88)                           | (206.75)                             |
| Loss brought forward from previous year                             | (3074.23)                           | (2867.48)                            |
|   | (6316.11)                           | (3074.23)                            |
| Less Appropriated against general reserve                           | 6316.11                             | -                                    |
| Balance carried to Balance Sheet                                    | -                                   | (3074.23)                            |

### OPERATIONS

The Company achieved turnover of Rs. 94.10 crores during the year under review against the turnover of Rs. 109.25 crores in the previous year, showing a decrease of 14 % during the year.

### DIVIDEND

In view of the carry forward losses, the Directors do not recommend any dividend on Equity Shares for the financial year 2008-09.

### CURRENT YEAR'S OUTLOOK AND FUTURE PROSPECTS.

The demand for Power Cable continues to be good. Orders on hand are to the tune of Rs. 112 crores. However, the margins are still under tremendous pressure due to excess supply, stiff competition and volatile raw material prices.

CCI has commissioned its EHV Plant at Sinnar, Nashik after relocating from Borivali.

It is expected that the EHV Cable business shall grow positively with good margins.

The Company is making efforts to focus on continuous cost reduction, improvement in productivity and increase in performance. With the commissioning of the EHV and focus on cost reduction, improvement in the performance of the company is expected.

### DIRECTORS

Mrs N B Pasta and Mr Mukul Kasliwal retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for reappointment.

Mr Utsav Parekh resigned from the Board as a Director w.e.f. 25<sup>th</sup> March, 2009. The Board placed on record the valuable guidance given by him during his tenure as a Director of the Company.

Mr Arun Thiagarajan resigned from the Board of Directors w.e.f. 30<sup>th</sup> June, 2009. The Board placed on record the valuable guidance given by him during his tenure as a Director of the Company.

### AMALGAMATION

The High Court of Judicature at Bombay has sanctioned w.e.f. 01.04.2008, the Scheme of Arrangement for Merger of Prithvi Consultancy Services Pvt. Ltd. with the Company. As a result of which the entire business and whole of the undertaking of Prithvi has vested in the Company so as to become the properties and assets of the Company. The Company has in consideration allotted fully paid up shares to the members of Prithvi.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- (ii) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2009 and the Profit and Loss Account of the Company for the year ended on that date;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that they have prepared the annual accounts on a going concern basis.

## CORPORATE GOVERNANCE

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchange and forming part of this Report is annexed.

A separate section titled "Corporate Governance" is included in the Annual Report and the Certificate from the Company's auditors regarding compliance of conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed hereto and forms part of the report.

## PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

Information as per Section 217(2A) of the Companies Act, 1956 read with the Company's (Particulars of Employees) Act 1975 is not applicable to the Company as none of the employees are drawing salary more than Rs.24 lakhs per annum.

Conservation of Energy, technology absorption and foreign exchange earnings and outgo information as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of this Report is annexed herewith.

## AUDITORS

The Auditors' M/s. Sorab S Engineer & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

## AUDITORS' REPORT

The Auditors' Report to the shareholders do not contain any qualification. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## ACKNOWLEDGEMENTS

Your Directors desire to record their sincere appreciation to the Financial Institutions, Banks, Central and State Governments for their continued cooperation and support.

The Directors take this opportunity to acknowledge the dedicated efforts made by the workers and officers at all levels towards the success achieved by the Company.

The Directors also convey their gratitude to all the Shareholders for their continued support, especially in what has been another difficult year for the Company.

Mumbai ,

Dated : 31<sup>st</sup> July, 2009

On behalf of the Board of Directors

**H. A. KHATAU**

CHAIRMAN & MANAGING DIRECTOR

## Annexure to Directors' Report

Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

### A. CONSERVATION OF ENERGY

- (a) Energy conservation measures taken:
- Rationalisation of Lighting in the Factory resulting in Energy Cost Saving. Capacitors have been put on individual machines for PF improvement.
- (b) Additional investment and proposal:
- Use of baby boilers for specific processes to reduce running of main boiler.
  - Conversion from DC motors to AC motors at continuous running machines
- (c) Impact of various measures on cost of production:
- Energy conservation measures implemented has marginal effect on overall energy bills and cost of production.
- (d) Total energy consumption and energy consumption per unit of production as per form 'A' of the Annexure in respect of industries specified in the schedule. The requirement of giving details under this sub-head does not apply to the Company.

