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STANDARD CABLES LIMITED

25th ANNUAL REPORT

2002 - 2003

ANNUAL REPORT 2002 - 2003

STANDARD CABLES LIMITED

BOARD OF DIRECTORS

SHRI ARVIND TOSHNIWAL
SHRI J K BIHANI
SHRI G K SESHASAYEE

COMPANY SECRETARY

SHRI B. VENKATA RAMI REDDY

AUDITORS

M/S. SINGHVI, DEV & UNNI
S.D.U. House, Madhavanagar
12, Race Course Road
BANGALORE : 560 001.

REGISTERED OFFICE

11, AECS Layout, Geddalahalli,
Sanjaynagar, Bangalore - 560 094.

PRINCIPAL BANKERS

CANARA BANK
S.S.I. Unit, Bommasandra,
BANGALORE : 562 158.

**REGISTRARS & SHARE TRANSFER
AGENTS**

DYNAMIC SUPERWAYS & EXPORTS
LIMITED,
Rainbow Palace,
I C Colony Cross Road No. 5
Borivili (West),
MUMBAI : 400 103.

AGM VENUE

ESTATE CLUB, 19TH KM OFF HOSUR ROAD
HUSKUR ROAD, GOOLIMANGALA,
BANGALORE - 562158
ON FRIDAY 26TH SEPTEMBER 2003
AT 10-30 A.M.

STANDARD CABLES LIMITED**STANDARD CABLES LIMITED**

NO. 11, AECS LAYOUT, 1ST STAGE, GEDDALAHALLI, SANJAYNAGAR, BANGALORE : 560 094.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING of the Members of STANDARD CABLES LIMITED, will be held at Estate Club, 19th K.M. Off Hosur Road, Huskur Road, Goolimangala, Bangalore : 562 158 on Friday the 26th September, 2003 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003 and Profit and Loss Account of the Company for the year ended on that date and reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Arvind Toshniwal, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint Auditors and to fix their remuneration.

By Order of the Board
for STANDARD CABLES LIMITED

Place: Bangalore

Date: 17.07.2003

B VENKATA RAMI REDDY
COMPANY SECRETARY.

NOTE:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2) THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 20.09.2003 TO 26.09.2003 (BOTH DAYS INCLUSIVE).
- 4) MEMBERS DESIROUS OF SEEKING ANY FURTHER INFORMATION OR CLARIFICATION IN RESPECT OF ACCOUNTS AND OPERATIONS OF THE COMPANY ARE REQUESTED TO SEND THEIR QUERIES IN WRITING TO THE COMPANY AT THE REGISTERED OFFICE SO AS TO REACH ATLEAST 10 DAYS BEFORE THE DATE OF MEETING SO THAT THE REQUIRED INFORMATION CAN BE MADE AVAILABLE AT THE MEETING.
- 5) MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT AND THE ATTENDANCE SLIP WITH THEM AT THE MEETING.
- 6) MEMBERS ARE REQUESTED TO NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS TO THE COMPANY'S SHARE TRANSFER AGENTS QUOTING FOLIO NUMBER AND GIVING COMPLETE ADDRESS IN BLOCK LETTERS.
- 7) PURSUANT TO SECTION 205A OF THE COMPANIES ACT, 1956, UNCLAIMED DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 1995 HAS BEEN TRANSFERRED TO THE INVESTOR EDUCATION AND PROTECTION FUND.
- 8) MEMBERS WHO ARE HOLDING SHARES IN IDENTICAL NAME (S) UNDER DIFFERENT LEDGER FOLIOS ARE REQUESTED TO APPLY FOR CONSOLIDATION OF SUCH FOLIOS AND SEND THE RELEVANT EQUITY SHARE CERTIFICATE(S) TO THE COMPANY AT ITS REGISTERED OFFICE.
- 9) AT THE ENSUING ANNUAL GENERAL MEETING, SHRI ARVIND TOSHWIHAL RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT. THE INFORMATION / DETAILS PERTAINING TO THIS DIRECTOR TO BE PROVIDED IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IS FURNISHED IN THE STATEMENT OF CORPORATE GOVERNANCE.
- 10) THE COMPANY HAS, CONSEQUENT TO THE INTRODUCTION OF THE DEPOSITORY SYSTEMS, ENTERED INTO AN AGREEMENT WITH CENTRAL DEPOSITORY SYSTEMS LIMITED (CDSL). MEMBERS, THEREFORE, CAN HOLD AND DEAL IN THE SHARES OF THE COMPANY IN THE ELECTRONIC FORM.

MEMBERS MAY APPROACH ANY OF THE DEPOSITORY PARTICIPANTS TO DEMATERIALISE (I.E., CONVERSION OF PHYSICAL FORM OF SHARE CERTIFICATES INTO ELECTRONIC FORM) THEIR SHARE CERTIFICATE(S) AND HOLD THEIR SHARES IN ELECTRONIC FORM.

