



uniSTAR[®]

Annual Report
& Accounts
for the Year Ended
31st March 2014



UNIVERSAL CABLES LTD.

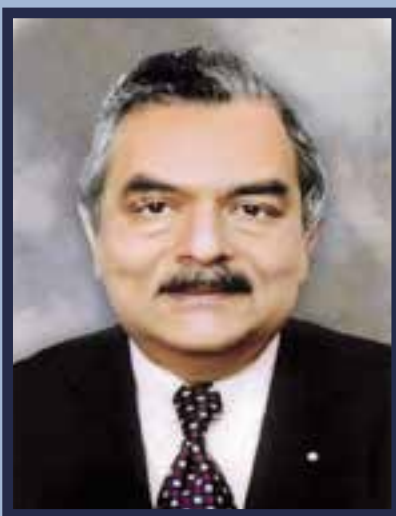




Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration



UNIVERSAL CABLES LIMITED

ANNUAL REPORT 2013-2014

DIRECTORS

SHRI HARSH V. LODHA
DR. S. R. JAIN
SHRI S.S. KOTHARI
SHRI S.C. JAIN
SHRI DINESH CHANDA
SHRI B.R. NAHAR
SHRI D.R. BANSAL

Chairman

Chief Mentor & Executive Director

AUDIT COMMITTEE

SHRI DINESH CHANDA
DR. S.R. JAIN
SHRI S.S. KOTHARI

Chairman

CHIEF EXECUTIVE OFFICER

SHRI Y.S. LODHA

COMPANY SECRETARY

SHRI OM PRAKASH PANDEY

AUDITORS

V. SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS

BANKERS

STATE BANK OF INDIA

REGISTERED OFFICE

P.O. BIRLA VIKAS,
SATNA - 485 005 (M.P.)
PHONE : + 91 7672-257121 to 27, 414000
E-mail : headoffice@unistar.co.in
Website : www.unistar.co.in
CIN : L31300MP1945PLC001114

CONTENTS

PAGE NO.

<i>Notice</i>	<i>3</i>
<i>Directors' Report</i>	<i>11</i>
<i>Management Discussion & Analysis</i>	<i>16</i>
<i>Report on Corporate Governance</i>	<i>21</i>
<i>Auditors' Report</i>	<i>30</i>
<i>Balance Sheet</i>	<i>34</i>
<i>Statement of Profit and Loss</i>	<i>35</i>
<i>Cash Flow Statement</i>	<i>36</i>
<i>Notes to Financial Statements</i>	<i>38</i>

IS / ISO 9001:2000



IS / ISO 14001





UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

E-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the Sixty-Ninth Annual General Meeting of the Members of Universal Cables Limited will be held at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) on Tuesday, 12th August, 2014 at 11.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harsh V. Lodha (holding DIN 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), the retiring auditors, as Statutory Auditors of the Company for further period of upto three financial years starting from 1st April, 2014, to hold office from the conclusion of this Meeting until the conclusion of the next third Annual General Meeting of the Company subject to ratification by shareholders in the subsequent Annual General Meeting(s) at a remuneration and on the other terms and conditions as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To appoint Shri Bachh Raj Nahar (holding DIN 00049895) as a Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED that Shri Bachh Raj Nahar (DIN 00049895) who was appointed as an Additional Director of the Company with effect from 19th May, 2014 by the Board of Directors under Section 161 of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To appoint Shri S.S. Kothari (holding DIN 000052448) as an Independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with stock exchanges, Shri S.S. Kothari (DIN 000052448), a Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.”

6. To appoint Shri S.C. Jain (holding DIN 00194087) as an Independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with stock exchanges, Shri S.C. Jain (DIN 00194087), a Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.”

7. To appoint Dr. S.R. Jain (holding DIN 00364293) as an Independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with stock exchanges, Dr. S.R. Jain (DIN 00364293), a Director of the Company whose period of office is liable to determination by retirement of director by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.”



