



ANNUAL REPORT & ACCOUNTS 2013-14

Linking the World



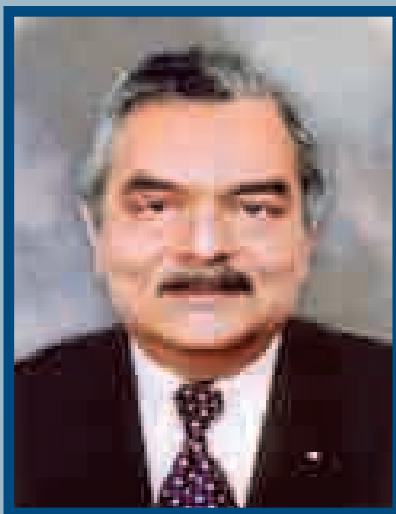
Vindhya Telelinks Ltd.



Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration

VINDHYA TELELINKS LIMITED

ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

SHRI HARSH V.LODHA
SHRI J.VEERARAGHAVAN
SHRI S.K.MISRA
SHRI R.C.TAPURIAH
SHRI D.R. BANSAL
SHRI PRACHETA MAJUMDAR
SHRI SHIV DAYAL KAPOOR (w.e.f 19.05.2014)
SHRI Y.S.LODHA

Chairman

Managing Director

AUDIT COMMITTEE

SHRI R.C.TAPURIAH
SHRI J.VEERARAGHAVAN
SHRI S.K.MISRA
SHRI PRACHETA MAJUMDAR

Chairman

PRESIDENT (COMMERCIAL) & SECRETARY

SHRI R.RADHAKRISHNAN

AUDITORS

V.SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

SOLICITORS

NMS & COMPANY
NEW DELHI

BANKERS

STATE BANK OF INDIA
STATE BANK OF PATIALA

REGISTERED OFFICE & WORKS

UDYOG VIHAR
P.O.CHORHATA
REWA - 486 006 (M.P.)

EPC DIVISION

605 & 608, DDA BUILDING NO.2
DISTRICT CENTRE
JANAKPURI
NEW DELHI – 110 058

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NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Vindhya Telelinks Limited will be held at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) on Tuesday, the August 12, 2014 at 3.00 P.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 declare a dividend on equity shares.
3. To appoint a Director in place of Shri Pracheta Majumdar (holding DIN: 00179118), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), the retiring auditors, as Statutory Auditors of the Company for the financial year 2014-15 to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration and other terms and conditions as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. To appoint Shri Shiv Dayal Kapoor (holding DIN: 00043634) 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications 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 Shiv Dayal Kapoor (DIN: 00043634), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to 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 an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."
6. To appoint Shri S.K.Misra (holding DIN: 00009411) 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.K. Misra (DIN: 00009411), 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 Shri J.Veeraraghavan (holding DIN: 00078998) 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 J.Veeraraghavan (DIN: 00078998), 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 R.C.Tapuriah (holding DIN: 00359997) 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 R.C.Tapuriah (DIN: 00359997), 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 for the financial year 2014-15, be paid the remuneration of Rs.45,000/- 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:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)
June 21, 2014

By Order of the Board

R.Radhakrishnan
President(Commercial)& Secretary

**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 HOURS (48) 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 shareholder. 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 August 6, 2014 to Tuesday, the August 12, 2014 (both days inclusive) for the purpose of determining the names of members eligible for dividend on equity shares (if declared) and the Meeting.
4. The dividend on Equity Shares, if declared at the Meeting, will be credited / despatched between August 12, 2014 and September 10, 2014 to those members whose names shall appear on the Company's Register of Members on August 5, 2014. In respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
5. 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 and 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 and Share Transfer Agents.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
7. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - (i) the change in the residential status on return to India for permanent Settlement.
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. 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 depository account. The ISIN No. for the Equity Shares of the Company is INE707A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
9. 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.
10. This Notice of the Meeting (AGM) along with the Attendance Slip, Proxy Form and the Annual Report 2014 are being sent by electronic mode to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
11. All relevant documents referred to in the accompanying Notice and the Statement shall be 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, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting (AGM).
12. 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.
13. 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.
14. 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.
15. 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 (India) Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity share held by them as on June 30, 2014 (Record Date).
16. The instructions for members for voting electronically are as under:
In case of members receiving Notice of Annual General Meeting through e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "Vindhya Telelinks 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 "Vindhya Telelinks 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 Notice of Annual General Meeting (physical copy) through Post/Courier then please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

