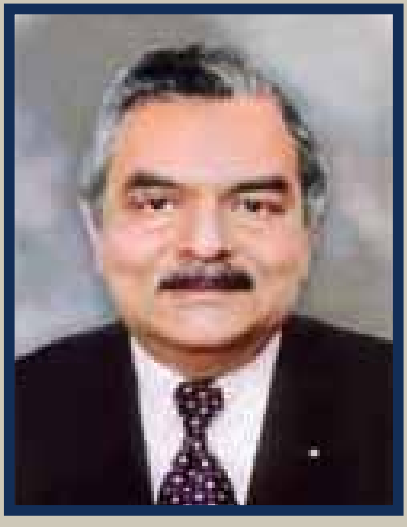
UNISTAR®

Annual Report & Accounts for the Year Ended 31st March 2015

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 2014-2015

DIRECTORS

SHRI HARSH V. LODHA	*Chairman*
DR. S. R. JAIN	
SHRI S.S. KOTHARI	
SHRI S.C. JAIN	
SHRI DINESH CHANDA	
SHRI B.R. NAHAR	
DR. KAVITA A. SHARMA	
SHRI D.R. BANSAL	*Chief Mentor & Executive Director (upto 4th May, 2015)*

AUDIT COMMITTEE

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

CHIEF MENTOR & ADVISOR

SHRI D. R. BANSAL *(w.e.f. 5th May, 2015)*

MANAGER & CHIEF OPERATING OFFICER

SHRI AMITAVA BOSE *(w.e.f. 5th May, 2015)*

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

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IS / ISO 9001:2000

IS / ISO 14001

मानक: पथप्रदर्शक:

OHSAS 18001
BUREAU VERITAS
Certification

SA 8000 : 2008

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 Seventieth 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 Friday, 24th July, 2015 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 financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 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 B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for the financial year 2015-16, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

   "RESOLVED that Dr. Kavita A. Sharma (DIN: 07080946) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th February, 2015 under Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying her intention to propose the candidature of Dr. Kavita A. Sharma for the office of Director be and is hereby appointed as a Director of the Company."

   FURTHER RESOLVED that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement with stock exchanges Dr. Kavita A. Sharma, (DIN: 07080946) who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 6th February, 2015, not liable to retire by rotation."

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

   "RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all 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), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and/or any other guidelines issued by the Central Government from time to time, the consent of the Members of the Company be and is hereby accorded for appointment of Shri Y.S. Lodha as Manager and Chief Executive Officer of the Company, for a period of three (3) years effective from 15th May, 2015 to 14th May, 2018 upon the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement, the main terms and conditions of which are described under Explanatory Statement attached to this Notice, to be entered into between the Company and Shri Y.S.Lodha and submitted for approval to this meeting, which Agreement is hereby specifically approved.

   FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this resolution) be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in all other perquisites and benefits, etc. of Shri Y.S.Lodha effective from 1st April, each year notwithstanding the fact that the overall remuneration may exceed the limits prescribed for managerial remuneration under the applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable as may be agreed to between the Board and Shri Y.S.Lodha, subject to such approvals to the extent and in manner as may be required.

   FURTHER RESOLVED that the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

6. 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 Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the payment of remuneration of ₹ 1,00,000/- (₹ One lac only) with applicable Service Tax plus reimbursement of out of pocket expenses at actual to Messrs D. Sabyasachi & Co., Cost Accountants who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March, 2016, be and is hereby ratified and approved.

   FURTHER RESOLVED 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.)

15th May, 2015

By order of the Board

(Om Prakash Pandey)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. A Explanatory 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 I.E. BY 11.00 A.M. ON 22ND DAY OF JULY, 2015 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 on behalf of members for more than Fifty (50) in number 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 Saturday, the 18th July, 2015 to Friday, the 24th July, 2015 (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 2015 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 11.00 a.m. to 1.00 p.m. 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. The Company had transferred ₹ 9,02,682/- being the unpaid and unclaimed dividend amount for the year 2006-07 on 13th September, 2014, to the Investor Education and Protection Fund of the Central Government.

    Members who have so far not encashed their dividend warrants for the year ended 31st March, 2008 onwards, are 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.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility of voting to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity share held by them as on 17th July, 2015 (Cut-off-date).

14. The facility for voting through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

15. The instructions for members for voting electronically are as under:-

    (i) The voting period begins on 21st July, 2015 (9.00 am) and ends on 23rd July, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2015, 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:

	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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number as indicated in the Attendance Slip under Electronic Voting Particulars.
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.
	• 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 for "Universal Cables Limited" on which you choose 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 password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

(a) 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 Corporates.

(b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(c) 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.

(d) 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.

(e) 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.

(xix) 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.

16. 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 cut-off date.

17. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pradeep Nayak, Chartered Accountant as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting as at meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.

19. 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 48 (forty eight) hours 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 at its meeting held on 6th February, 2015 on the recommendation of Nomination and Remuneration Committee, appointed Dr. Kavita A. Sharma as an Additional Director (Non-executive Independent) under Section 161(1) of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and she holds office as such upto the date of this Annual General Meeting. The Company has received notices in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014 an Independent Director of a company can be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, it is proposed to appoint Dr. Kavita A. Sharma as an Independent Director of the Company to hold office as such for a period of 5 years i.e. up 5th February, 2020, not liable to retire by rotation.

Dr. Kavita A. Sharma has given a declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Dr. Kavita A. Sharma fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and is independent of the management. The draft letter for appointment of Dr. Kavita A. Sharma as an Independent Director is available for inspection by any member at the Registered Office of the Company during 11:00am and 1:00pm on all working days except Saturdays upto and including the date of this Annual General Meeting and will also be available for inspection at the venue of the said Meeting.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Kavita A. Sharma as an Independent Director. Dr. Kavita A. Sharma would bring with her immense experience to the Board, interalia in the areas of management, administration and corporate governance. Accordingly, the Board recommends the ordinary resolution at the Item No. 4 of the Notice in relation to appointment of Dr. Kavita A. Sharma as an independent Director for five consecutive years for a term upto 5th February, 2020 for the approval by the members of the Company.

Except Dr. Kavita A. Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice. This explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the stock exchanges.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Dr. Kavita A. Sharma is set out in the Annexure to 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

Having regard to the leadership qualities of Shri Y.S. Lodha supported by professional qualifications, vast knowledge and rich & varied corporate experience of more than 28 years in the various cable companies all belonging to M.P. Birla Group, the Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on 15th May, 2015 has appointed Shri Y.S. Lodha, as Manager & Chief Executive Officer for a period of three (3) years with effect from 15th May, 2015 to 14th May, 2018. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Y.S. Lodha as Manager & Chief Executive Officer based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee. The broad particulars of remuneration and perquisites payable and other principal terms and conditions of his appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha, are as under:

I. **Tenure of Appointment:** Three (3) years with effect from 15th May, 2015 to 14th May, 2018.

II. **Remuneration:**

(1) **Basic Salary:** ₹ 2,25,000/- (₹ Two lac twenty five thousand only) per month with such annual increments effective from 1st April each financial year as may be decided by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.

(2) **Allowances and Perquisites/Benefits:** In addition to the Basic Salary as outlined above, the Manager & Chief Executive Officer shall be entitled to perquisites/benefits as under:

(i) **House Rent Allowance(HRA) :** HRA at the rate of 40% of the Basic Salary.

(ii) **Medical Benefits:** Payment/reimbursement of expenses incurred for self and family (including mediclaim/medical insurance premium) or medical allowance in accordance with the Rules of the Company.

(iii) **Leave Travel Allowance/Assistance :** For Self and his family, once in a year, in accordance with the Rules of the Company.

(iv) **Club Fees :** Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.

(v) **Personal Accident Insurance Premium :** As per Rules of the Company.

(vi) **Contribution to Provident Fund and Superannuation or Annuity Fund :** As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.

(vii) **Gratuity :** As per Rules of the Company and applicable statutory provisions, if any, from time to time.

(viii) **Leave Encashment :** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.

(ix) **Other Perquisites, Benefits & Allowance(s) :** As per rules of the Company as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

(x) **Car/Communication Facilities :** The following shall not be included in the computation of perquisites –

(a) Provision of Company's car with driver for official use.

(b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

Explanation(s):

(a) Family mentioned above means the spouse and dependent children of the Manager & Chief Executive Officer.

(b) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time.

(c) The Company's contribution to or provision for provident fund, pension, superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of unavailed accumulated leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes Basic Salary, Allowances and Perquisites/Benefits.

(d) For the purpose of gratuity, contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Y. S. Lodha will be considered continuous service with the Company from the date he joined the services of sister concern(s) or this Company in any capacity from time to time and termination of this Agreement followed by an immediate renewal thereof or execution of a fresh Agreement will not be considered as any break in the service.

(e) The Manager & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time.

(3) **Overall Remuneration:** The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board is entitled to revise the remuneration payable to the Manager & Chief Executive Officer at any time, such that the aggregate of Basic Salary (inclusive of annual increments, if any), perquisites and allowances in any financial year shall not exceed the overall ceiling prescribed under Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.

(4) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the "Manager and Chief Executive Officer", the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Allowances and Perquisites/benefits as specified above, subject to requisite approvals being obtained in that behalf, if and to the extent necessary or in the alternative pay remuneration to Shri Y.S.Lodha by way of Basic Salary, Allowances and Perquisites/benefits, within the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 or any amendments thereto as notified from time to time.

III. Other Conditions:

(a) Shri Y.S. Lodha, in the capacity of "Manager and Chief Executive Officer", shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(b) In addition to his present appointment as Manager and Chief Executive Officer of the Company, Shri Y.S.Lodha has also been appointed/re-appointed as "Managing Director" of a promoter and promoter group Company *viz.* Vindhya Telelinks Limited (VTL), Shri Y.S. Lodha would receive remuneration from VTL as well as in holding managerial position of the "Managing Director" in accordance with the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013. He would receive remuneration from the said Vindhya Telelinks Limited as well on holding the managerial position of "Managing Director", provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limit admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013 and in case the total remuneration from both the companies exceeds the limit as above, the same shall be subject to requisite approvals being obtained in that behalf, if and to the extent necessary.

(c) Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment thereto), Shri Y. S. Lodha is entrusted with the management of the whole or substantially the whole of the affairs of the Company and he may as such exercise all such powers of the Company, as authorized by its Memorandum and Articles of Association that are nor hereby or by the said Act or by any resolution of the Company required to be exercised or done by the Company or by its Board of Directors (which term shall be deemed to include any Committee of the Board constituted/to be constituted by the Board) exclusively.

(d) The terms and conditions for appointment of Shri Y. S. Lodha as Manager & Chief Executive Officer and contained in the draft Agreement may be altered, varied, modified or amended and remuneration, allowances, perquisites and benefits payable to him as set out herein may be increased, enhanced or widened from time to time by the Board of Directors of the Company or a Committee thereof as it may, at its discretion deem fit, subject to overall ceiling in terms of Section 197 read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force. In the event that during the tenure of present Agreement, the statutory restrictions contained in the Companies Act/Corporate Laws are removed or amended by the Government, the Board of Directors of the Company shall be at liberty to decide such increase in remuneration, perquisite and other benefits as may be deemed necessary.

(e) The Company shall indemnify Shri Y.S. Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.

(f) The Agreement may be terminated by either Party (the Company or Shri Y. S. Lodha) by giving to other Party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration (including Allowances and Perquisites/ benefits) in lieu of the notice to Shri Y. S. Lodha.

(g) The said draft Agreement also contain further terms and conditions as to power and authority of Shri Y.S. Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S. Lodha, etc.

The following statement of information for the members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013.

A. General Information:

1. Nature of Industry:

The Company is engaged in the Power Cables & Capacitors business of manufacturing and marketing and associated turnkey project activities.

2. Date of commencement of Commercial Production:

The Company commenced Commercial Production on 16th February, 1964.

3. Financial Performance: (₹ in lacs)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Gross Revenue	76491	68661	69291	68163	59133
Profit before Interest, Depreciation and Tax	3360	561	3350	1775	5435
Finance Cost/Interest	5069	3286	2568	2397	1096
Profit/(Loss) before Depreciation and Tax	(1709)	(2725)	782	(622)	4339
Depreciation	1762	1687	1477	1481	1657
Profit/(Loss) before Tax	(3471)	(4412)	(695)	(2103)	2682
Tax	-	(406)	(233)	(710)	902
Net Profit/(Loss)	(3471)	(4006)	(462)	(1393)	1780
Paid Up Equity Share Capital	2313	2313	2313	2313	2313
Dividend (excluding tax)	-	-	-	-	463
Rate of Dividend (%)	-	-	-	-	20