8. To appoint Shri Dinesh Chanda (holding DIN 00939978) as an Independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with stock exchanges, Shri Dinesh Chanda (DIN 00939978), a Director of the Company whose period of office is liable to determination by retirement of director by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.”
9. To ratify/approve the remuneration of the Cost Auditors for the financial year 2014-15 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Messrs D. Sabyasachi & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company relating to manufacture of Cables and Capacitors for the financial year 2014-15, be paid the remuneration of Rs.90,000/- (Rupees Ninety Thousand Only) plus service tax, if applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose by the said Cost Auditors.
RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

P.O. Birla Vikas,
Satna – 485 005 (M.P.)

By order of the Board

(Om Prakash Pandey)
Company Secretary

21st June, 2014

NOTES FOR MEMBERS' ATTENTION

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.**

A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders. A proxy form is annexed herewith.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 6th August, 2014 to Tuesday, the 12th August, 2014 (both days inclusive).
4. Messrs Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 continue to act in the capacity of Registrar & Share Transfer Agents for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar & Share Transfer Agents.
5. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN No. for the Equity Shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
7. This Notice of the Meeting (AGM) alongwith the Attendance Slip, Proxy Form and the Annual Report 2014 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. All relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Meeting (AGM).
9. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges in respect of the Directors seeking appointment/re-appointment at the Meeting are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.



10. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
11. Members desirous of obtaining any information on Annual Accounts of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
12. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs.7,76,437/- being the unpaid and unclaimed dividend amount pertaining to Interim Dividend 2006 on 21st June, 2013, to the Investor Education and Protection Fund of the Central Government.
13. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2007 onwards, are therefore requested immediately to write to the Company or Company's Registrar and Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the Members the facility of voting through electronic means, as an alternate, to enable them to cast their votes electronically and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity share held by them as on 30th June, 2014 (Record Date).
15. The instructions for members for voting electronically are as under:-

In case of members receiving the Notice through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Universal Cables Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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:

	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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 of "Universal Cables Limited" to vote.
- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the Notice (physical copy) through Post/Courier then please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

16. The voting period begins on 6th August, 2014 and ends on 7th August, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
17. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
18. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Record Date.
19. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pardeep Nayak, Chartered Accountant as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
20. 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 Meeting.
21. The results shall be declared on or after the Meeting (AGM) of the Company. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.unistar.co.in and on the website of CDSL within two (2) working days of passing of the resolutions at the Meeting (AGM) of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Ltd. and National Stock Exchange of India Ltd.

ANNEXURE TO NOTICE

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

The following Statement set out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Shri Bachh Raj Nahar as an Additional Director of the Company with effect from 19th May, 2014. In terms of the provisions of Section 161 of the Act, Shri Bachh Raj Nahar would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Bachh Raj Nahar for the office of Director of the Company.

Shri Bachh Raj Nahar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board is confident that with his extensive business acumen, knowledge, and experience in diverse field, Shri Bachh Raj Nahar would definitely enhance the Board's strength and dynamism.

Save and except Shri Bachh Raj Nahar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

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

Item No. 5

Shri S.S. Kothari is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 26.10.2005.

Shri S.S. Kothari retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri S.S. Kothari being eligible, has given his consent to act as a Director is proposed to be appointed as an Independent Director for five consecutive years w.e.f. 1st April, 2014. The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Shri S.S. Kothari for the office of Director of the Company.

In the opinion of the Board, Shri S.S. Kothari fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement with Stock Exchanges. Shri S.S. Kothari is independent of the management.

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 Shri S.S. Kothari as an Independent Director. Copy of the draft letter for appointment of Shri S.S. Kothari as an Independent



Director is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri S.S. Kothari and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

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

Item No. 6

Shri S.C. Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27.10.2004.

Shri S.C. Jain retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri S.C. Jain being eligible, has given his consent to act as a Director is proposed to be appointed as an Independent Director for five consecutive years w.e.f. 1st April, 2014. The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Shri S.C. Jain for the office of Director of the Company.

In the opinion of the Board, Shri S.C. Jain fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement with Stock Exchanges. Shri S.C. Jain is independent of the management.

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 Shri S.C. Jain as an Independent Director. Copy of the draft letter for appointment of Shri S.C. Jain as an Independent Director is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri S.C. Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

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

Item No. 7

Dr. S.R. Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 05.09.2006.