### B. TECHNICAL ABSORPTION

Efforts made in technology absorption as per form 'B' are as under:

Form for Disclosure of Particulars with respect of absorption:

#### Research and Development:

- (i) Specific areas in which R & D is carried out by the Company:  
Research and Development activities in areas of Cable Technology analytical research and product development are being carried out by the Company.
- (ii) Benefits derived as a result of the above R & D:
- Development of various cables catering to specific requirement for power transmission at Extra High Voltage.
  - Rationalization in process technology related to extrusion, cross linking and conductor making process.
  - Development of axially water tight conductor for HV & EHV Cables.
  - Development of Axially Water Type Segmental Conductor for 1200 sq.mm for EHV cable.
  - Development of technology for manufacture of 110 kV XLPE cable in CCV line.
- (iii) Future plan of action:
- In future, R & D activities will be directed in reducing the material cost of cables and developing newer technologies suitable for emerging trends.
- (iv) Expenditure on R & D: (Rs.'000)
- |   |         |
|---|---------|
| (a) Capital   | nil     |
| (b) Recurring   | 1968.00 |
| (c) Total   | 1968.00 |
| (d) Total R & D expenditure as a percentage of the total turnover | 0.21%   |

#### Technology Absorption, Adaptation and Innovation:

- (i) Efforts in brief made towards technology absorption, adaptation and innovation.
- (ii) Benefits derived as a result of the above.

#### Efforts / Projects

##### Development Related:

- (i) Development of various cables catering to specific requirements of power transmission at HV & EHV.
- (ii) Rationalization in process technology related to Axially Water Tight Conductor making.
- (iii) Development of curative system to suit specific application and process.

##### Benefits Derived

Product Development

Process Technology

Product Development

##### Manufacturing related :

Development & Implementation of Process for manufacture of LT XLPE Cables resulting in Reduction of Cycle Time.

Process Development

Manufacturing of Axially Water Tight Conductor for HV & EHV cables.

Process Development

##### Energy Savings:

Use of Capacitors at both Works has ensured that Power factor is kept above 0.95 which has resulted in savings in electricity bills.

Decreased Power Cost

In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year.

Not applicable

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Nil



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally including its interaction with employees, Shareholders, customers, institutions and other lenders and places due emphasis on regulatory compliance.

### 2. Board of Directors

#### Composition of the Board

As on 31<sup>st</sup> March, 2009, the Board comprises of two Whole-time Directors and five Non- Executive Directors of which four are independent Directors. The composition of Board is in conformity with Clause 49 of Listing Agreement which stipulates that at least 50% of the Board should consist of independent Directors in case of Executive Chairman of the Board.

#### Number of Board Meetings

The Board of Directors met eight times during the year on 15<sup>th</sup> May, 2008, 30<sup>th</sup> June, 2008, 29<sup>th</sup> July, 2008, 23<sup>rd</sup> August, 2008, 4<sup>th</sup> October, 2008, 25<sup>th</sup> October, 2008, 30<sup>th</sup> January, 2009 and 9<sup>th</sup> February, 2009. The maximum time gap between any two consecutive meetings did not exceed four months.

#### Directors' attendance record and Directorships held

Attendance of each Director at the Board Meetings and the last Annual General Meeting and number of other Directorships and Chairmanship / Memberships of Committees of each Director was as follows:

| Name of Director                              | Category of Directorship                | No. of Board Meetings attended | Attendance at last AGM | Outside Company Directorships* | Outside Committee position held as |          |
|---|---|--------------------------------|------------------------|--------------------------------|------------------------------------|----------|
|   |   |                                |                        |                                | Member                             | Chairman |
| Mr. H A Khatau                                | Chairman & Managing Director            | 8                              | YES                    | 2                              | 3                                  | -        |
| Mrs. N. H. Khatau                             | Vice Chairperson – NED/ Not Independent | 7                              | NO                     | Nil                            | -                                  | -        |
| Mr. G. D. Bhingarkar                          | Executive WTD / Not Independent         | 7                              | YES                    | Nil                            | -                                  | -        |
| Mrs. N.B. Pasta                               | NED / Independent                       | 8                              | YES                    | 1                              | -                                  | -        |
| Mr. Utsav Parekh<br>(Resigned w e f 25.03.09) | NED / Independent                       | 1                              | NO                     | 12                             | 8                                  | -        |
| Mr. Mukul Kasliwal                            | NED / Independent                       | 5                              | NO                     | 8                              | -                                  | -        |
| Mr. Arun Thiagarajan                          | NED / Independent                       | 3                              | NO                     | 13                             | 7                                  | 1        |
| Mr. C Sundershyam                             | NED / Independent<br>Nominee of SBI     | 5                              | YES                    | -                              | -                                  | -        |

NED - Non-Executive Director WTD - Whole time Director

\* Directorships in Private Companies and foreign companies are excluded.