17. The voting period begins on August 6, 2014 and ends on August 7, 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 June 30, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. 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.
19. 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.
20. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pardeep Nayak, Chartered Accountants as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
21. 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.
22. 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.vtrewa.com 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 sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Shiv Dayal Kapoor as an Additional Director of the Company with effect from 19th May, 2014. In terms of the provisions of Section 161(1) of the Act, Shri Shiv Dayal Kapoor would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Shiv Dayal Kapoor for the office of Director of the Company.

Shri Shiv Dayal Kapoor is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri Shiv Dayal Kapoor that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Shiv Dayal Kapoor possesses appropriate skills, experience and knowledge, inter alia, in the fields of management and technical operations.

In the opinion of the Board, Shri Shiv Dayal Kapoor fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement with the stock exchanges. Shri Shiv Dayal Kapoor is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Shiv Dayal Kapoor is appointed as an Independent Director. Copy of the draft letter for appointment of Shri Shiv Dayal Kapoor 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 Shiv Dayal Kapoor 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.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. K. Misra is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27.10.2004.

Shri S.K. Misra retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. It is proposed to appoint Shri S.K.Misra as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges, to hold office for five (5) consecutive years for a term upto 31st March, 2019. The Company has received a notice in writing from a member along with the deposit of requisite amount proposing the candidature of Shri S.K.Misra for the office of Director of the Company.

In the opinion of the Board, Shri S.K. Misra 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.K.Misra 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.K. Misra as an Independent Director. Copy of the draft letter for appointment of Shri S.K.Misra 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.K.Misra 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

Shri J.Veeraraghavan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27.10.2004.

Shri J.Veeraraghavan 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 J.Veeraraghavan being eligible and offering himself for appointment, 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 J.Veeraraghavan as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri J.Veeraraghavan fulfils the conditions specified in the Companies Act, 2013 and the Listing Agreement with stock exchanges. Shri J.Veeraraghavan 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 J.Veeraraghavan as an Independent Director. Copy of the draft letter for appointment of Shri J.Veeraraghavan 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 J.Veeraraghavan 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.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 R.C.Tapuria is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 19.08.1985.

Shri R.C.Tapuria 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 R.C.Tapuria being eligible and offering himself for appointment, 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 R.C.Tapuria as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri R.C.Tapuria fulfils the conditions specified in the Companies Act, 2013 and the Listing Agreement with stock exchanges. Shri R.C.Tapuria 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 R.C.Tapuria as an Independent Director. Copy of the draft letter for appointment of Shri R.C.Tapuria 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 R.C.Tapuriah 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 for the Financial Year 2014-15 on the recommendation of the Audit Committee at a remuneration of Rs.45,000/- 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 August 12, 2014:

Name of Director	Shri Pracheta Majumdar
Date of Birth	15.08.1944
Date of Appointment	27.10.2004
Expertise in specific functional areas	Mechanical Engineer and Management Advisor by profession. Possesses more than 45 years of rich and varied experience in diverse fields viz. design & project management of chemicals, petrochemicals & fertilizer plants and setting up of large Greenfield projects. Spearheaded setting up of large projects both in India and abroad including an international joint venture project with a large US based multinational. Held the position of Managing Director at Ceat Tyres Ltd. and was on the Supervisory Board of RPG Group. Worked for about 12 years in Project and Manufacturing Department of Hindustan Unilever Ltd. (HUL). At the time of leaving, held the position of manufacturing head of the then largest plant of HUL. Attended various international management courses organised by HUL and Executive Development Programmes and Advanced Management Programmes conducted by Stanford University and Harvard Business School. He joined Birla Corporation Ltd. in 2003 as an Independent Director and now he holds the position of Wholtime Director designated as the Chief Management Advisor of Birla Corporation Ltd.
List of outside Directorships held*	Birla Corporation Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Member - Audit Committee - Share Transfer-cum-Investors' Grievance Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Member - Share Transfer and Shareholders'/Investors' Grievance Committee of Birla Corporation Ltd.
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