Dr. S.R. Jain is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. S.R. Jain being eligible, has given his consent to act as a Director is proposed to be appointed as an Independent Director for five consecutive years w.e.f. 1st April, 2014. The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Dr. S.R. Jain for the office of Director of the Company.

In the opinion of the Board, Dr. S.R. Jain fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement with Stock Exchanges. Dr. S.R. Jain is independent of the management.

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 Dr. S.R. Jain as an Independent Director. Copy of the draft letter for appointment of Dr. S.R. Jain as an Independent Director is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Dr. S.R. Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

Item No. 8

Shri Dinesh Chanda is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 23.05.2007.

Shri Dinesh Chanda is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Dinesh Chanda being eligible, has given his consent to act as a Director is proposed to be appointed as an Independent Director for five consecutive years w.e.f. 1st April, 2014. A notice has been received from a member proposing Shri Dinesh Chanda as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Dinesh Chanda fulfils the conditions specified in the Companies Act, 2013 and the Listing Agreement with Stock Exchanges. Shri Dinesh Chanda is independent of the management.

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 Shri Dinesh Chanda an Independent Director. Copy of the draft letter for appointment of Shri Dinesh Chanda an Independent Director is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Dinesh Chanda and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members.

Item No. 9

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors by the Board of Directors to audit the cost records maintained by the Company in connection with manufacture of Cables and Capacitors for the financial year 2014-15 on the recommendation of the Audit Committee at a remuneration of Rs. 90,000/- (Rupee Ninety Thousand Only) plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose.



As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified subsequently by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Details of Directors seeking appointment/re-appointment in the ensuing annual General Meeting scheduled to be held on 12th August, 2014.

Name of Director	Shri Harsh V. Lodha
Date of Birth	13.02.1967
Date of Appointment	24.04.1998
Expertise in specific functional areas	He is an eminent Chartered Accountant and has served as Partner of M/s Lodha & Co., Chartered Accountants. He has been actively involved in significant assignments in the areas of takeovers and mergers/reconstructions and rehabilitations, international and domestic financing, project structuring, capital mobilization, joint-ventures and collaborations. He is serving on the Managing Committee of ASSOCHAM. He has served on the Executive Committee of FICCI and as Chairman of its Corporation Laws and Governance Committee and Co-Chairman of its Young Leaders Forum. He has served as a Member of Working Group on Corporate Governance set up by the Department of Company Affairs, Government of India and Working Group to frame guidelines for the registration and operations of the Securitisation Companies and Asset Reconstruction Companies constituted by the Reserve Bank of India. He has served as Member of the Accounting Standards Board of The Institute of Chartered Accountants of India. He has served as Vice President of the Indian Chamber of Commerce, Calcutta and as Chairman of its Economic Affairs Committee, Banking & Finance and Direct Tax Committees. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. Also served as the Vice Consul of the Republic of Philippines for Eastern India. He is on Boards of several reputed Companies.
List of outside Directorships held*	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Ericsson Optical Ltd. Birla Furukawa Fibre Optics Ltd. J.K. Fenner (India) Ltd. Hindustan Gum & Chemicals Ltd. Punjab Produce Holdings Ltd. Vindhya Telelinks Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Chairman - (i) Share Transfer and Shareholders'/ Investors' Grievance Committee of Birla Corporation Ltd. (ii) Investors Grievance Committee of Alfred Herbert (India) Ltd. Member - (i) Audit Committee of J.K. Fenner (India) Ltd. (ii) Audit Committee of Punjab Produce Holdings Ltd.
Shareholding of the Non-Executive Director	7950 Shares
Relationship between Directors inter-se	None

Name of Director	Shri Bachh Raj Nahar
Date of Birth	14.06.1951
Date of Appointment	19.05.2014
Expertise in specific functional areas	He is a Chartered Accountant. He is a Managing Director of Birla Corporation Limited, the flagship Company of the M.P. Birla group. Under his leadership, Birla Corporation Limited has been ranked First among the mid size Cement Companies in India. He has been holding important positions in major Companies for four decades. Business magazine had identified him as the best CEO among India's mid size Cement Companies and one of India's most valuable CEO's. He was Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India. Earlier, he was Executive President of Vikram Ispat of the Aditya Birla Group, one of the largest group of India.