By Order of the Board
for STANDARD CABLES LIMITED

Place: Bangalore

Date: 17.07.2003

B VENKATA RAMI REDDY
COMPANY SECRETARY.

ANNUAL REPORT 2002 - 2003**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting their Twenty Fifth Annual Report alongwith the Audited Accounts for the year ended 31st March, 2003.

FINANCIAL RESULTS

The financial results of the Company for the year under review are summarised hereunder:

	Current Year Rs. in Lacs	Previous Year Rs. in Lacs
Income	100.75	238.83
Expenditure	164.28	264.32
Loss before Depreciation & Taxation	63.53	25.49
Add Depreciation	13.62	7.26
Provision for Taxation	--	--
Loss after Depreciation and Tax	77.15	32.75
Opening Balance of P & L A/c	273.26	240.51
Balance Carried to Balance Sheet	350.41	273.26

OPERATIONS

keeping in view the financial position of the company and the losses being incurred every year, your Directors had decided in the Board Meeting held on 19th October, 2002 to close the manufacturing operations of the company with effect from 21st October, 2002.

The company since then has settled the accounts of all the employees as per rules and applicable labour laws. All the assets of the company have been sold as per the resolutions passed u/s 293(1) (a) of the Companies Act, 1956 by passing resolutions through Postal Ballot results of which were declared on 24th February, 2003. The company has since then settled all the dues of the Bank and obtained No Due Certificate and has also paid to all the suppliers. Your Directors are looking at the possibility of entering into new business.

DIVIDEND

Your Directors do not recommend any Dividend for the year under review.

DEPOSITS

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules framed there under.

EMPLOYEES

None of the Employees attracted the provisions of Section 217 (2A) of the Companies Act, 1956.

DIRECTORS

In accordance with articles 106 and 107 of the Articles of Association of the company, Shri Arvind Toshniwal retires by rotation and being eligible offers himself for re-appointment.

CORPORATE GOVERNANCE

The company has, in place, a system of Corporate Governance. As required by the relevant clause of the Listing Agreement, a separate report on Corporate Governance is enclosed as part of this annual Report. A certificate from the Auditors of the Company regarding compliance of Corporate Governance is also annexed to the report on Corporate Governance.

LISTING

Your Company's shares are listed in Bangalore and Mumbai Stock Exchanges and the Listing fees have been duly paid.

DIRECTORS RESPONSIBILITY

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000, your Directors state :

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b) that the Directors 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 at the end of the financial year ended on 31.03.2003 and of the loss of the company for the year ended on 31.03.2003;
- c) that the Directors 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;
- d) that the Directors have prepared Annual accounts on the assumption that the company is no longer a going concern.

AUDITORS

M/s. Singhvi, Dev & Unni, Chartered Accountants, Bangalore, retire and being eligible, offer themselves for re-appointment. As regards the Auditors' observations in their report, the relevant notes are self-explanatory.

ADDITIONAL INFORMATION

In terms of Section 217 (1) of the Companies Act, 1956 and the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988, your Directors furnish hereunder the additional information as required:

A. CONSERVATION OF ENERGY

- a) he company has made efforts to reduce energy consumption to the utmost level.
- b) No additional investments or proposals were implemented for reduction or conservation of energy.
- c) In the opinion of the Board, the provisions of disclosure of particulars in terms of Form A are not applicable to the Company.

B. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

- 1) The Company has not carried out any Research and Development activities during the year.
- 2) As no activity of Research and Development has been carried the question of benefits arising out of the same does not arise.
- 3) The Company has no plans to setup any Research and Development Cell.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company has adapted suitably to indigenous technology and the same has been cost effective.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | | |
|----|---------------------------|---------|
| a) | Foreign Exchange Earnings | Rs. Nil |
| b) | Foreign Exchange Outgo | Rs. Nil |

BANGALORE
17.07.2003.

FOR AND ON BEHALF OF THE BOARD

ARVIND TOSHNIWAL
DIRECTOR

J.K. BIHANI
DIRECTOR.

ANNUAL REPORT 2002 - 2003**CORPORATE GOVERNANCE****1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Corporate Governance code, introduced by the Securities and Exchange Board of India (SEBI) through the incorporation of new clause in the Listing Agreement of the Stock Exchanges and also through applicable provisions of the Companies (Amendment) Act, 2000.

During the years, your company has complied with the Principles of Corporate Governance emphasizing on Transparency, Empowerment, Accountability and Integrity.

2. BOARD OF DIRECTORS**A. BOARD COMPOSITION**

Name	Position	Number of Other Directorships
Shri Arvind Toshniwal	Non whole time Director	6
Shri J K Bihani	Non whole time Independent	4
Shri G K Seshasayee	Non whole time Independent	NIL

B. BOARD MEETING AND ATTENDANCE

Five Board Meetings were held during the period from 01.04.2002 to 31.03.2003, on 26.04.2002, 26.07.2002, 19.10.2002, 11.01.2003 and 25.02.2003. Details of attendance of each Director at the Board, last AGM and various Committees of the Board during the financial year ended 31st March, 2003 are given below:

Directors	Board Meeting	Audit Committee	Shareholders / Investor Grievance Committee	Last AGM Attended (YES / NO)
	(5)*	(4)*	(3)*	
Shri Arvind Toshniwal	5	4	3	YES
Shri J K Bihani	5	4	3	YES
Shri G K Seshasayee	5	4	3	YES

*The figures within brackets denote the number of meetings held during the period from 1st April, 2002 to 31st March, 2003.

C. RE-APPOINTMENT OF DIRECTORS

Shri Arvind Toshniwal retiring by rotation and eligible for re-appointment.

Shri Arvind Toshniwal is a Graduate in Electrical Engineering. He was first appointed on the board on 30th July 1999 and was re-appointed on 27th September 1999. He has got 32 years of experience in the areas of Manufacturing, Marketing, Finance as well as General Management.

Other Directorship :

Sl. No.	Name of the Company	Designation
1	Toshniwal Bros (SR) Pvt. Ltd.,	Managing Director
2	Acmetosh Services Pvt. Ltd.,	Managing Director
3	BT Solders Pvt. Ltd.,	Director
4	Toshniwal Process Inst. Pvt. Ltd.,	Director
5	Toshniwal Inst. Mfg. Pvt. Ltd.,	Director
6	Toshniwal Bros Pvt. Ltd.,	Director

Membership of the Committees of other Companies : NIL.

3. COMMITTEE OF DIRECTORS

The Board has constituted two Committees of Directors to deal with the matters referred to it.

(A) AUDIT COMMITTEE :

The Committee consists of the following Directors as its Members :

- 1) Shri J.K. Bihani Chairman
- 2) Shri Arvind Toshniwal Member
- 3) Shri G.K. Seshasayee Member

The broad terms of reference to the committee are compliance of adequate internal control system, financial disclosures and other issues confirming to the requirements specified in the listing agreement. The Committee has met four times during the financial year ended 31st March 2003 and all the members were present at the meetings.

Shri B Venkata.Rami Reddy, Company Secretary is the Secretary for the Audit Committee.

(B) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

The Committee consists of the following Directors as its Members :

1. Shri G.K. Seshasayee Chairman
2. Shri Arvind Toshniwal Member
3. Shri J.K. Bihani Member

The Committee has been formed to specifically look into the Shareholders / Investors compliance, if any, on transfer of shares, non receipt of balance sheets, etc., and also action taken by the company on the above matters.

Shri B. Venkatarami Reddy, Company Secretary is the Compliance Officer.

During the year only one complaint was received from the Investors. It was resolved to their satisfaction. The outstanding complaints as on 31st March 2003, were NIL.

The Committee has met 3 times during the financial year ended 31st March 2003 and all members were present at the meetings.

ANNUAL REPORT 2002 - 2003**4. GENERAL BODY MEETINGS :**

Information regarding last 3 years General Body Meetings are given below :

LOCATION	AGM/EGM	DAY	DATE	TIME
Hotel Chalukya 44, Race Course Road, BANGALORE :560001	AGM	Tuesday	26.09.2000	9.30 AM
51-A, Bommasandra Industrial Area, Hosur Road, Bangalore : 562 158.	AGM	Friday	21.09.2001	10.30 AM
Estate Club, Huskur Road, Goolimangala, Bangalore : 562 158.	AGM	Friday	13.09.2002	10.30 AM

During the Financial year 2002-2003, ordinary resolution under Section 293 (1)(a) of the Companies Act, 1956 was passed to sell, lease or otherwise dispose off the whole or substantially whole of the undertaking of the Company through Postal Ballot, the results of which was declared on 24.02.2003.

Shri S. Sriraman, Chartered Accountant was appointed as Scrutiniser, for the purpose of Postal Ballot. There were 56 Postal Ballots representing 14,09,900 Votes cast in favour of the resolution and 8 Postal Ballots representing 1,100 Votes were cast against the resolution. The procedures set out in the companies (passing of the resolution by postal ballot) Rules 2001 has been followed.

5. DISCLOSURES :

There are no materially significant related party transactions that would have been a potential conflict with the interests of the company at large. Also, no penalty or strictures have been imposed on the company by any regulatory authority for non compliance of any law.

6. MEANS OF COMMUNICATION :

The quarterly results were published in leading Newspapers viz., Indian Express, Economic Times (English) and Kannada Prabha, Jana Vahini (Kannada).

7. GENERAL SHAREHOLDERS INFORMATION :**A) ANNUAL GENERAL MEETING :**

Day & Date
Time
Venue

Friday, 26th September 2003
10.30 AM
The Estate Club, 19th KM of Hosur Road,
Huskur Road, Goolimangala,
BANGALORE : 562 158.

(B) FINANCIAL CALENDAR 2003-2004.