Name of Director	Shri Shiv Dayal Kapoor
Date of Birth	01.08.1946
Date of Appointment	19.05.2014
Expertise in specific functional areas	Passed his graduation in Metallurgical Engineering from Banaras Hindu University and MBA from University of Leeds, U.K. Shri S.D.Kapoor has over 45 years of rich experience in the minerals and metals industry. He served as the Chairman of MMTC Limited and Neelanchal Ispat Nigam Ltd. and was also on the Board of many renowned Public Sector Enterprises. He is a recipient of the Best Chief Executive Gold Award - Rajiv Ratna National Award 2005 and Top CEO of the year Award 2000 - Indian Institute of Marketing & Management.
List of outside Directorships held*	Era Infra Engineering Limited, Era Buildsys Limited, IIDC Limited, Hindustan Dorr-Oliver Limited, VISA Resources India Limited, VISA Steel Limited, VISA BAO Limited and VISA SunCoke Limited.
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Chairman - Audit Committee of Visa Resources India Ltd., Visa Steel Limited and Hindustan Dorr-Oliver Limited Member - Audit Committee of Era Buildsys Limited and Visa SunCoke Limited Member - Shareholders Investor Grievance Committee of Era Buildsys Limited and Visa Steel Limited
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None



Name of Director	Shri S.K.Misra
Date of Birth	28.04.1933
Date of Appointment	27.10.2004
Expertise in specific functional areas	Retired Senior IAS Officer who had served as Secretary to the Govt. of India including Principal Secretary to the Prime Minister. While in Government of India as Secretary (Tourism), he was responsible for initiating the Suraj Kund Crafts Mela, which has now recognised as an international event. As Development Commissioner (Handlooms), he initiated the setting up of National Institute of Fashion Technology. Appointed as Director General, Festivals of India, in France, USA, the then Soviet Union and Japan where he show cased very comprehensively India's rich cultural traditions in the fields of visual and performing arts, theatre, exhibitions relating to design, textiles and achievements in the scientific field, film retrospectives and academic exchanges. Held the position of Emeritus Vice Chairman in "The Indian National Trust for Art and Cultural Heritage" (INTACH). After leaving INTACH, he has launched a new organisation called 'The Indian Trust for Rural Heritage and Development' which has become a Member of the International National Trusts Organisation (INTO). In 2009, the President of India conferred on him the prestigious Padma Bhushan award, for his rendering distinguished services in the fields of Civil Service and Tourism.
List of outside Directorships held*	None
Chairman/Member of the Committee of the Board of Directors of the Company	Member - Audit Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	None
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

Name of Director	Shri J.Veeraraghavan
Date of Birth	04.03.1932
Date of Appointment	27.10.2004
Expertise in specific functional areas	Retired Senior IAS Officer who has served as Secretary to the Government of India including of the HRD Ministry.
List of outside Directorships held*	None
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman - Share Transfer-cum-Investors' Grievance Committee Member - Audit Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	None
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

Name of Director	Shri R.C.Tapuriah
Date of Birth	15.06.1942
Date of Appointment	17.08.1985
Expertise in specific functional areas	Industrialist with wide experience in Business and Industry.
List of outside Directorships held*	Alfred Herbert (India) Ltd., Birla Ericsson Optical Ltd., The Calcutta Investment Co. Ltd., Maxworth Industrial Services Ltd., Mohta Carbide & Chemicals Ltd., New India Retailing & Investment Ltd. and The United Investment Co. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman - Audit Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Chairman - Audit Committee of Birla Ericsson Optical Ltd. Member - Audit Committee & Investors' Grievance Committee of Alfred Herbert (India) Ltd. and New India Retailing & Investment Ltd. - Share Transfer-cum-Investors' Grievance Committee of Birla Ericsson Optical Ltd.
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

* Number of other Directorships held by the Directors, as mentioned above, do not include Alternate Directorships and Directorships held in Foreign Companies, Indian Private Limited Companies and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies and are based on the latest declarations received from the Directors. The details of Committee Membership/ Chairmanship is in accordance with Clause 49 of the Listing Agreement(s) and reflects the Membership/Chairmanship of the Audit Committee and Shareholders'/Investors' Grievance Committee alone of all other Public Limited Companies.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)
June 21, 2014

By Order of the Board

R.Radhakrishnan
President (Commercial) & Secretary