As required by the Companies Act, 1956 and Clause 49 of the Listing Agreement, none of the Directors hold directorships in more than 15 public companies, memberships of Board Committees (Audit / Shareholders Grievance Committees) in excess of 10 and Chairmanship of Board Committees as aforesaid in excess of 5.

#### Information placed before the Board

As a policy, all major decisions involving new investments and capital expenditure, in addition to matters which statutorily require Board approval, are put up for consideration of the Board. Inter-alia, the following information is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Annual operating plans and budgets.
- Capital budget-purchase and disposal of plant, machinery and equipments.
- Quarterly, half yearly and annual results of the Company.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payments by clients.

- Any issue, which involves possible public or product liability claims of substantial nature, including any judgments or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture agreement or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources or on the industrial relations front like signing of wage agreement etc.
- Sale of material nature of investments, subsidiaries, assets, which are not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirement and shareholders service such as non-payment of dividend, delay in share transfer etc. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

#### Directors with pecuniary relationship or business transaction with the Company

All Executive Directors receive salary, allowances and perquisites while all Non-Executive Directors receive sitting fees.

#### Remuneration to Directors

(Amount in Rs.)

| Name of Directors    | Sitting fees* | Salaries, allowances and perquisites |
|----------------------|---------------|--------------------------------------|
| Mr. H A Khatau       | Nil           | 22,81,354                            |
| Mrs. N. H. Khatau    | 50,000        | Nil                                  |
| Mr. G. D. Bhingarkar | Nil           | 11,86,883                            |
| Mrs. N.B. Pasta      | 60,000        | Nil                                  |
| Mr. Utsav Parekh     | 10,000        | Nil                                  |
| Mr. Mukul Kasliwal   | 25,000        | Nil                                  |
| Mr. Arun Thiagarajan | 15,000        | Nil                                  |
| Mr. C Sundershyam    | 25,000        | Nil                                  |

\* SITTING FEES INCLUDES PAYMENT TO THE DIRECTORS FOR ATTENDING MEETINGS OF BOARD & COMMITTEES

The terms of employment of the Chairman and Managing Director and the Executive Director stipulates a severance notice of three months on either side or payment of three months salary in lieu of notice.

During 2008-09, the Company did not advance any loans to any of its Directors. No Stock Options have been issued to any of the Directors on the Board. None of the relatives of any of the Directors are employed in the Company.

#### Code of Conduct

The Board of Directors has laid down Code of Conduct for all the Directors and the designated employees in the senior management. A copy of the Code of Conduct is available on the website of the company: [www.cablecorporation.com](http://www.cablecorporation.com). All the Board members and senior management executives have affirmed compliance with the Code of Conduct. A declaration to this effect signed by Mr. Hiten A. Khatau, Chairman and Managing Director is annexed to this report.

#### BOARD COMMITTEES

The Company has four Board-level Committees - Audit Committee, Shareholders' / Investors' Grievance Committee, Remuneration Committee and Asset Sale Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

##### I. Audit Committee

As on 31<sup>st</sup> March 2009, the Audit Committee comprises of Mrs. N.B. Pasta, Mrs. N. H. Khatau and Mr. Utsav Parekh till 25<sup>th</sup> March, 2009. The Committee's Powers and role are as stipulated in Clause 49 of the Listing Agreement and under Section 292 A of the Companies Act, 1956.

During the year under review, four Audit Committee Meetings were held i.e. on 30<sup>th</sup> June, 2008, 29<sup>th</sup> July 2008, 25<sup>th</sup> October, 2008, and 30<sup>th</sup> January, 2009. The minutes of the meetings of the Audit Committee are reviewed and noted by the Board. The composition of the Committee and the attendance at the meetings of the Committee are as under: