



ANNUAL REPORT & ACCOUNTS 2014-15

Linking the World...



VTL



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 2014-15

BOARD OF DIRECTORS

SHRI HARSH V.LODHA

Chairman

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)

SMT KIRAN AGGARWAL (w.e.f. 10.11.2014)

SHRI Y.S.LODHA

Managing Director

AUDIT COMMITTEE

SHRI R.C.TAPURIAH

Chairman

SHRI J.VEERARAGHAVAN

SHRI S.K.MISRA

SHRI PRACHETA MAJUMDAR

AUDITORS

V.SANKAR AIYAR & CO.

CHARTERED ACCOUNTANTS

NEW DELHI

SOLICITORS

NMS & COMPANY

NEW DELHI

BANKERS

STATE BANK OF INDIA

STATE BANK OF PATIALA

IDBI BANK LTD.

HDFC BANK LTD.

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REGISTERED OFFICE & WORKS

UDYOG VIHAR

P.O.CHORHATA

REWA - 486 006 (M.P.)





NOTICE

NOTICE is hereby given that the Thirty Second 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 Thursday, the July 23, 2015 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) 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; (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri D.R.Bansal (DIN: 00050612), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To re-appoint Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), the retiring auditors, as Auditors of the Company pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder for further period of upto five financial years starting from April 1, 2015 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next five Annual General Meeting(s) of the Company, subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be decided by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that Smt. Kiran Aggarwal (DIN: 06991807) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th November, 2014 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 his intention to propose the candidature of Smt. Kiran Aggarwal 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) and Clause 49 of the Listing Agreement with stock exchanges, Smt. Kiran Aggarwal, (DIN: 06991807) 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 10th November, 2014, not liable to retire by rotation."

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 Rs.55,000/- (Rupees Fifty Five Thousand) 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."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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 and/or any other guidelines issued by the Central Government from time to time, Shri Y.S.Lodha (DIN : 00052861) be and is hereby re-appointed as the Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (Five) years effective from 4th November, 2015 to 3rd November, 2020, 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 (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), 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."

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)
May 16, 2015

By order of the Board

Ashok Mishra
Company Secretary

**NOTES FOR MEMBERS' ATTENTION**

1. The Explanatory Statements 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 10.30 A.M. ON JULY 21, 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 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 Friday, the July 17, 2015 to Thursday, the July 23, 2015 (both days inclusive) for the purpose of determining the names of members eligible for final 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 July 23, 2015 and August 21, 2015 to those members whose names shall appear on the Company's Register of Members on July 16, 2015. 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. The Company was not required to transfer the unclaimed dividends during the financial year 2014-15 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company.
11. This Notice of the Meeting (AGM) along with the Attendance Slip, Proxy Form and the Annual Report 2015 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.
12. 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).
13. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges in respect of the Directors/Managing Director 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.
14. 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.
15. Members desirous of obtaining any information on Annual Financial Statements 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.



- 16. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2015 onwards, are therefore requested immediately to write to the Company or Company's Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.
- 17. 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 July 16, 2015 (Record Date).
- 18. The instructions for members for voting electronically are as under:
 - (i) The voting period for remote e-voting begins on July 19, 2015 at 9.00 A.M. and ends on July 22, 2015 at 5.00 P.M. 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 July 16, 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated 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 member id / folio number in the Dividend Bank details field as mentioned in instruction.

- (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 Vindhya Telelinks 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 same 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.
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 R.S. Bajaj, Practicing Company Secretary 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 at its meeting held on 10th November, 2014 on the recommendation of Nomination and Remuneration Committee, appointed Smt. Kiran Aggarwal as an Additional Director (Non-executive Independent) under Section 161(1) of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company and she holds office as such up to 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 Smt. Kiran Aggarwal as an Independent Director of the Company to hold office as such for a period of 5 years i.e. up to 31st March, 2020, not liable to retire by rotation.

Smt. Kiran Aggarwal 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. She does not hold by herself or for any other person on a beneficial basis, any share in the Company. In the opinion of the Board, Smt. Kiran Aggarwal 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 Smt. Kiran Aggarwal 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 of the Company 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 Smt. Kiran Aggarwal as an Independent Director. Smt. Kiran Aggarwal would bring with her immense experience to the Board, interalia in the areas of management, administration and corporate governance. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Kiran Aggarwal as an independent Director for five consecutive years for a term upto 31st March, 2020 for the approval by the members of the Company.

Except Smt. Kiran Aggarwal, 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.5. 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 Smt. Kiran Aggarwal is set out in the Annexure to the Notice.

Item No. 6

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the year ending 31st March, 2016 by the Board of Directors on the recommendation of the Audit Committee at a remuneration of Rs.55,000/- plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose to audit the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, as amended.

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.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

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. 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**

The members of the Company, in the Extra-Ordinary General Meeting held on 10th December, 2012, had appointed Shri Y.S.Lodha as Managing Director of the Company for a period of 3 (Three) years with effect from 4th November, 2012. The current term of office of Shri Y.S.Lodha as the Managing Director of the Company is due to expire on 3rd November, 2015. Having regard to the qualifications, experience and association of Shri Y.S.Lodha with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors at its meeting held on 16th May, 2015 has re-appointed Shri Y.S.Lodha as the Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (Five) years effective from 4th November, 2015 till 3rd November, 2020, subject to approval of the members at the Annual General Meeting. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Y.S.Lodha as the Managing Director based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee. The broad particulars of remuneration and perquisites payable to and other principal terms and conditions of his re-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 Re-appointment:** 5 (Five) years with effect from 4th November, 2015 to 3rd November, 2020.

II. **Remuneration:**

- (1) **Basic Salary:** Rs.4,50,000/- (Rupees Four Lacs Fifty Thousand Only) per month with such annual increments which will be effective from 1st April each year, as decided by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.
- (2) **Allowances and Perquisites:** In addition to the Basic Salary as outlined above, the Managing Director shall be entitled to allowances and perquisites/benefits as under:
 - (i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary.
In addition, the expenditure incurred on furnishings, repairs/upkeep and maintenance, society charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
 - (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/Concession:** For self and 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 two clubs in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund, Pension and Superannuation or Annuity Funds:** Company's contribution to Provident Fund, Pension and Superannuation/Annuity Fund (including contribution relating to past services with the Company in the capacity as Wholtime Director/Managing Director) as per rules of the Company and applicable statutory provisions from time to time.
 - (vii) **Gratuity:** As per Rules of the Company and applicable statutory provisions 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 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) The Company shall provide suitable vehicle to the Managing Director for official use. All the repairs, maintenance and running expenses including driver's salary shall be borne/reimbursed by the Company.
 - (b) The Company shall provide a mobile phone to the Managing Director and shall also provide telephone, internet connectivity and other communication facilities at his residence. All the expenses incurred therefor shall be paid or reimbursed by the Company, as per rules of the Company.

Explanation(s):

- (a) Family mentioned above means the spouse and dependent children of the Managing Director.
- (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 funds, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of accumulated leave at the end of terms of office in accordance with 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 aforesaid.
- (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 the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
- (e) The Managing Director 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 Managing Director at any time, and if the aggregate of Basic Salary (inclusive of annual increments, if any), Allowances and Perquisites in any financial year exceed the overall limits prescribed under Sections 197 read with Schedule V and other relevant provisions of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s), re-enactment thereof or any amendment made thereto, the same shall be subject to requisite approvals being obtained in that behalf, if and to the extent necessary.
- (4) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Allowances and Perquisites 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) As long as Shri Y.S.Lodha functions as the Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) The Managing Director 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.
- (c) In addition to his present appointment as Managing Director of the Company, Shri Y.S.Lodha has also been appointed as "Manager & Chief Executive Officer" of a promoter Company viz. Universal Cables Limited 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 promoter Company as well on holding the managerial position of "Manager & Chief Executive Officer", 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 exceed generally 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.
- (d) The Managing Director shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its subsidiaries. However, he may with the prior approval of the Board hold Directorships in other companies and provide services to other group companies, bodies or institutions or any other executive body or any committee of such companies/bodies or institutions, if permissible under applicable laws.
- (e) The terms and conditions for re-appointment of Shri Y.S.Lodha as Managing Director and contained in the draft Agreement may be altered, varied, modified or amended and remuneration, 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 including Nomination and Remuneration Committee as it may, at its discretion deem fit irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 read with The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 or any amendments made hereafter in this regard or in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required. In the event that during the tenure of proposed 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 terms of remuneration, perquisites/allowances and other benefits as deemed appropriate.
- (f) 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.
- (g) The Agreement may be terminated by either party (the Company or the Managing Director) 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.
- (h) If at any time Shri Y.S.Lodha ceases to be the Managing Director of the Company for any reason whatsoever, he shall also cease to be a Director of the Company and vice versa.
- (i) The term of office of Shri Y.S.Lodha as Managing Director of the Company shall not be subject to rotation.
- (j) The said draft Agreement also contains further terms and conditions as to powers 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.

Copy of the resolution passed by the Board of Directors in its meeting held on 16th May, 2015, the draft of the Agreement referred hereinabove and Articles of Association of the Company are available for inspection by any member of the Company at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company upto and including the date of this ensuing Annual General Meeting and will also be available for inspection at the venue of the said Meeting.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, additional information required to be furnished in respect of Shri Y.S.Lodha is set out in the Annexure to the Notice.

Keeping in view the professional qualifications, rich & varied experience and managerial skills of Shri Y.S.Lodha, the Nomination and Remuneration Committee and Board of Directors accorded their approvals to the above and in the interest of the Company have recommended the aforesaid Resolution as set out in this Notice for approval of members.



Save and except Shri Y.S.Lodha, who being interested in the resolution 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.

This explanatory statement together with the accompanying Notice is to be treated as an abstract of the terms of the contract/Agreement and Memorandum of concern or interest between the Company and Shri Y.S.Lodha pursuant to Section 196 of the Companies Act, 2013.

The Board commends the Special Resolution set out at Item no.7 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 July 23, 2015.

Name of Director	Shri D.R.Bansal
Date of Birth	01.08.1939
Date of Appointment	06.11.1987
Expertise in specific functional areas	Company executive having rich and varied experience of over 52 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.
List of outside Directorships held*	Birla Ericsson Optical Ltd. Birla Furukawa Fibre Optics Private Ltd. Hindustan Gum and Chemicals Ltd. Universal Telelinks Private Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Member - Stakeholders Relationship Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member - Stakeholders Relationship Committee of Birla Ericsson Optical Ltd.
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

Name of Director	Smt. Kiran Aggarwal
Date of Birth	14.01.1942
Date of Appointment	10.11.2014
Expertise in specific functional areas	Retired Senior IAS Officer. She has served as Secretary to the Government of India, Principal Adviser [Planning Commission] and Additional Secretary in Department of Administrative Reforms and Public Grievances, Ministry of Personnel, Public Grievances and Pensions. She also rendered distinguished services in the Department of Women and Child Development, Ministry of Urban Affairs and Employment, Department of Urban Employment & Poverty Alleviation, etc. As Principal Adviser, she prominently looked after Elementary and Higher Education, Technical Education, Art & Culture, Sport and Youth Affairs. She held the position of State Plan Adviser for some States. She was member of various Committees, i.e. 'National Bal Bhawan', 'All India Council of Technical Education', Chairperson of a Task Force for Housing for Employees Provident Fund Subscribers, Trustee on the Board of Trustees for the Victoria Memorial Hall, Kolkata and associated with some voluntary organisations i.e. 'CHARKHA' – A Communication Development Network, 'SOSVA' – Society for Service to Voluntary Agencies in the field of RCH, HIV AIDS, 'Transparency International India' and 'IC Centre for Governance'. She added wings to her credentials by presenting papers on various fields, such as; 'Women in Civil Services', 'Transparency and Accountability', 'Bureaucrat – Politician Relationship' etc.
List of outside Directorships held*	Nil
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*	Nil
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None



Name of Director	Shri Y.S.Lodha
Date of Birth	03.04.1964
Date of Appointment	27.10.2006 He worked in the capacity of Wholetime Director of the Company from 4 th November, 2006 to 3 rd November, 2009. Now, he has been working in the capacity of Managing Director of the Company since 4 th November, 2009.
Expertise in specific functional areas	Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 28 years in the various cable companies all belonging to M.P.Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base. He has a proven track record built over a period of approx. 3 decades of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances/tie-ups and business development.
List of outside Directorships held*	Birla Furukawa Fibre Optics Private Ltd. Universal Telelinks Private Ltd. Universal Electricals Private Ltd.
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*	Nil
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 Section 8 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 Stakeholder Relationships Committee alone of all other Public Limited Companies.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)
May 16, 2015

By order of the Board

Ashok Mishra
Company Secretary



Directors' Report

TO THE SHAREHOLDERS

Your Directors have the pleasure of presenting their Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2015.

ACCOUNTS & FINANCIAL MATTERS

	2014-15	2013-14
	Rs. in lacs	Rs. in lacs
Revenue from Operations (Gross)	69606.32	45237.86
Other Income	1023.45	636.81
	<u>70629.77</u>	<u>45874.67</u>
The year's working shows a -		
Profit before Depreciation and Tax	7497.38	3127.38
Less : Depreciation and Amortisation expense	1005.33	552.82
Profit before Tax	6492.05	2574.56
Less: Current Tax (MAT) (Net of MAT Credit Entitlement, if any)	295.17	484.25
Income Tax for earlier years	-	4.08
Deferred Tax Charge	412.02	-
Net Profit for the year	<u>5784.86</u>	<u>2086.23</u>

GENERAL & CORPORATE MATTERS

During the year under review, your Company has reported a best ever performance in its history, both in terms of Revenue and Profit from Operations, when viewed in the context of intensely competitive landscape prevailing in the industry. Gross revenue from operations for the year grew by around 54% to Rs.69606.32 lacs as compared to Rs.45237.86 lacs during the previous year mainly driven by higher sales revenue in cables business segment. The Exports revenue including project exports, stood at Rs.7038.61 lacs during the year under review as compared to Rs 4185.07 lacs for the previous year. Despite a significant increase in finance costs with interest rates remaining at elevated levels throughout the year, the Profit (before depreciation and tax) for the year increased by robust 140% and stood at Rs.7497.38 lacs as compared to Rs.3127.38 lacs in the previous year due to increased revenue from both i.e. cables and EPC business segments and better products mix. Although the EPC business segment recorded comparatively moderate growth in Revenue which increased by approx. 32% to Rs.20071.01 lacs, its profitability improved substantially owing to gradual strengthening of execution capabilities and award of a large project after a long wait in telecom cable networking arena in which the Company possesses requisites skill and knowledge quotient meeting the contemporary technological requirements. The current business verticals of the EPC segment, viz. Telecom, Power and Sewerage pipeline are now geared up for sustained improvement in performance with comfortable backlog of orders in hand and in pipeline.

During the year under review, your Company consolidated its position further in the industry through optimum capacity utilisation and new products launches as per evolving industry standards. To keep abreast with the latest trends in the industry, your Company was also vigilant about technological upgradation of its production facilities, with the aim of improving assets performance and cost competitiveness.

The domestic telecom cable industry is expected to grow at a reasonable pace over the medium-term but competitive conditions are likely to persist. As per conceived strategy, the Company has been fairly successful in de-risking its business model during last few years from being a manufacturer of telecommunication cables to a comprehensive end-to-end solution provider across the broader communications industry networks besides diversifying into power distribution and sewerage pipeline projects, etc. The Company's focus in future, therefore, shall be to sustain momentum in both the business segments namely, cables and EPC, by leveraging its inherent strength of products development as per evolving industry standards and superior project execution capabilities to drive both the near-term and long-term growth. With a view to achieve a better value addition in certain niche telecommunication cable products, the Company has equipped itself for supplying connectorised cable assemblies for various carrier network applications and is geared to meet the increasing demand for such products in the domestic and overseas market places. The recent spectrum auction by the Government of India will lead to accelerated investment by telecom operators in data network expansion including last mile connectivity through deployment of fibre in addition to rolling out new networks and upgrading the existing ones. The Company, therefore, envisages a new stream of revenue from Fibre-To-The-Home and last mile connectivity cable products and accordingly has equipped itself for manufacturing and supplying products, the full benefit of which is expected to accrue in future which will further add to the performance of the Company.

DIVIDEND AND RESERVES

After considering the Company's profitability, free cash flow and overall financial performance, the Board of Directors of the Company is pleased to recommend a Dividend of Rs. 5/- per equity share of Rs.10/- each (i.e. 50%) for the financial year ended March 31, 2015. The total quantum of Dividend on equity shares, if approved by the Members, will be about Rs. 592.54 lacs while about Rs 120.63 lacs will be paid by the Company towards Tax on Dividend and Surcharge/Education Cess thereon. Your Board also recommends a transfer to General Reserve of Rs. 1141.15 lacs leaving a surplus of Rs. 6350.48 lacs in the statement of Profit and Loss to be carried forward.

**DEPOSITS**

Your Company has not accepted any Deposits within the meaning of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis, Report on Corporate Governance and a Certificate by the Managing Director (CEO) confirming compliance by all the Board Members and Senior Management Personnel with Company's Code of Conduct and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As a part of its initiative under Corporate Social Responsibility (CSR), the Company has undertaken CSR activities in the areas of promoting education and employment enhancing skills directed towards improving the quality of life and increasing the resources of the surrounding communities, in the area where the Company operates.

These activities are largely in accordance with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR activities during the year were implemented through Madhav Prasad Priyamvada Birla Apex Charitable Trust, a registered trust under Section 12A of the Income Tax Act, 1961.

The Annual Report on CSR activities is given in Annexure-I, which is attached hereto and forms a part of the Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 :

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) that system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives. Additionally, the Audit Committee and the Board of Directors provide risk oversight through their review of potential risks which could negatively impact the operations, the proposed budget and plan, the Company's strategic framework and any risks that may negatively impact it besides inherent risks associated with turnkey projects of EPC business segment. The management is committed to ensure an effective internal control environment commensurate with the size, scale and complexity of the operations, which provides assurance on the efficiency of the Company's operations and safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. The Company has defined organisation structure, authority levels delegated powers, internal procedures, rules and guidelines for conducting business transactions.

The Company's system and process relating to internal controls and procedures for financial reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP) in India, the Companies Act, 2013 and rules framed thereunder and all other applicable regulatory / statutory guidelines, etc. for disclosure with reference to financial statements. The Company's internal controls over financial reporting inter alia includes the policies and procedures that pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP in India and in compliance to other applicable statutory and regulatory provisions, provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of Company's assets that could have a material effect on the financial statements and for preventing and detecting fraud and other irregularities or deliberate mis-statements. Management is responsible for establishing and maintaining adequate disclosure controls and procedures and adequate internal controls over financial reporting with respect to financial statements besides its effectiveness in the context of applicable regulations. The Internal Auditor, the Audit Committee as well as the Board of Directors conduct from time to time an evaluation of the adequacy and effectiveness of the system of internal controls for financial reporting with respect to financial statements.

**INDUSTRIAL RELATIONS**

Industrial relations remained cordial throughout the year. Your Directors recognize and appreciate the sincere and hard work, loyalty, dedicated efforts and contribution of all the employees in the growth and performance of the Company during the year.

The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the Company's plant and facilities to maintain high awareness levels. The Company has also stressed the need to adopt the highest safety standards on Engineering, Procurement and Construction EPC business segment projects with the emphasis on ensuring that safety on all projects under execution are given a great deal of importance. The Company as a policy re-evaluates safety standards and practices from time to time in order to raise the bar of safety for its people as well as users and customers.

RECOGNITION

The Company's manufacturing facilities continue to remain certified by independent and reputed external agency as being compliant as well as aligned with the external standards for Quality Management System ISO 9001:2008 and Environmental Management System ISO 14001:2004. During the year, the audits for these Certifications established continuous improvement in performance against these standards.

DIRECTORS

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not included in the total number of directors of the Company. Accordingly, Shri D.R.Bansal [DIN 00050612], Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Kiran Aggarwal [DIN 06991807] was appointed as an Additional Director in the category of Non-executive Independent Director w.e.f. 10th November, 2014 and she holds office as such up to the date of ensuing Annual General Meeting. Smt. Kiran Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received requisite notice in writing from a member proposing her candidature as an Independent Director at the ensuing Annual General Meeting. Your Board based on the recommendation of the Nomination and Remuneration Committee recommends appointment of Smt. Kiran Aggarwal as Independent Director not liable to retire by rotation for a period of 5 years with effect from 10th November, 2014.

Having regard to the qualifications, wide range of professional experience and association of Shri Y.S.Lodha [DIN 00052861] with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has approved re-appointment and terms of remuneration of Shri Y.S. Lodha as Managing Director of the Company for a period of five years with effect from 4th November, 2015 subject to approval of shareholders at the ensuing Annual General Meeting of the Company.

The details of Directors/Managing Director seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement with Stock Exchanges are given in the Notice of the ensuing Annual General Meeting, which is being sent to the shareholders along with Annual Report.

KEY MANAGERIAL PERSONNEL

During the year under review Shri R. Radhakrishnan, President (Commercial) & Secretary retired from the services of the Company w.e.f. August 14, 2014 consequent to attainment of superannuation as per Company's policy. The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed two new key managerial personnel during the year under review viz. Shri Ashok Mishra as Company Secretary w.e.f. August 14, 2014 and Shri Saurabh Chhajer as Chief Financial Officer w.e.f. February 7, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company viz. Shri J.Veeraraghavan, Shri S.K.Misra, Shri R.C.Tapuriah, Shri Shiv Dayal Kapoor and Smt.Kiran Aggarwal have individually and severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as relevant provisions of Clause 49 of the Listing Agreement with stock exchanges.

MEETINGS OF BOARD AND COMMITTEES

During the year under review, the Board met four times viz. on May 19, 2014, on August 9, 2014, on November 10, 2014 and on February 7, 2015. Details of all Board Committees along with their composition and meetings held during the year under review are given in the Report on Corporate Governance.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the Provisions of the Companies Act, 2013 and as stipulated under Clause 49 of the Listing Agreement, the Board of Directors of the Company carried out the formal annual performance evaluation of all the Directors and also its self-evaluation



process, interalia, to assess the skill set and contribution that are desired, recognising that competencies and experiences evolves over time. The process was conducted by allowing the Board to engage in candid discussions with each Director with the underlying objective of taking best possible decisions in the interest of the Company and its stakeholders. The Directors were individually evaluated based on structured self-assessment and personal interaction to ascertain feedback on well defined parameters which, interalia, comprised of level of engagement and their contribution to strategic planning and other criteria based on performance and personal attributes of the Directors. During the process of evaluation, the Board of Directors also reviewed and discussed the annual performance evaluation of Directors carried out by the Nomination and Remuneration Committee. A statement in detail indicating the manner, in which formal annual evaluation has been made by the Board of Directors, is given in the Report on Corporate Governance which forms a part of the Annual Report.

SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee (NRC) has adopted a terms of reference which, interalia, deals with the manner of selection of Directors and the Key Managerial Personnel of the Company. The NRC recommends appointment of Director/appointment or re-appointment of Managing Director based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder. The NRC, in addition to ensuring diversity of race and gender, also considers the impact the appointee would have on Board's balance of professional experience, background, view points, skills and areas of expertise.

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee has also adopted the Remuneration Policy for the members of the Board and Executive Management. The said policy earmark the principles of remuneration and ensures a well balanced and performance related compensation package taking into account shareholders' interest, industry practices and relevant corporate regulations in India.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism and Whistle-Blower Policy to deal with instances of fraud and mis-management, if any, and conducting business with integrity, including in accordance with all applicable laws and regulations. The details of the Vigil Mechanism and Whistle-Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

AUDITORS

Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W), were appointed as Statutory Auditors to hold office until the conclusion of the ensuing Annual General Meeting of the Company. Since Messrs V. Sankar Aiyar & Co. has been functioning as Auditors of the Company since last five consecutive years, the Board of Directors unanimously agreeing to the recommendation of the Audit Committee, further recommends re-appointment of Messrs V.Sankar Aiyar & Co. as Statutory Auditors of the Company for another term of 5 (five) years from the conclusion of the ensuing Annual General Meeting (32nd AGM) till the conclusion of fifth consecutive Annual General Meeting (37th AGM) hereafter, subject to ratification by shareholders in every Annual General Meeting, which is in accordance with the provisions of Section 139 read together with other provisions of Chapter X of the Companies Act, 2013 and the Rules made thereunder. A certificate has been received from them to the effect that their appointment as Auditors, if made, would be in accordance to the provisions of Section 139 and 141 of the Companies Act, 2013 and rules framed thereunder.

The Board of Directors has appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors for conducting audit of the cost accounts maintained by the Company in respect of specified products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014 and fixed their remuneration based on the recommendation of the Audit Committee. The remuneration payable to Cost Auditors is subject to ratification by the shareholders in the ensuing Annual General Meeting of the Company.

AUDITORS' REPORT

Notes to Financial Statements are self explanatory including with respect to Emphasis of Matter paragraph drawn by the Auditors in their report and therefore, do not call for any further comments or explanations.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Messrs R.K.Mishra & Associates, Company Secretaries were appointed to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. There are no adverse remarks or observations made by Messrs R.K.Mishra & Associates in the Secretarial Audit Report. The Report of the Secretarial Auditor is given in Annexure-II, which is attached hereto and forms a part of the Directors' Report.

RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year under review by the Company were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.



All related party transactions are placed before the meeting(s) of Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the financial year for the transactions which are of a foreseen and repetitive in nature. The statement giving details of all related party transactions entered into pursuant to the omnibus approval together with relevant documents/information are placed before the Audit Committee for review and approval on quarterly basis. The company has developed a Policy on materiality of Related Party Transactions and dealing with Related Party Transactions. The policy on Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is uploaded on the company's website and the same is available at the weblink http://www.vtlrewa.com/pdf/RPTPolicy%20_VTL.pdf

SUBSIDIARY COMPANIES AND JOINT VENTURE

The Company has three wholly owned subsidiaries namely August Agents Limited, Insilco Agents Limited and Laneseda Agents Limited. None of the subsidiary companies is a material non-listed Indian Subsidiary company as defined under Clause 49 of the Listing Agreement(s) with stock exchanges.

Birla Ericsson Optical Limited was established as a joint venture company, in pursuance to a Joint Venture Agreement entered into by your Company alongwith Universal Cables Ltd. and Ericsson Cables AB, Sweden. Your Directors are pleased to inform that Birla Ericsson Optical Ltd. has achieved satisfactory financial performance during the year under review. There has been no change in the number of subsidiaries or in nature of business of subsidiaries or the Joint Venture.

A Statement containing the salient features of the financial statement of subsidiaries and a joint venture as prescribed under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of The Companies (Accounts) Rules, 2014 is attached and forms part of the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standard (AS)-21 "Consolidated Financial Statements" read with Accounting Standard (AS)-27 "Financial Reporting of Interests in Joint Venture", the audited Consolidated Financial Statements form part of the Annual Report. The Financial Statements of subsidiary companies have been prepared in the same form and manner as that of the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, Guarantees and Investment in pursuance to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, ETC.

As required under Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the ratio of the remuneration of each Director to the median employee's remuneration and such other details as prescribed therein are given in Annexure-III, which is attached hereto and forms a part of the Directors' Report.

EXTRACT OF ANNUAL RETURN

An Extract of Annual Return as per Section 92(3) of the Companies Act, 2013 is given in Annexure-IV, which is attached hereto and forms a part of the Directors' Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of an employee of the Company are given in Annexure-V, which is attached hereto and forms a part of the Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules 2014, the information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in Annexure-VI, which is attached hereto and forms a part of the Directors' Report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- (c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- (d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (e) During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**ACKNOWLEDGEMENT**

The Board desires to place on record its grateful appreciation for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the bankers, investors, suppliers and esteemed customers and other business associates. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

Yours faithfully,

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

New Delhi, May 16, 2015



**ANNUAL REPORT ON
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

- (1) **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes :**
CSR Policy is stated and disclosed on the website of the Company and may be downloaded from weblink: www.vtlrewa.com
- (2) **The Composition of the CSR Committee :**
- (a) Shri D.R. Bansal, Chairman (Non – Executive Director)
 - (b) Shri J. Veeraraghvan (Independent Director)
 - (c) Shri S. K. Misra (Independent Director)
- (3) **Average net profit of the Company for last three financial years :**
Average Net Profit : Rs. 628.79 lacs
- (4) **Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :**
The Company was required to spend Rs. 12.58 lacs towards CSR. However, CSR Committee and the Board of Directors of the Company approved an enhanced outlay of Rs.15.00 lacs towards CSR Expenditure for the financial year 2014-15.
- (5) **Details of CSR spend during the financial year:**
- (a) **Total amount spent for the financial year** : Rs. 15.00 lacs
 - (b) **Amount unspent, if any** : Nil
 - (c) **Manner in which the amount spent during the financial year is detailed below:**

CSR Project or Activities	Sector	Location	Amount outlay (budget) project or programme wise	Amount spent on the projects or Programmes	Cumulative Expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
Installation of latest training equipments and equipping with contemporary tools and facilities at M.P. Birla Industrial Training Institute (Private) Rewa	Promoting education and employment enhancing skills	At local area (District-Rewa) in the state of Madhya Pradesh	Rs. 15 lacs	(a) Direct expenditure on projects or programmes: Rs. 15 lacs (b) Overheads: Nil	Rs.15 lacs	Rs. 15 lacs, the entire amount was spent through the implementing agency, "Madhav Prasad Priyamvada Birla Apex Charitable Trust" which is duly registered under Section 12A of the Income Tax Act, 1961.

We hereby confirm that the implementation and monitoring of the CSR Policy is in accordance with the CSR objectives and Policy of the Company.

Y.S.Lodha
Managing Director

D.R.Bansal
Chairman-CSR Committee



**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Vindhya Telelinks Limited
Udyog Vihar, P.O. Chorhata
REWA - 486 006 (M.P.)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vindhya Telelinks Limited ('the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder ;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period).
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - (e) The Equity Listing Agreements with BSE Limited and National Stock Exchange of India Limited.
- (vi) The Factories Act, 1948;
- (vii) The Industrial Dispute Act, 1947;
- (viii) The Payment of Wages Act, 1936;
- (ix) The Minimum Wages Act, 1948;
- (x) The Employees State Insurance Act, 1948;
- (xi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (xii) The Payment of Bonus Act, 1965;
- (xiii) The Payment of Gratuity Act, 1972;
- (xiv) The Contract Labour (Regulation and Abolition) Act, 1970;
- (xv) The Maternity Benefits Act, 1961;
- (xvi) The Child Labour Prohibition and Regulation Act, 1986;
- (xvii) The Apprentices Act, 1961;
- (xviii) The Equal Remuneration Act, 1976;
- (xix) The Employment Exchange (Vacancies) Act, 1976;



- (xx) The Environment (Protection) Act, 1986;
- (xxi) The Hazardous Wastes (Management and Handling Rules, 1989 and Amendment Rules, 2008;
- (xxii) The Water (Prevention and Control of Pollution) Act, 1974;
- (xxiii) The Air (Prevention and Control of Pollution) Act, 1981;
- (xxiv) The Indian Contract Act, 1872;
- (xxv) The Income Tax Act, 1961 and Indirect Tax Laws;
- (xxvi) The Indian Stamp Act, 1999 and other applicable labour laws.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that Boards of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of :

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaboration.

However the members of the Company have passed following resolutions through postal ballot:

- Special Resolution pursuant to Section 180(1)(c), 180(2) of the Companies Act, 2013;
- Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013; and
- Special Resolution pursuant to Section 186 of the Companies Act, 2013.

For R.K. Mishra & Associates
Company Secretaries

Kishor Kumar Gupta
Partner

CP No. 14474
ACS No. 38776

Place : Satna
Date : May 16, 2015



ANNEXURE-III

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under –

Sl No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2014-15 (Rs. in lacs)	% increase in Remuneration in the financial year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Shri Y.S.Lodha (Managing Director)	77.17	41.40	47.34:1	The Revenue from Operations (Gross) of the Company increased by 54% and Profit after Tax increased by 177%.
2	Shri Saurabh Chhajer (Chief Financial Officer w.e.f 07.02.2015)	4.25*	New Incumbent	Not Applicable	
3	Shri Ashok Mishra (Company Secretary w.e.f. 14.08.2014)	6.28*	New Incumbent	Not Applicable	

* Employed for the part of the year.

Note: No other Director except the Managing Director received any remuneration other than sitting fees during the financial year 2014-15.

- (ii) The median remuneration of employees of the Company during the financial year 2014-15 was Rs. 1.63 lacs.
 (iii) In the financial year 2014-15, there was an increase of 7.95% in the median remuneration of employees.
 (iv) There were 528 permanent employees on the rolls of Company as on March 31, 2015.
 (v) Relationship between average increase in remuneration and company performance: The Profit after Tax for the financial year ended March 31, 2015 increased by 177% whereas the increase in median remuneration was 7.95%. The average increase in median remuneration was in line with the performance of the Company and partly on individual employee's performance.
 (vi) Comparison of remuneration of the each Key Managerial Personnel against the performance of the Company:

Designation	Percentage Increase in Remuneration of KMP	Percentage Increase (Decrease) in Profit (Loss) of the Company	Percentage Increase (Decrease) in Revenue from operations(Gross) of the Company
Managing Director	41	177	54
Chief Financial Officer w.e.f. 07.02.2015	Employed for the part of the year, hence, the figures are not comparable.		
Company Secretary w.e.f.14.08.2014			

- (vii) Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotation of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Name of Stock Exchange	Closing Market Price per Share (Rs.)		Percentage increase	Price Earnings Ratio		Market Capitalisation (Rs. in lacs)	
	As on 31.03.2014	As on 31.03.2015		As on 31.03.2014	As on 31.03.2015	As on 31.03.2014	As on 31.03.2015
BSE	156.85	500.00	218.78%	8.91	10.24	18588.08	59254.32
NSE	152.00	506.90	233.49%	8.64	10.38	18013.31	60072.02

The Company has not made any Public Issue or Rights Issue of securities in the last 10 (ten) years, and therefore no comparison has been made of current share price with public offer price.

The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited.

- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 20.22% whereas the increase in the managerial remuneration for the same financial year was 41.20%.
 (ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.
 (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: The Managing Director is the highest paid Director. No employee received remuneration higher than the Managing Director.
 (xi) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy of the Company.



FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- (i) CIN : L31300MP1983PLC002134
(ii) Registration Date : 27th January, 1983
(iii) Name of the Company : Vindhya Telelinks Limited
(iv) Category/Sub-Category of the Company : Company limited by Shares
(v) Address of the Registered Office and contact details : Udyog Vihar, P.O.Chorhata, Rewa-486006 (M.P.)
Telephone No.: (07662) 400400 Fax No.: (07662) 400591
E-mail: headoffice@vtlrewa.com
(vi) Whether listed Company : Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S.Marg, Bhandup (West), Mumbai-400078
Telephone No.(022)25946970 Fax No.(022)25946969
E-mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are stated as under:

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Cables	90011000 & 85444999	68
2	Engineering, Procurement and Construction (EPC)	-	32

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	August Agents Limited , C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51109WB1996PLC076597	Subsidiary	100.00	2(87)(ii)
2.	Insilco Agents Limited, C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51109WB1995PLC074406	Subsidiary	100.00	2(87)(ii)
3.	Laneseda Agents Limited, C/o Birla Building, 4 th Floor, 9/1, R.N.Mukherjee Road, Kolkata-700001(W.B.)	U51909WB1995PLC075959	Subsidiary	100.00	2(87)(ii)
4.	Universal Cables Limited, P.O. Birla Vikas, Satna-485005 (M.P.)	L31300MP1945PLC001114	Associate	20.92	2(6)
5.	Birla Ericsson Optical Limited, Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)	L31300MP1992PLC007190	Associate	13.33	2(6)
6.	Birla Corporation Limited, C/o Birla Building, 4 th Floor, 9/1,R.N.Mukherjee Road, Kolkata-700001(W.B.)	L01132WB1919PLC003334	Associate	8.29	2(6)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	-	-	-	NIL
(b) Central Government	-	-	-	-	-	-	-	-	NIL
(c) State Government(s) – through a Corporation	28000	-	28000	0.24	28000	-	28000	0.24	NIL
(d) Bodies Corporate	5124105	5200	5129305	43.28	5124105	5200	5129305	43.28	NIL
(e) Bank/FI	-	-	-	-	-	-	-	-	NIL
(f) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (1)	5152105	5200	5157305	43.52	5152105	5200	5157305	43.52	NIL
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	NIL
(b) Other-Individuals	-	-	-	-	-	-	-	-	NIL
(c) Bodies Corporate	-	-	-	-	-	-	-	-	NIL
(d) Bank/FI	-	-	-	-	-	-	-	-	NIL
(e) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	NIL
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	5152105	5200	5157305	43.52	5152105	5200	5157305	43.52	NIL
B. Public Shareholding									
(1) Institutions									
(a) Mutual Fund	92	400	492	0.01	1066477	400	1066877	9.01	(+) 2167.45
(b) Bank/FI	100	6254	6354	0.05	100	6254	6354	0.05	NIL
(c) Central Government	-	-	-	-	-	-	-	-	NIL
(d) State Government(s)	-	-	-	-	-	-	-	-	NIL
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
(g) FIs	1110491	700	1111191	9.38	1110491	700	1111191	9.38	NIL
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Other (Specify)	-	-	-	-	-	-	-	-	NIL
Sub-Total (B) (1)	1110683	7354	1118037	9.44	2177068	7354	2184422	18.44	(+) 95.38
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	1013291	13280	1026571	8.66	359238	10280	369518	3.12	(-) 0.64
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
(b) Individuals									
(i) Individual Shareholders holding nominal Share Capital upto Rs.1 lac	750501	301330	1051831	8.88	673667	285228	958895	8.09	(-) 0.09
(ii) Individual Shareholders holding nominal Share Capital in excess of Rs.1 lac	2146809	-	2146809	18.11	1826198	-	1826198	15.41	(-) 0.15
(c) Others (Specify) -									
(i) Trusts, Societies, etc.	1214486	39400	1253886	10.58	1253886	-	1253886	10.58	NIL
(ii) NRIs/OCBs	43832	37880	81712	0.69	38550	35676	74226	0.62	(-) 0.09
(iii) Clearing Members/Clearing House	14712	-	14712	0.12	26413	-	26413	0.22	(+) 0.80
Sub-Total (B) (2)	5183631	391890	5575521	47.04	4177952	331184	4509136	38.04	(-) 0.19
Total Public Shareholding (B)=(B)(1)+(B)(2)	6294314	399244	6693558	56.48	6355020	338538	6693558	56.48	NIL
C. Shares held by Custodian for GDRS & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	11446419	404444	11850863	100.00	11507125	343738	11850863	100.00	NIL



(ii) Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2014			Shareholding at the end of the year as on 31.03.2015			% change in Share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total Shares	
1.	Universal Cables Ltd.	3454530	29.15	-	3454530	29.15	-	NIL
2.	The Punjab Produce & Trading Co. Pvt. Ltd.	1291374	10.90	-	1291374	10.90	-	NIL
3.	Trilochan Vyapaar Private Ltd.	237211	2.00	-	237211	2.00	-	NIL
4.	Punjab Produce Holdings Ltd.	121842	1.03	-	121842	1.03	-	NIL
5.	Madhya Pradesh State Industrial Development Corporation Ltd.	28000	0.24	-	28000	0.24	-	NIL
6.	Baroda Agents & Trading Co.Pvt. Ltd. (Held under 2 Folios)	15100	0.13	-	15100	0.13	-	NIL
7.	Gwalior Webbing Co.Pvt.Ltd.	8848	0.07	-	8848	0.07	-	NIL
8.	Birla Financial Corporation Ltd.	100	-	-	100	-	-	NIL
9.	East India Investment Co.Pvt.Ltd.	100	-	-	100	-	-	NIL
10.	Hindustan Gum & Chemicals Ltd.	100	-	-	100	-	-	NIL
11.	Birla Ericsson Optical Ltd.	100	-	-	100	-	-	NIL
Total		5157305	43.52	-	5157305	43.52	-	NIL

(iii) Change in Promoter's Shareholding (please specify, if there is no change)

Promoter's Shareholding	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	No change during the year			
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	No change during the year			

(iv) Shareholding Pattern of top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Belle Vue Clinic	1164286	9.82	1164286	9.82
2.	Antriksh Vyapaar Limited	569129	4.80	129	0.00
3.	Acacia Partners, LP	476755	4.02	476755	4.02
4.	Shyamadevi Agrawal	297120	2.51	297120	2.51
5.	Acacia Institutional Partners, LP	283881	2.40	283881	2.40
6.	Acacia Banyan Partners	196800	1.66	196800	1.66
7.	Sunayana Commercial Private Limited	165107	1.39	771	0.01
8.	Rachanadevi Agrawal	161624	1.36	189236	1.60
9.	Anand Omprakash Agrawal	115729	0.98	-	-
10.	Acacia Conservation Fund LP	115086	0.97	115086	0.97
11.	Reliance Capital Trustee Co. Ltd.-A/c Reliance Small Cap Fund	-	-	826916	6.98
12.	Seetha Kumari	100443	0.85	166171	1.40
13.	Reliance Capital Trustee Co. Ltd.-A/c Reliance Capital Builder Fund-SR A	-	-	127500	1.08

**(v) Shareholding of Directors and Key Managerial Personnel (KMP)**

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	None of the Directors and KMP holds Shares in the Company			
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	None of the Directors and KMP holds Shares in the Company			
At the end of the year	None of the Directors and KMP holds Shares in the Company			

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(Rs.in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	7625.36	10900.00	-	18525.36
(ii) Interest due but not paid	-	62.91	-	62.91
(iii) Interest accrued but not due	11.66	-	-	11.66
Total (i+ii+iii)	7637.02	10962.91	-	18599.93
Change in Indebtedness during the financial year				
• Addition	8831.10	2900.00	-	11731.10
• Reduction	-	-	-	-
Net Change	8831.10	2900.00	-	11731.10
Indebtedness at the end of the financial year				
(i) Principal Amount	16456.46	13800.00	-	30256.46
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	18.04	-	-	18.04
Total (i+ii+iii)	16747.50	13800.00	-	30274.50

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director**

Sl. No.	Particulars of Remuneration	Name of Managing Director – Shri. Y.S.Lodha Amount (Rs. in lacs)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	57.46 13.79 -
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify	- -
5.	Others (Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable)	5.92
Total (A)		77.17



B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount (Rs. in lacs)
		Shri J. Veeraraghavan	Shri S.K. Misra	Shri R.C. Tapuriah	Shri Shiv Dayal Kapoor	Smt. Kiran Aggarwal	
1.	Independent Directors						
	Fees for attending Board/ Committee Meetings	2.95	1.95	2.90	1.25	0.40	9.45
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
Total (1)		2.95	1.95	2.90	1.25	0.40	9.45
2.	Other Non-Executive Directors	Shri Harsh V.Lodha		Shri D.R. Bansal	Shri Pracheta Majumdar		
	Fee for attending Board/ Committee meetings	1.35		1.65	1.60		4.60
	Commission	-		-	-		-
	Others, please specify	-		-	-		-
	Total (2)	1.35		1.65	1.60		4.60
Total (B)=(1+2)							14.05

C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Wholtime Director

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Shri R. Radhakrishnan* CFO & Secretary	Shri Ashok Mishra* Company Secretary	Shri Saurabh Chhajer* CFO	Total (Rs. in lacs)
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	10.04	5.97	4.23	20.24
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	2.08	0.31	0.02	2.41
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Options	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit - others, specify	-	-	-	-
5.	Others, please specify – Retiral/Retirement benefits	11.04	-	-	11.04
Total (C)		23.16	6.28	4.25	33.69

* Employed for part of the year.

Shri R.Radhakrishnan upto August 14, 2014, Shri Ashok Mishra w.e.f. August 14, 2014 and Shri Saurabh Chhajer w.e.f. February 7, 2015.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. Company/B. Directors/C. Other Officers in Default					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

**ANNEXURE-V****STATEMENT OF PARTICULARS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED MARCH 31, 2015 AND FORMING PART OF THE DIRECTORS' REPORT.**

Name	Designation	Nature of Employment whether contractual or otherwise	Qualification(s)	Age (in years)	Date of commencement of Employment	Total Experience (in years)	Gross Remuneration Per Annum (Rs. in lacs)	Previous employment/ designation before joining the Company
Shri Y.S. Lodha	Managing Director	Contractual	B.Com, F.C.A., A.C.S.	51	04.11.2006	28	77.17	Birla Ericsson Optical Ltd. Rewa President & Secretary

Notes: (1) Gross remuneration comprises of Salary, Company's contribution to provident fund, superannuation fund, perquisites/benefits but specifically excludes provision for contribution to gratuity fund and leave encashment on retirement, which are determined based on actuarial valuation done on overall Company basis.

(2) Shri Y.S. Lodha neither holds 2% or more share capital of the Company nor he is a relative of any Director of the Company.

Harsh V.Lodha (DIN: 00394094)	}	Chairman
J.Veeraraghavan (DIN: 00078998)		Directors
S.K.Misra (DIN: 00009411)		
R.C.Tapuriah (DIN: 00395997)		
D.R.Bansal (DIN: 00050612)		
Pracheta Majumdar (DIN: 00179118)		
Shiv Dayal Kapoor (DIN: 00043634)		
Kiran Aggarwal (DIN: 06991807)		Managing Director
Y.S.Lodha (DIN: 00052861)		

New Delhi, May 16, 2015



DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of Energy:

The Company has a well structured energy management system in place and regular efforts are made to optimize process parameters and energy conservation. Additionally, while undertaking modernization and technological upgradation of production facilities, due consideration is also given in selection of plant and equipments which conforms to the best in class energy conservation parameters. The other identified key initiatives for conservation of energy during the year were -

(i) the steps taken or impact on conservation of energy:

- Redesigned the ducting of air conditioning system in the plant area to optimize energy consumption;
- Installed new air compressors of improved specification to reduce the overall air line pressure from 7 Bar to 6.2 Bar and reduction in compressed air consumption through optimized usage of machinery;
- Replaced conventional tube lights with LED's; and
- Re-alignment of plant layout for smooth process flow, better efficiency and minimum material movement.

(ii) the steps taken by the company for utilizing alternate sources of energy:

- Company is evaluating the economic viability for installation of Solar Street Lights and Solar panels for Plant Lighting.

(iii) the capital investment on energy conservation equipments:

- Capital expenditure has not been accounted for separately.

(B) Technology absorption:

(i) the efforts made towards technology absorption:

- Proactively embraced compelling adjacencies to the core business, products and services by imperceptible innovations;
- Transforming the products development as per evolving industry's standards to adapt to the changing landscape in the wire & cable industry;
- Redefining the market place with disruptive innovation and development of newer products; and
- Investment in people and processes to consciously seed and steer work place innovation in manufacturing, packaging, promotion and customer services.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution, etc.:

- Flexible and agile manufacturing, keeping pace with rapid changing market needs. Launch of new products, improvements in productivity and overall operating efficiency;
- Enhanced products range to address emerging market opportunities;
- Development of products meeting wider applications by modifying manufacturing processes; and
- Differentiated products, improved service delivery and customer satisfaction.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- Not applicable as no technology was imported during the last three years.

(iv) the expenditure incurred on Research and Development:

- R & D expenditure has not been accounted for separately.



(C) Foreign exchange earnings and Outgo:

Details of foreign exchange earning and outgo are contained in Note No.45(a),45(b) and 45(e) respectively of the Notes to the Financial Statements.

Harsh V.Lodha (DIN: 00394094)		Chairman
J.Veeraraghavan (DIN: 00078998)	}	Directors
S.K.Misra (DIN: 00009411)		
R.C.Tapuriah (DIN: 00395997)		
D.R.Bansal (DIN: 00050612)		
Pracheta Majumdar (DIN: 00179118)		
Shiv Dayal Kapoor (DIN: 00043634)		
Kiran Aggarwal (DIN: 06991807)		
Y.S.Lodha (DIN: 00052861)		Managing Director

New Delhi, May 16, 2015



Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is engaged in the business of manufacturing and sale of Telecommunication cables, other types of wires & cables, FRP rods/ Glass rovings, etc. and Engineering, Procurement and Construction (EPC) business.

The Indian copper cable market is going through a rough weather as requirement has almost dwindled to negligible levels. The traditional PIJF copper telecom cable is being deployed predominantly by the incumbent basic telecom service providers mainly for maintenance and last mile connectivity of the existing copper cable networks. However, copper telecom cable in different type of construction having quad units is still being procured by Railways for their network requirements. But the volumes are not as significant as the basic telephony service provider used to buy. High cost of copper as a commodity being traded in metal exchanges played a spoilsport because of its volatility.

Optical fibre cable has become a defacto medium of communication in present day telecom networks which is playing a major role, starting from backbone, access, metro, intra-city and final premise distribution networks. Such is the bandwidth carrying capacity of fibre in terms of one of the passive elements in the telecom network and the throughput is limited by the design aspects of active elements in the network. All high speed data centric applications in both 3G and 4G LTE Networks invariably warrants the use of optical fibre cables which are being deployed in the network, thereby driving the demand for optical fibre cables in a big way. Even the cell towers have to be connected with optical fibre cables, to have the required bandwidth capability for taking care of the high bandwidth applications.

The recent spectrum auction from Government of India is well received by all telecom operators in general and the for using the resultant spectrum from this auction, the operators have to deploy both Greenfield installations and enhance the capacities in their existing networks by way of incremental deployment of optical fibre cables. The "Digital India" initiative aims to make every household and every individual digitally empowered. The emphasis in budget on e-governance, computerization, e-visas, FDI in e-commerce and digital classrooms will need high speed broadband connectivity. Digital forces of social media, mobility, analytics, and cloud are shaping the new virtual world. The ambitious "Digital India" plan launched by the Government of India, which is an umbrella initiative with an initial outlay of Rs.1.13 Lac Crores, covers nine programmes that include broadband highways, increased mobile density, electronic manufacturing and e-kranti or electronic delivery of services in the next three to five years which provide immense opportunities for the products manufactured and EPC projects undertaken by the Company in building a robust and secure infrastructure. The "Digital India" will primarily run on National Optical Fibre Network (NOFN) project being implemented by Bharat Broadband Network Limited (BBNL) as a special purpose vehicle connecting 250,000 village councils using more than 500,000 kms of optical fibre cables. This project is already giving a fillip to the optical fibre cable manufacturing industry in a big way. Apart from this last mile connectivity requirements in terms of FTTH applications will spurt the demand for optical fibre cables and the market is well poised to sustain the growth momentum.

The EPC Division of the Company currently concentrates on three primary business verticals viz. Telecom, Power and Sewerage Projects. In Telecom, it provides solutions in trenching and laying of optical fibre cables, installation and commissioning of telecom equipments, FTTx installation, civil work and maintenance of network. In the power domain the services are offered to the power transmission and distribution sector with a focus primarily in the power distribution networks including those in rural India, renovation and augmentation of existing distribution systems, underground transmission, feeder segregation, installation of High Voltage Distribution System (HVDS) and Low Voltage Distribution Systems (LVDS), distribution lines, substation and transmission lines, capacitor bank, lighting projects, and end to end LED solutions, etc. The Company has also gained credential in city sewerage projects which are being executed through trenchless technology.

There is no material change in the industry structure as was reported last year.

BUSINESS REVIEW AND OUTLOOK

Although the telecom industry witnessed rough weather two years back, it bounced back due to the announcement of big ticket projects like NOFN (National Optical Fibre Network), NFS (Network for Spectrum) from Government of India and a Greenfield 4G LTE network by a leading private sector telecom service provider on a pan-India basis along with other telecom operator's regular roll-outs propelled the cable industry in a big way, thereby increasing the consumption of optical fibre cables. This growth trend is expected to continue in the near future in terms of enhanced consumption of optical fibre cables.

The National Optical Fibre Network (NOFN) project undertaken by the Government aims at connecting 2,50,000 gram panchayats in the country by laying 5,00,000 KMs of optical fiber cable for creating a robust telecom network and digital highways for providing internet connectivity and deliver services like education, healthcare, e-commerce online will be the backbone for mobile networks carrying 3G and 4G services. The NOFN project upon implementation will also provide synergies between wireless networks and optic fibre networks for broadband proliferation. In addition to NOFN project, the Government is set to speed up, after much delay, the process for building an alternative communication network (NFS) for the defence forces to free-up spectrum for telecom department. The state run BSNL has awarded the contracts to eligible bidders for all seven packages during the year 2014-15. Other private telecom operators are also aggressively upgrading their existing 2G and 3G networks by providing fibre backhaul and fibre links to the radio base stations. The spread of 4G-LTE mobile network by BWA operators is also driving up the demand for



high fibre count optical fibre cables in the mobile backhaul besides deployment of optical fibre in tower verticals in lieu of co-axial cable that runs between the radio heads and ground level base stations. FTTx will obviously be the choice for all the players in the telecom industry to have ultimate experience of triple play services (voice, video, and data) with 100 Mbps download and upload speeds. Accordingly, the deployment of contemporary products e.g. micro optical fibre cable and drop cable in access and last mile connectivity will accelerate the demand growth for a variety of optical fibre cables. All the above projects and initiatives speak for better prospects for telecom cable industry in the near to medium term. However, considering high capital spending requirement, collaboration among operators is likely to increase. Over past one year many operators have entered into several mutually beneficial arrangements for sharing their infrastructure including optical fibre networks, etc., which may restrict anticipated demand growth. Despite this, your Company with its underlying strength of better quality of products with state-of-the-art manufacturing infrastructure will strive to maintain its market share and profitability in the upcoming demand of telecom cables.

The Government of India is coming up with projects wherein, infrastructure is going to be given top priority for uplifting the economy to higher growth rates. Some of the bigger infrastructure projects being envisaged by the Government are, smart cities, roads, telecommunications, "Make in India", Railways, Power Generation, ports, defence production facilities, etc. To exploit the emerging opportunities, the Company's EPC Division's strategy is focused on expanding its participation in telecommunications, power and sewerage pipeline verticals given the growth potential by providing high quality services to customers and grow business by leveraging on its strength and synergies.

SEGMENT-WISE PERFORMANCE

Sale of Products (Cables, etc.)

The Company's sales turnover on account of sale of products comprising of Telecommunication cables, other wires and cables, FRP Rod/Glass Rovings and traded goods, etc. increased from Rs. 29411.65 lacs in the previous year to Rs. 48514.16 lacs, during the year under review, mainly due to increase in demand from public sector customers, private operators, supplies to Railways and exports.

The increase in revenue from OFC business at Rs. 33237.44 lacs as compared to Rs. 15902.91 lacs in the previous year is very significant. The Company has been constantly looking for export opportunities in this area and trying to expand the customer base across wider geography.

There may not be any significant improvement in the domestic OFC prices as the bargaining power of buyers and the existence of overcapacity will constrain the ability of domestic players to resort to any considerable price hikes in the near future. Keeping this in view, the Company has taken a strategic decision to participate in turnkey projects which eventually will lead to additional revenue opportunities by cross-marketing its business to the customers besides helping in retention of the customers under the changed business environment.

The Company's established strategy of continued and focused work on customer service, innovation and market expansion helped in achieving a satisfactory growth both in terms of turnover and bottom line in cables business segment. The present pace of reforms in the telecommunication field, will definitely auger well for all stakeholders and the increased demand will continue to drive the growth in the near future. Latest technological developments in both active and passive equipments are the key to success in the industry for a cost-effective rollout and long-term utility of the broadband networks. All these developments have already made the near term prospects for telecom cable industry exciting particularly in the backdrop of huge infrastructure projects in the pipeline/ under execution.

Sale of Services (EPC Contracting/Turnkey Services)

Company's efforts to encash the opportunities in certain Mega Projects reaped results and it successfully won two big projects – one each in Telecom and Power Sectors.

In the Telecom Vertical, the Company won one package of the Defence NFS Project as a lead bidder and has been awarded the contract to roll-out state-of-the-art Intrusion Proof Network for Defence Services in the states of Himachal Pradesh, Punjab, Haryana and Delhi & NCR. The Company also expects to bag Annual Maintenance Contract for maintaining the Network for a period of seven years as per the terms of the contract/tender at pre-determined prices. Another big project worth Rs.475 Crores has been bagged in the Power Vertical for strengthening of Distribution Network under special plan (BRGF-Phase II) in the state of Bihar work for which shall begin in early 2015-16. EPC Segment currently has a robust order book position of over Rs.1500 Crores and these two Projects are expected to help it leap into another league with higher revenues and better profitability. Also the experience of executing these projects would create credentials required to be eligible for such mega projects and explore for opportunities outside India also.

With better growth expected in Indian economy in the coming years and the major thrust being given by the government to infrastructure development, the EPC Segment of the company is likely to grow at a higher pace.

OVERALL REVIEW

During the year under review, your Company's performance has witnessed significant improvement. The Company has increased its market share in domestic business and also achieved sustained business through exports besides moderate growth in EPC Division business activities.

FINANCIAL REVIEW

- The revenue from operations(gross) increased by robust 54% to Rs. 69606.32 lacs in 2014-15 as compared to Rs. 45237.86 lacs in the previous year.



- The aggregate other income increased to Rs.1023.45 lacs as against Rs. 636.81 lacs compared from the previous year mainly due to dividend and interest income, foreign exchange gain, etc.
- The Company achieved profit before depreciation of Rs. 7494.38 lacs as against profit before depreciation of Rs.3127.38 lacs as compared to previous year mainly due to higher contribution from both the business segments.
- The finance costs are higher at Rs. 3389.07 lacs (previous year Rs. 2217.98 lacs) due to utilization of working capital limits and higher long term borrowings.
- There was no change in the capital structure during the year. However, the increase in Reserves & Surplus by Rs. 5784.86 lacs is because of the net profit in the current year.
- The additions to the fixed assets of Rs. 2445.92 lacs during the year mainly consist of capital expenditure incurred for augmenting production capacity of the Company's OFC Unit.
- The inventory has increased to Rs. 8006.64 lacs as on March 31, 2015 from Rs. 7579.53 lacs as at the end of the previous year mainly due to increase in work-in-progress and raw materials on the back of increased volume of business.
- The trade receivables level at Rs. 34937.87 lacs as on March 31, 2015 as compared to Rs. 26274.04 lacs as on March 31, 2014 has increased due to higher sales in the cables division in the last quarter and extended credit to customers and retention money withheld by the customers of EPC Division as per the governing terms of the contracts awarding to the Company and/or as per evolving industry norms.
- For detailed information on the financial performance with respect to operational performance, a reference may please be made to the financial statements.

OPPORTUNITIES, THREATS & BUSINESS OUTLOOK

- The Government's mandate to all telecom service providers to procure a minimum percentage of total infrastructure spending by sourcing from local manufacturers and Preferential Market Access Policy (PMA) may provide sustained demand for telecom cables to domestic manufacturers.
- The Indian optical fibre cable manufacturers facilities were operating at low capacities for many years now and they were mainly dependent on exports to utilize a decent capacity to cover costs, since the domestic market has been erratic both in procurement and payments. With changed environment in telecom sector, the industry is finally seeing improved business sentiment with better capacity utilisation mainly due to some of the private operators' thrust in building world class telecom networks using optical fibre cables especially for 4G LTE data centric network.
- The increasing usage of Smartphones across the entire strata of the population both urban and rural parts of our country warrants the deployment of high bandwidth capable optical fibre cables in all backbone, metro, access, subscriber segments of telecom network(s). With the greater exposure to social media networks, the data traffic growth is set to reach exponential levels which can't be catered by the existing network capabilities and huge usage of optical fibre cables is underway across the country.
- With clarity on the licensing and spectrum front workable guidelines around merger and acquisition for telecom operators, allowing 100 percent foreign direct investment, permission to sell and trade spectrum will ensure much needed consolidation and long term viability in the sector. Further, with the satisfactory progress in certain large scale projects e.g. NOFN and dedicated countrywide optical fibre cable network for the defence forces (NFS), the outlook for telecom cable industry seems promising over medium-term.
- The customer base in telecommunication cable industry is relatively concentrated. The Company has, however, been able to retain and expand its customer base in domestic and overseas market places with enlargement of products range and consistent quality.
- The reduction of import duties under various regional and bilateral Free Trade Agreements is impacting the profitability and economic viability of the domestic telecom cable industry. Clearly, there is a need to ensure that the current duty structure are, at the very least, kept unchanged.
- Telecom Sector is impacted substantially by government policies and investment. While no reversal in the planned investment is envisaged, prices and demand are definitely subject to changes in policies on tendering and indenting. However, as explained above the Government's ambitious targets for telecommunication expansion and broadband penetration seamlessly upto village levels should see favourable regulatory environment in India.
- With the Indian Optical Fibre Cables and other specialty Copper Cable market now forecast to be set for a period of strong growth, some of the global cable manufacturers may enter the market which shall further intensify the competition. Though growth in demand is expected to absorb additional capacity to certain extent, increasing market share and sustaining margins will pose a challenge in the short-term.
- The projects undertaken by the Company's EPC Division are sometimes faced with Right-of-the-Way (RoW) and environmental related challenges which impact the completion timeline of the projects. Large part of project cash flows is linked to the project completion and hence a delay in the completion impacts the working capital cycle. It is hoped that the new Government will simplify the processes, costs and rules in rolling out networks and acquiring permissions, specifically put in place a national



framework for enabling the rollout of fibre on the ground and eliminate the mind boggling complexity and liaising with scores of municipal corporations that set their own rules with costs that vary dramatically from one to another.

RISKS AND CONCERNS

The risks that may affect the functioning of the Company include, but are not limited to:

- Economic conditions;
- Dependence on limited number of major clients;
- Increasing cost of raw materials and logistics;
- Volatile forex fluctuations;
- Technology challenges;
- Competitive market conditions;
- Inverted duty structure;
- Compliance and regulatory pressures including changes to tax laws.

Your Company has a defined risk management strategy with senior management identifying potential risk, evolving mitigation responses and monitoring the occurrence of risk.

INTERNAL CONTROL FRAMEWORK

The Company's system of financial, operational and compliance control and risk management is embedded in the business process by which the Company pursues its objectives. The management is committed to ensuring an effective internal control environment, commensurate with the size and complexity of the business, which provides assurance on the efficiency of the Company's operations and safety/security of its assets besides orderly and legitimate conduct of Company's business in the circumstances, which may reasonably be foreseen. The Company has a defined organization structure, authority levels delegated powers, internal procedures, rules and guidelines for conducting business transactions.

The Company has engaged a firm of Chartered Accountants for internal auditing, who besides conducting periodic audits, independently reviews and strengthens the control measures. The Internal Auditors regularly brief the Management and the Audit Committee on their findings and also on the steps to be taken with regard to deviations, if any.

ENVIRONMENT & SAFETY

The Company successfully continued with the implementation of occupational health and safety, quality and environmental protection measures and these are ongoing processes at the Company's plant and facilities. Various proactive measures have also been adopted and implemented which, inter alia, include adoption of cleaner technologies wherever feasible, conservation of resources through waste reduction and training of employees with a focus on sustainable development by improving standards on safety and environment protection. As a recognition of these objectives, the entire range of products of the Company continue to remain certified to the requirement of international standard ISO 14001:2004 by the Det Norske Veritas (DNV).

INDUSTRIAL RELATIONS, HUMAN RESOURCE DEVELOPMENT AND CORPORATE SOCIAL RESPONSIBILITIES

The Company sees its relationship with its employees as critical to the future and its employee relations agenda focuses on ensuring that employees feel valued, on managing change constructively, and on creating an environment and culture within which every employee can maximize his contribution.

Your Company believes that the competence and commitment of the people are the principle drivers of competitive advantage which enhances competitive strength by differentiating it from competitors. The focus is therefore increasingly going to be retaining talent and preparing the organisation for the next generation of leadership by identification of key people, knowing their aspirations, designing their growth paths and realigning responsibilities, etc. The industrial relation climate of your Company continues to remain harmonious with focus on improving productivity, quality and safety. Efforts are being made to strengthen organisational culture in order to attract and retain the best talent in the industry. Training needs are identified in systematic manner and regular training programmes are organised both in house and external. The Board records its appreciation of the commitment and support of the employees. The Company employed 528 numbers of permanent employees on its Roll as on March 31, 2015.

The Industrial Training Institute established by the Company with the help of M.P.Birla Foundation Educational Society for providing vocational training to students from surrounding villages continues to get encouraging response and students passing out from this Institute are either self employed or have been successfully employed in various industries nationwide.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain certain statements that might be considered "forward looking statements". These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed or implied in the Statement as important factors could influence the Company's operations such as demand supply conditions, Government policies, local, political and economic development, industrial relations, risks inherent to the Company's growth and such other factors. The Company does not undertake any obligation to publicly update, inform or revise such statements, whether as a result of developments, events or actual materialization. Market data and product analysis contained in this report has been taken from internal company reports, industry & research publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.



Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's Report on Corporate Governance for the year ended March 31, 2015 is set out below:

1. CORPORATE GOVERNANCE PHILOSOPHY

Good Corporate Governance is an integral part of the Company's Management and Business Philosophy.

The importance of Corporate Governance lies in its contribution both to business prosperity and to accountability. Corporate Governance envisages commitment of the Company towards the attainment of high levels of transparency, accountability and business prosperity with the ultimate objective of realising long term shareholder value, whilst taking into account the interest of all other stakeholders for wealth creation.

The Company will continue its efforts towards raising its standard in Corporate Governance and will also review its systems and procedures constantly in order to keep pace with the changing economic environment. The Company has complied with the applicable requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with stock exchanges.

2. BOARD OF DIRECTORS

The present strength of the Board of Directors is Nine (9) including one Woman Director. The Company has a Non-Executive Chairman. The number of Independent Directors on the Board is Five (5), which is more than 1/3rd of the total number of Directors and the number of Non-Executive Directors is Eight (8), which is more than 50% of the total number of Directors, as laid down under revised Clause 49.

None of the Directors on the Board is a member in more than 10 committees or acts as Chairman of more than 5 committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee memberships/ chairmanships have been made by the Directors. Further, none of the independent directors serves as such in more than seven (7) listed companies.

During the financial year ended on March 31, 2015, four Board Meetings were held on May 19, 2014, August 9, 2014, November 10, 2014 and February 7, 2015. The maximum time gap between any two meetings was not more than one hundred and twenty days.

The following table gives the composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships/ Chairmanships held by them in other companies:

Name of the Director	Category	Attendance Particulars		No. of other Directorships and Committee Memberships/Chairmanships		
		Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Shri Harsh V.Lodha (Chairman)	Non-Executive	4	No	7	2	2
Shri J.Veeraraghavan	Independent Non-Executive	4	No	None	None	None
Shri S.K.Misra	Independent Non-Executive	3	No	None	None	None
Shri R.C.Tapuriah	Independent Non-Executive	4	Yes	7	4	2
Shri D.R.Bansal	Non-Executive	4	Yes	3	1	None
Shri Pracheta Majumdar	Non-Executive	2	No	1	1	None
Shri Shiv Dayal Kapoor (w.e.f. 19.05.2014)	Independent Non-Executive	3	No	6	3	3
Smt. Kiran Aggarwal (w.e.f. 10.11.2014)	Independent Non-Executive	1	No	None	None	None
Shri Y.S.Lodha (Managing Director)	Executive	4	Yes	None	None	None

**Notes:**

- (i) Number of other Directorships held by the Directors, as mentioned above, do not include directorships held in foreign companies, Indian private limited companies and Section 8 companies under the Companies Act, 2013 besides trustee/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 revised Clause 49 of the listing agreement and reflect the Membership/Chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone of all other public limited companies.
- (ii) None of the Non-Executive Directors hold any Equity Shares of the Company as per the declarations received from them.
- (iii) None of the Directors on the Board have inter se relationship with other Directors of the Company.

All material information are circulated to the Directors before the meeting or placed at the meeting including minimum information as required under Annexure-X to the Listing Agreement(s). All the directors have complete and unrestricted access to any information required by them to understand the transactions and take decisions. This enables the Board to discharge its responsibilities effectively and make an informed decision. The compliance report of all laws applicable to the Company as prepared and compiled by the Company Secretary is circulated to all the Directors alongwith the Agenda and placed/reviewed in each Board Meeting.

The Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company and the same has been posted on the website of the Company. For the year under review, all Directors and senior management personnel of the Company have affirmed their adherence to the provisions of the said Code.

Brief resumes and profiles of a Director retiring by rotation and eligible for re-appointment, appointment of an Independent woman Director and re-appointment of the Managing Director at the ensuing Annual General Meeting (AGM) are given in the Notice of AGM of the Company, annexed to this Annual Report.

3. AUDIT COMMITTEE

The Audit Committee has been re-constituted from time to time over the years as per applicable legal and regulatory requirements. The Audit Committee as at 31st March, 2015 consists of three Independent Non-Executive Directors and one Non-Executive Director as specified below:

- (a) Shri R.C.Tapuriah : Chairman (Independent Non-Executive Director)
- (b) Shri J.Veeraraghavan : Member (Independent Non-Executive Director)
- (c) Shri S.K.Misra : Member (Independent Non-Executive Director)
- (d) Shri Pracheta Majumdar : Member (Non-Executive Director)

All the members of the Audit Committee are financially literate and having insight to interpret and understand financial statements.

The Secretary of the Company acts as the Secretary to the Audit Committee.

The Terms of Reference stipulated by the Board to the Audit Committee are as contained in revised Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013 and broadly are as follows:

- (i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report.



- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Whistle Blower mechanism;
- (xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- (xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Details of meetings of the Audit Committee held during the year and attendance thereof are given below:

Name of the Members	Meetings held and attendance particulars			
	May 18, 2014	August 9, 2014	November 10, 2014	February 7, 2015
Shri R.C.Tapuriah	Yes	Yes	Yes	Yes
Shri J.Veeraraghavan	Yes	Yes	Yes	Yes
Shri S.K.Misra	Yes	No	Yes	Yes
Shri Pracheta Majumdar	No	Yes	Yes	Yes

The meeting of the Audit Committee is attended by the Secretary of the Committee and the necessary quorum was present at all the meetings. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The representatives of the Internal Auditors and Cost Auditors are invited to attend the meetings of the Audit Committee when the Internal Audit Report(s) and Cost Audit Report(s) are tabled for discussions in the Meeting. While the Statutory Auditors were present in all meetings, the Internal Auditors and the Cost Auditors of the Company attended two and one meeting respectively. The Managing Director and other invited executives also attended the meetings to answer and clarify the issues raised at the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on May 19, 2014 renamed the then existing Remuneration Committee as the "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges. The terms of reference of the Nomination and Remuneration Committee as approved by the Board of Directors are briefly set out below:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal;



- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- to formulate criteria for evaluation of Independent Directors and the Board and to carry out evaluation of every director's performance; and
- to devise a policy on Board diversity.

During the year three(3) meetings of the Nomination and Remuneration Committee were held on August 9, 2014, November 10, 2014 and February 7, 2015. The Composition and the attendance of Directors at these meetings are as under:

Name of the Members	Category	No. of Meetings attended
Shri R.C.Tapuriah [Chairman]	Independent Non-Executive Director	3
Shri J.Veeraraghavan [Member]	Independent Non-Executive Director	3
Shri D.R.Bansal [Member]	Non-Executive Director	3

The details of remuneration paid to Directors/Managing Director for the financial year ended March 31, 2015, are set out below:

(a) Non-Executive Directors:

Name of the Director	Sitting Fees (Rs.in lacs)
Shri Harsh V.Lodha	1.35
Shri J.Veeraraghavan	2.95
Shri S.K.Misra	1.95
Shri R.C.Tapuriah	2.90
Shri D.R.Bansal	1.65
Shri Pracheta Majumdar	1.60
Shri Shiv Dayal Kapoor	1.25
Smt. Kiran Aggarwal	0.40

(b) Managing Director:

(Rs.in lacs)

Name	Salary	Perquisites, etc.	Total
Shri Y.S.Lodha	57.46	19.71	77.17

Notes: (1) Sitting fees include fees paid for attending Committee Meetings.

- (2) All appointments are non-contractual except that of the Managing Director which is for 3 (Three) years with effect from November 4, 2012. The appointment of the Managing Director is conditional upon and subject to termination by either party (the Company or the Managing Director) by giving to other party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration in lieu of the notice.
- (3) As the liability of gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Managing Director is not included in the Remuneration shown above.
- (4) As per the terms of agreement, for the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of the Managing Director 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.
- (5) The Company does not have any scheme for grant of Stock Options to its Directors, Managing Director or other employees.
- (6) None of the employees is related to any of the Directors/Managing Director of the Company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges, the Board of Directors of the Company at its meeting held on May 19, 2014 renamed the then existing "Share Transfer-cum-Investors' Grievance Committee" as the "Stakeholders Relationship Committee".

The terms of reference of Stakeholders Relationship Committee as approved by the Board of Directors are briefly set out below:



- to consider and resolve the grievances of security holders of the Company;
- to approve or authorise transfer/transmission/refusal of transfer/consolidation/sub-division/ dematerialisation or rematerialisation of equity shares of the Company;
- to approve issuance of duplicate share certificate(s), issue of fresh certificate(s) on consolidation/sub-division of share Certificate(s) and also for issuance of share Certificate(s) on rematerialisation of equity shares of the Company; and
- to redress stakeholders grievances pertaining to non-receipt of balance sheet, non receipt of declared dividends/ interest/deposits, etc.

During the year one meeting of the Stakeholders Relationship Committee was held on November 10, 2014. The composition of the Stakeholders Relationship Committee and the details of meeting attended by the members thereof are as follows:

Name of the Members	Category	No. of Meetings attended
Shri R.C.Tapuriah - Chairman	Independent Non-Executive Director	1
Shri D.R.Bansal – Member	Non-Executive Director	1
Shri Shiv Dayal Kapoor - Member	Independent Non-Executive Director	1

Shri Ashok Mishra, Company Secretary also functions as the Compliance Officer.

During the year under review, 9 complaints (excluding those correspondences which are not in the nature of complaints) were received from shareholders and investors directly or through regulatory authorities. All the complaints have been attended/ resolved to the satisfaction of the complainants during the year except disputed cases and sub-judice matters, which would be resolved on final disposal of the cases by the judicial and other authorities. No request for share transfer was pending for approval as on March 31, 2015.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors of the Company in its meeting held on May 19, 2014 constituted the “Corporate Social Responsibility Committee” in compliance to the provisions of Section 135 of the Companies Act, 2013 read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The terms of reference of the Corporate Social Responsibility Committee of the Company are as under:

- to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VIII of the Companies Act, 2013 read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- to recommend the amount of expenditure to be incurred on the activities referred to in Clause (i) in a financial year;
- to monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- any other matter/things as may be considered expedient by the members in furtherance of and to comply with the Corporate Social Responsibility Policy of the Company.

During the year two(2) meetings of the Corporate Social Responsibility Committee of the Company were held on November 10, 2014 and February 7, 2015. The Composition and the attendance of Directors at these meetings are as under:

Name of the Members	Category	No. of Meetings attended
Shri D.R.Bansal [Chairman]	Non-Executive Director	2
Shri J.Veeraraghavan [Member]	Independent Non-Executive Director	2
Shri S.K.Misra [Member]	Independent Non-Executive Director	1

7. INDEPENDENT DIRECTORS’ MEETING

During the year under review, a separate meeting of Independent Directors was held on March 30, 2015, interalia, to discuss:

- evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

All the Independent Directors of the Company were present in the meeting.



8. PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the governing provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a formal annual evaluation was carried out by the Board of its own performance and that of its committees and individual directors. During the year under review, one meeting of the Independent Directors was held wherein the performance of non-independent directors, Chairman (Non-executive) of the Company and the Board as a whole were reviewed. The performance evaluation of Committees and Independent Directors was carried out by the entire Board, excluding the director being evaluated. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Directors to effectively and necessarily perform their duties. The Board, its Committees and Directors evaluation provided a formal process of communication in raising issues that might not otherwise be vetted by the Board, with the underlying objectives to develop an action plan to improve the Board performance, inter alia, by ensuring compliance with the requirements of the Companies Act, 2013 and code of corporate governance.

The structured evaluation process was focused on identifying areas of improvement, if any, such as creating balance of power between the Board and management, long term strategy, more effectively fulfilling the Board's oversight responsibilities, the adequacy of committee(s) structures, the assessment of Board culture to ascertain whether the same is conducive to attract right individuals to join the Board and updating the evaluation process itself.

A review of fiduciary duties of the Board, governance policy adopted by the Company and acquaintance and familiarisation of Independent Directors with the Company and its business model, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. and contribution by each director, committees of the Board was also carried out during the process of evaluation. The appraisal of the Managing Director and Chief Executive Officer and his level of engagement in the affairs of the Company was an important component of the Board evaluation.

The final evaluation was thereafter deliberated and assessed taking into account inputs from the Board about evaluation of independent directors and various Committees of the Board and suggesting action plan for improving Board performance and plan for next Board, its Committee(s) and individual director's evaluation.

9. GENERAL BODY MEETINGS

Location and time where General Body Meetings were held in the last three years are given below:

Financial Year	Venue of the Meeting	Type of Meeting	Date	Time
2011-12	Registered Office of the Company - Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.)	AGM EGM	June 29, 2012 December 10, 2012	10 a.m. 11 a.m.
2012-13	Same as above	AGM	July 9, 2013	4 p.m.
2013-14	Same as above	AGM	August 12, 2014	3 p.m.

All the resolutions set out in the respective notices of the above meetings were passed by the members as ordinary resolutions except a Special Resolution concerning re-appointment of Shri Y.S.Lodha as the Managing Director which was passed on by show of hands at the EGM of the Company held on December 10, 2012. Except resolution concerning re-appointment of Shri Y.S.Lodha as the Managing Director of the Company for a further period of five years with effect from 4th November, 2015, none of the other Businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a Special Resolution or through Postal Ballot mandatorily.

Special Resolutions passed through Postal Ballot:

During the financial year 2014-15, the Company passed the following resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the purposes as stated herein:

(i) Postal Ballot Notice dated June 21, 2014 :

Item No.1 : Special Resolution pursuant to provisions of Section 180(1)(c), 180(2) of the Companies Act, 2013 to borrow money in excess of the aggregate of paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 1600 Crores; and

Item No.2 : Special Resolution pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 to create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, upto Rs. 1600 Crores.



The results were announced at the registered office of the Company on August 5, 2014. Summary of the voting pattern was as under:

Description	Item No.1		Item No.2	
	No. of valid vote cast	Percentage of vote cast	No. of valid vote cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	6415146	89.46	6414583	89.45
Total number of votes cast against the resolution	755839	10.54	756399	10.55

- (ii) Postal Ballot Notice dated November 10, 2014 - For obtaining approval of the members by way of a Special Resolution pursuant to Section 186 of the Companies Act, 2013 to give Loan(s)/Guarantee(s) or provide securities in connection with Loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

The result was announced at the registered office of the Company on January 14, 2015. Summary of the voting pattern was as under:

Description	No. of valid vote cast	Percentage of vote cast
Total number of votes cast in favour of the resolution	7960431	93.18
Total number of votes cast against the resolution	582589	6.82

The above Special Resolutions were passed with the requisite majority. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 was duly followed for the Postal Ballot conducted for the Special Resolutions mentioned above. Shri Ashish C Bhatt, Practicing Company Secretary and Shri R.S.Bajaj, Practicing Company Secretary were appointed as Scrutinizers for Postal Ballot Notice dated June 21, 2014 and November 10, 2014 respectively for conducting the Postal Ballot exercise for the aforesaid matters.

10. DISCLOSURES

- There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with the related parties during the year in the ordinary course of business and at arm's length basis is disclosed in Note No. 40 of Notes to financial statements in the Annual Report.
- The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authorities on matter relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by these authorities.
- The Company has generally complied with all the mandatory requirements as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges to the extent applicable to the Company.
- None of the subsidiary companies of the Company is a material non-listed Indian subsidiary as defined in Clause 49 and hence, is not required to nominate an independent director of the Company on the Board of any subsidiary. The Audit Committee of the Company periodically reviews the financial statements, in particular, the investments made by the unlisted subsidiary companies. The Minutes of the Board Meetings of all the unlisted subsidiary Companies are placed before the Board Meeting(s) of the Company.
- While preparation of the financial statements during the year under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed. The significant accounting policies applied in preparation and presentation of financial statements have been set out in Note No. 2 of Notes to financial statements in the Annual Report.
- The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures covering the entire gamut of business operations of the Company. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.
- The designated senior management personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been entered into during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.
- The CEO (Managing Director) and the CFO have furnished a duly signed Certificate to the Board for the year ended March 31, 2015 in accordance with the provisions of Clause 49.IX of the Listing Agreement(s) and the same has been placed in the Board Meeting held on May 16, 2015.



- (i) In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, Shri Ashok Mishra, Company Secretary has been designated as the Compliance Officer of the Company under the Company's Code of Conduct for Prevention of Insider Trading. He is responsible for adherence to the Code by the Company and its designated employees. The Company also adheres to the disclosure practices for Prevention of Insider Trading as specified in the aforesaid SEBI Regulations.
- (j) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all directors/employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received under the policy and their outcome is being placed before the Audit Committee.
- (k) The Company is familiarizing the Independent Directors on its Board on a quarterly basis and the details of familiarization programme is posted on the website of the Company and is available at the web link http://www.vtlrewa.com/pdf/familiarisation_programme_VTL.pdf
- (l) The Company has presently not adopted certain non-mandatory requirements in regard to maintenance of Non-Executive Chairman's office, sending half-yearly declaration of financial performance to each household of shareholders and reporting of internal auditors directly to the Audit Committee. However, other non-mandatory requirements viz. separate posts of the Chairman and Chief Executive Officer and regime of unqualified financial statements has generally been complied with.

11. MEANS OF COMMUNICATION

- (a) **Quarterly Financial Results:**
Quarterly financial results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Agreements.
- (b) **Newspapers wherein results are normally published:**
English Newspaper – Financial Express (All editions)
Vernacular Newspaper – Dainik Jagran (Rewa edition)
- (c) **Any website, where displayed:**
www.vtlrewa.com
- (d) **Whether it also displays official news releases:** No
- (e) **The presentations made to institutional investors or to the analysts:** Nil

12. GENERAL SHAREHOLDER INFORMATION

12.1 Annual General Meeting:

- Date and Time : July 23, 2015 at 10.30 A.M.
- Venue : Registered Office of the Company at
Udyog Vihar, P.O.Chorhata, Rewa – 486 006 (M.P.)

12.2 Financial Calendar (2015-16):

(tentative)

Quarterly Financial Results :

- ending June 30, 2015 : Second week of August, 2015
- ending September 30, 2015 : Second week of November, 2015
- ending December 31, 2015 : Second week of February, 2016
- ending March 31, 2016 : Second week of May, 2016

12.3 **Book Closure date(s)** : Friday, July 17, 2015 to Thursday, July 23, 2015 (both days inclusive)

12.4 **Dividend Payment date** : On or after July 27, 2015

12.5 **Listing on Stock Exchanges** : (a) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001



(b) National Stock Exchange of India Ltd. (NSE)
 Exchange Plaza, C-1, G.Block,
 Bandra-Kurla Complex,
 Bandra (East),
 Mumbai - 400 051

The Company has timely paid the Annual listing fees for the financial year 2014-15 to BSE & NSE.

12.6 **Stock Code - Physical** : BSE, Mumbai - 517015
 NSE, Mumbai - VINDHYATEL EQ

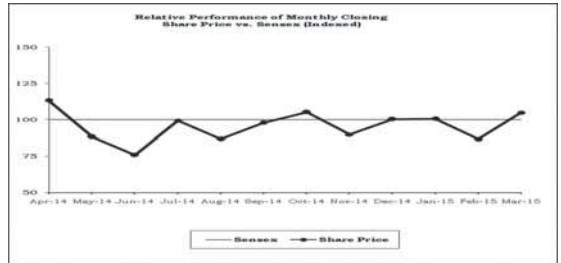
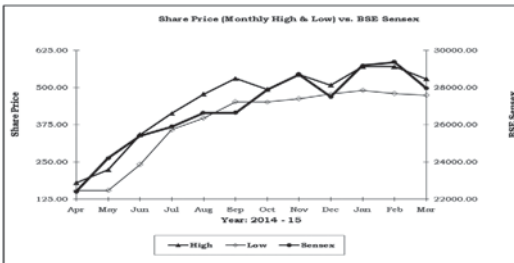
Demat ISIN Number for NSDL & CDSL : INE707A01012

12.7 **Stock Market Data :**

Monthly high and low quotations of Shares and volume of Equity Shares traded on BSE Limited, Mumbai (BSE) and National Stock Exchange of India Ltd., Mumbai (NSE) are as follows :

Month	BSE			NSE		
	High (in Rs.)	Low (in Rs.)	Monthly Volume (in Nos.)	High (in Rs.)	Low (in Rs.)	Monthly Volume (in Nos.)
April, 2014	180.65	154.60	9018	180.00	154.10	11992
May, 2014	224.05	155.00	31923	220.70	150.05	41427
June, 2014	341.55	241.85	40832	343.25	237.60	89843
July, 2014	413.00	358.60	43498	413.70	360.40	126254
August, 2014	477.20	397.00	59654	476.55	398.80	98648
September, 2014	530.00	452.00	59036	530.00	450.00	89807
October, 2014	493.40	451.40	13567	490.15	453.10	44193
November, 2014	543.05	462.40	558479	542.45	463.80	133133
December, 2014	507.20	478.00	11808	507.85	464.00	48060
January, 2015	570.05	490.05	50045	569.85	490.25	776889
February, 2015	569.65	479.50	9536	564.45	484.50	26485
March, 2015	528.25	473.50	117897	533.30	478.55	250320

12.8 **Share price performance in comparison to broad based indices – BSE Sensex:**



12.9 **Registrar and Share Transfer Agents** : Messrs Link Intime India Pvt.Ltd.
 C-13, Pannalal Silk Mills Compound
 L.B.S.Marg, Bhandup (West)
 Mumbai – 400 078
 Phone : +91-22-25946970
 Fax : +91-22-25946969
 Email : rnt.helpdesk@linkintime.co.in

**12.10 Share Transfer System :**

The trading in Company's equity shares on the stock exchanges is permitted only in dematerialised form for all classes of investors as per notification issued by the Securities & Exchange Board of India (SEBI).

All transactions in connection with transfer, transmission, etc. are processed by the Registrar and Share Transfer Agents of the Company on weekly basis and the same are placed before the Committee of Directors/Committee of Officers, as the case may be, for approval at regular interval. With a view to expedite the process of share transfer in physical segment, the Board of Directors has delegated the authority to a Committee of Officers for approving transfer upto 1000 equity shares in each request. Further, to expedite the process of share transfer, the powers for processing of share transfer have been delegated to the Registrar and Share Transfer Agent of the Company in compliance with SEBI Circular No. CIR/MIRSD/8/2012 dated 05.07.2012. A summary of transfer/transmission of equity shares so approved by the Committee of officers is placed at every Board Meeting. The process of share transfer requests in physical form including despatch of share certificates is completed within 15 days on receipt of duly completed documents in all respects. The request for dematerialisation of equity shares is generally confirmed/rejected within an average period of 15 days. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

The Company's representatives visit the office of the Registrar and Share Transfer Agents from time to time to monitor, supervise and ensure that there are no delays or lapses in the system.

12.11 (a) Distribution of Shareholding as on March 31, 2015 :

No. of Equity Shares held	Number of Shareholders	% of shareholders	No. of shares held	% of shareholding
1 - 500	4998	92.21	641665	5.42
501 - 1000	212	3.91	156909	1.32
1001 - 2000	89	1.64	129931	1.10
2001 - 3000	28	0.52	70052	0.59
3001 - 4000	9	0.17	31745	0.27
4001 - 5000	11	0.20	48980	0.41
5001 - 10000	21	0.39	163535	1.38
10001 and above	52	0.96	10608046	89.51
GRAND TOTAL	5420	100.00	11850863	100.00
Physical Mode	2204	40.66	343738	2.90
Electronic Mode	3216	59.34	11507125	97.10

(b) Category of Shareholders as on March 31, 2015:

Category	No. of Shareholders	% of shareholders	No. of shares held	% of share-Holding
Promoter and Promoter Group*	12	0.22	5157305	43.52
Resident Individuals & Corporates	5099	94.08	3154611	26.62
Financial Institutions/Banks/Mutual Funds	22	0.41	1073231	9.06
NRIs/FIIs	245	4.52	1185417	10.00
Societies**	6	0.11	1253886	10.58
Clearing Member	36	0.66	26413	0.22
GRAND TOTAL	5420	100.00	11850863	100.00

* For definitions of "Promoter Shareholding" and "Promoter Group" refer to Clause 40A of Listing Agreement(s) with the stock exchanges.

**Includes 1257586 equity shares (10.61%) continued to be held by certain Companies, Societies, etc. earlier shown as a part of the Promoter Group but now shown under Public Shareholding as per amended Clause 35 of the Listing Agreement.

12.12 Dematerialisation of Shares and liquidity: 11507125 Equity Shares representing 97.10% of total Equity Capital of the Company are held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2015.



Company's shares are reasonably liquid and are traded on the BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) during the financial year 2014-15. Relevant data for the approximate average daily turnover in terms of volume for the financial year 2014-15 is given below :

BSE	NSE	BSE + NSE
4333	7178	11511

[Source: This information is compiled from the data available from the websites of BSE and NSE]

12.13 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely Impact on equity: The Company has not issued any of these instruments so far.

12.14 Transfer of Shares in Unclaimed Suspense Account: In terms of Clause 5A(II) of the Listing Agreement, the Company's Registrar and Share Transfer Agent (Messrs Link Intime India Pvt. Ltd.) has already sent three reminders to all the shareholders whose share certificates were returned undelivered and remain unclaimed. The Company has transferred the unclaimed equity shares in respect of the shareholders who have not yet responded, to a folio in the name of "Vindhya Telelinks Limited – Unclaimed Securities Suspense Account".

As stipulated under Clause 5A(II) of the Listing Agreement with the Stock Exchanges, the Company reports the following details of equity shares lying in the "Vindhya Telelinks Limited – Unclaimed Securities Suspense Account" as on March 31, 2015.

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares lying in the unclaimed securities suspense account at the beginning of the year	10	1701
2	Number of shareholders who approached the issuer for transfer of shares from the unclaimed securities suspense account during the year	Nil	Nil
3	Number of shareholders to whom shares were transferred from the unclaimed securities suspense account during the year	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares lying in the unclaimed securities suspense account at the end of the year	10	1701

The voting rights on the shares outstanding in the unclaimed securities suspense account as on March 31, 2015 shall remain frozen till the rightful owner of such shares claims the shares.

Wherever the shareholders have claimed the shares, after proper verification, the share certificates were dispatched to them or credited the shares to the respective beneficiary account.

12.15 Plant Location:

Udyog Vihar Industrial Area, P.O. Chorhata, Rewa - 486 006 (M.P.), India

12.16 Address for Correspondence:

Messrs Link Intime India Pvt.Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S.Marg , Bhandup (West)
Mumbai – 400 078
Phone : +91-22-25946970
Fax : +91-22-25946969
Email : rmt.helpdesk@linkintime.co.in

OR

Share Department
Vindhya Telelinks Limited,
Udyog Vihar, P.O. Chorhata,
Rewa - 486 006 (M.P.)
Phone : +91-7662-400400
Fax : +91-7662-400591
Email : headoffice@vtlrewa.com;
investorgrievance@vindhyaatelelinks.com



CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement relating to Corporate Governance with the Stock Exchanges, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct, for the financial year ended 31st March, 2015.

For Vindhya Telelinks Limited

Place : New Delhi
Date : April 30, 2015

Y.S.Lodha
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**TO THE SHAREHOLDERS OF VINDHYA TELELINKS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Vindhya Telelinks Limited ("the Company") for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

Place : New Delhi
Date : May 16, 2015

R. Raghuraman
Partner
Membership No. 081350



Independent Auditors' Report

TO THE MEMBERS OF VINDHYA TELELINKS LIMITED

Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of Vindhya Telelinks Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No. 35 to the standalone financial statements regarding non provision for the shortfall in the market value of a quoted investment for the stated reason.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
- As required by Section 143 (3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 and 32 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts, which were required to be transferred during the year to the Investor Education and Protection Fund by the Company.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No.109208W

R. Raghuraman
Partner
Membership No. 081350

Place : New Delhi
Date : May 16, 2015

Annexure referred to in the Independent Auditors' report to the members of Vindhya Telelinks Limited on the standalone financial statements for the year ended 31st March, 2015.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Major items of fixed assets were physically verified during the year by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
- (ii) (a) As explained to us, inventories except stock in transit, have been physically verified by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. No material discrepancies were noticed on verification, between physical stocks and book records.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii)(a)&(b) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control systems, commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system of the company.
- (v) The Company has not accepted deposits during the year from the public within the provisions of section 73 of the Act and the Rules framed there under.
- (vi) We have broadly reviewed the books of accounts maintained by the company, pursuant to rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained and the required statement are in the process of compilation. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.



- (vii) (a) According to the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Cess, Value Added tax and any other statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2015, which were outstanding for a period of more than six months from the date they became payable.
- (b) There are no disputed dues which have remained unpaid as on 31st March, 2015 on account of Income-tax, Duty of custom, Duty of excise, Sales-tax, Value Added tax, Wealth Tax, Service tax, Cess except as follows:

Name of the Statute	Nature of dues	Amount (Rs. in lacs)	Period to which amount relates	Forum where dispute pending
WBVAT Act, 2003	Sales tax	9.39	FY 2009-10	Sales Tax Appellate Tribunal, West Bengal

- (c) Based on the information and explanations obtained, the company has no liability or requirement to transfer any amount to Investor Education & Protection Fund in accordance with the relevant provisions of the Act and the Rules thereunder.
- (viii) The Company has no accumulated losses at the end of the year and has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- (ix) On the basis of the verification of records and information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding debentures and loans from financial institutions during the year.
- (x) According to the information and explanations given to us, the Company has given a cross corporate guarantee to a bank for credit facilities sanctioned to Birla Ericsson Optical Limited (joint venture) amounting to Rs.13,750 lakhs in note no 31 (a) (v). In our opinion, the terms and conditions of the guarantee given by the Company, for the credit facilities sanctioned to the joint venture by the bank, are not prejudicial to the interest of the Company. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from financial institutions.
- (xi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based on the audit procedure performed and the representation obtained from the management, we report that no case of fraud on or by the Company has been noticed or reported during the year under audit.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No.109208W

Place : New Delhi
Date : May 16, 2015

R. Raghuraman
Partner
Membership No. 081350



BALANCE SHEET AS AT MARCH 31, 2015

	Note No.	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	1184.11	1184.08
Reserves and surplus	4	28237.57	23165.85
		<u>29421.68</u>	<u>24349.93</u>
NON-CURRENT LIABILITIES			
Long-term borrowings	5	12134.23	6125.83
Deferred tax liabilities (net)	6	412.02	-
Long-term provisions	7	288.16	215.71
		<u>12834.41</u>	<u>6341.54</u>
CURRENT LIABILITIES			
Short-term borrowings	8	18098.88	12399.53
Trade payables	9	15022.85	13370.33
Other current liabilities	10	4294.96	1329.07
Short-term provisions	11	1175.57	573.71
		<u>38592.26</u>	<u>27672.64</u>
Total		<u>80848.35</u>	<u>58364.11</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed assets	12		
Tangible assets		6839.80	5399.48
Intangible assets		4.94	14.20
Capital work-in-progress		43.44	468.80
		<u>6888.18</u>	<u>5882.48</u>
Non-current investments	13	11768.37	11768.37
Long-term loans and advances	14	1781.62	122.25
Other non-current assets	15	1590.69	1768.53
		<u>22028.86</u>	<u>19541.63</u>
CURRENT ASSETS			
Inventories	16	8006.64	7579.53
Trade receivables	17	34937.87	26274.04
Cash and cash equivalents	18	2143.10	975.98
Short-term loans and advances	19	4289.27	1951.45
Other current assets	20	9442.61	2041.48
		<u>58819.49</u>	<u>38822.48</u>
Total		<u>80848.35</u>	<u>58364.11</u>
Significant accounting policies	2		
The accompanying Notes 1 to 48 form an integral part of the financial statements.			

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Harsh V.Lodha (DIN: 00394094)	}	Chairman
J.Veeraraghavan (DIN: 00078998)		
S.K.Misra (DIN: 00009411)		
R.C.Tapuriah (DIN: 00395997)		
D.R.Bansal (DIN: 00050612)		Directors
Pracheta Majumdar (DIN: 00179118)		
Shiv Dayal Kapoor (DIN: 00043634)		
Kiran Aggarwal (DIN: 06991807)		
Y.S.Lodha (DIN: 00052861)		Managing Director
Saurabh Chhajjar		Chief Financial Officer
Ashok Mishra	Company Secretary	
New Delhi, May 16, 2015		

New Delhi, May 16, 2015

New Delhi, May 16, 2015



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
REVENUE			
Revenue from operations (gross)	21	69606.32	45237.86
Less: Excise duty		4453.05	2822.49
Revenue from operations (net)		65153.27	42415.37
Other income	22	1023.45	636.81
Total revenue		66176.72	43052.18
EXPENSES			
Cost of materials consumed	23	32101.79	21867.06
Purchase of stock -in-trade (traded goods)		595.09	108.96
Changes in inventories of finished goods, work-in-progress and stock-in-trade, etc.	24	(977.37)	(1303.85)
Materials purchased/Subcontract expenses	25	14534.56	11362.20
Employee benefits expense	26	2935.45	2169.40
Finance costs	27	3389.07	2217.98
Depreciation and amortisation expense	28	1005.33	552.82
Other expenses	29	6100.75	3503.05
Total expenses		59684.67	40477.62
PROFIT BEFORE TAX		6492.05	2574.56
Current Tax (MAT)		1290.00	484.25
Less: Minimum Alternate Tax (MAT) credit entitlement (Refer Note No. 34)		(994.83)	-
Net current tax		295.17	484.25
Income tax for earlier years		-	4.08
Deferred tax charge		412.02	-
Total tax expense		707.19	488.33
PROFIT FOR THE YEAR		5784.86	2086.23
Earning per equity share (EPS)			
Basic and diluted EPS (Nominal value of shares Rs.10/- each)	30	48.81	17.60
Significant accounting policies	2		
The accompanying Notes 1 to 48 form an integral part of the financial statements.			

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Saurabh Chhajer

Managing Director

Ashok Mishra

Chief Financial Officer
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Rs. in lacs	For the year ended March 31, 2015 Rs. in lacs	Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		6492.05		2574.56
Non-cash adjustment to reconcile profit before tax to net cash flows				
Depreciation and amortisation	1005.33		552.82	
(Profit)/loss on disposal of fixed assets (net)	6.32		12.42	
(Gain)/loss on Unrealised foreign exchange rate fluctuations	(97.77)		6.83	
Interest income	(365.92)		(228.40)	
Dividend income	(422.82)		(287.11)	
Interest expense	2604.09	2729.23	1697.58	1754.14
Operating Profit before working capital changes		9221.28		4328.70
Movement in working capital:				
Increase/(decrease) in trade payables and provisions	5106.08		5564.98	
Decrease/(increase) in trade receivables	(8875.46)		(6675.20)	
Decrease/(increase) in inventories	(427.11)		(2822.13)	
Decrease/(increase) in loans and advances	(3023.31)		(397.01)	
Decrease/(increase) in other current assets	(7314.13)	(14533.93)	(38.58)	(4367.94)
Cash generated from/(used in) operations		(5312.65)		(39.24)
Direct taxes paid (net of refunds)		(1556.90)		(190.60)
Net cash flow from/(used in) operating activities (A)		(6869.55)		(229.84)
B. CASH FLOW FROM INVESTING ACTIVITIES				
(Purchase) of fixed assets	(2020.56)		(2147.20)	
Proceeds from sale of fixed assets	3.27		31.94	
Investment in bank deposits	(3204.55)		(2387.78)	
Redemption/maturity of bank deposits	2387.78		1095.17	
Interest received	278.72		180.38	
Dividend received	422.82		287.11	
Net cash flow from/(used in) investing activities (B)		(2132.52)		(2940.38)



	For the year ended March 31, 2015	For the year ended March 31, 2014
Rs. in lacs	Rs. in lacs	Rs. in lacs

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (Contd.)**C. CASH FLOW FROM FINANCING ACTIVITIES**

Proceeds from share capital	0.03	-
Proceeds from securities premium	0.17	-
Proceeds from long term borrowings	5146.17	5127.46
Proceeds/(repayment) from short term borrowings	6655.09	(479.57)
Interest paid	(2574.35)	(1690.37)
Dividend paid	(273.61)	-
Net cash flow from/(used in) financing activities (C)	8953.50	2957.52
Net increase/(decrease) in cash and cash equivalents	(48.57)	(212.70)
Cash and cash equivalents at the beginning of the year	263.05	475.75
Cash and cash equivalents at the end of the year (Refer Note No.18)	214.48	263.05
Components of cash and cash equivalents		
Cash on hand	3.28	1.27
Cheques, drafts on hand	101.00	108.36
In current accounts	106.51	153.42
In unpaid dividend account*	3.69	-
	214.48	263.05

*The balances are not available for use by the Company as they represent unclaimed dividend liabilities.

- (a) Difference of Rs.3288.13 lacs (Rs.2471.36 lacs) compared with Note. No. 18 represents short term investments with an original maturity of three months or more.
- (b) The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Accounting Standard (AS-3) on Cash Flow Statement.
- (c) Negative figures have been shown in brackets.

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Harsh V.Lodha
(DIN: 00394094) Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajjer
Ashok Mishra

New Delhi, May 16, 2015

Chairman

Directors

Managing Director

Chief Financial Officer
Company Secretary

New Delhi, May 16, 2015

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015****1. NATURE OF OPERATIONS**

The Company is engaged in the business of manufacturing and sale of telecommunication cables, other types of wires & cables, FRP rods/glass rovings, etc. and Engineering, Procurement and Construction (EPC) business.

2. SIGNIFICANT ACCOUNTING POLICIES**(a) Basis of Preparation**

The financial statements of the Company are prepared and presented under the historical cost convention and comply in all material respects with accounting principles generally accepted in India, the applicable Accounting Standards as notified under the relevant provisions of the Companies Act, 2013 as amended/ changed from time to time. All income & expenditure are accounted for on accrual basis except certain insurance claims and government subsidy/incentives, which are recognised on acceptance basis, as and when the amount whereof can be ascertained with reasonable certainty.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgement, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

(c) Fixed Assets including Intangible Assets

Tangible assets are stated at cost (net of recoverable taxes, trade discounts and rebates, claims, etc.) less accumulated depreciation, amortization and impairment loss, if any. The cost of a tangible asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use and adjustments arising from exchange rate variations attributable to the assets. Expenditure for additions, improvements, renewals and insurance spares (determined on the basis of irregular use) are capitalised and expenditure for repairs and maintenance are charged to the Statement of Profit and Loss. Tangible assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately. When assets are sold or discarded their cost and accumulated depreciation are removed from the accounts. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets are included in the Statement of Profit and Loss. Tangible assets which are not ready for their intended use on the date of Balance Sheet are shown as capital work-in-progress.

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any.

(d) Depreciation and Amortisation

Depreciation on tangible assets is provided to the extent of depreciable amount on Straight Line Method on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis from the month the assets are put to use except in case of new project where it is provided for the period of use. Depreciation on sale of tangible assets is provided upto the month prior to the month in which the assets are sold or disposed off. Depreciation on incremental cost arising on account of capitalised insurance spares is amortised over the residual life of the respective assets. Premium on leasehold land is amortised on straight line basis over the period of lease.

An intangible asset is measured at cost and amortised so as to reflect the pattern in which the assets economic benefits are consumed. The useful life has been estimated as five years.

(e) Impairment

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Government Grants and Subsidies

Government grants and subsidies (including incentives) are recognised when there is reasonable assurance that the conditions attached to them will be complied and grant/subsidy will be received.

(g) Leases
Where the Company is the Lessor
(i) Operating Lease

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

(ii) Finance Lease

Finance lease transactions where significant risk & rewards of ownership are effectively transferred, are recognised as outright sales. Profit or Loss resulting from outright sale of the asset being leased, is recognised in the statement of profit and loss immediately. Finance income, if any, is recognised over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

Where the Company is the Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(h) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and quoted/fair value determined on an individual investment basis. Non-current investments are stated/carried at cost. However, provision for diminution in the value of Non-current (long term) investments is made only if such decline is other than temporary.

(i) Inventories

Inventories are valued as follows:

Raw materials and Stores & spares	:	Lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a transaction moving weighted average basis.
Stock-in-trade (Traded goods)	:	Lower of cost and net realisable value. Cost is determined on a transaction moving weighted average cost basis.
Work-in-progress and Finished goods (Own manufactured)	:	Lower of cost and net realisable value. Cost includes direct materials (determined on a transaction moving weighted average cost basis), labour and proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
Scrap material	:	Estimated net realizable value*

Note: Estimated net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Revenue Recognition
(i) Sale of Products

Revenue from the sale of products is recognised on transfer of significant risks and rewards incidental to ownership to the customer which generally coincides with despatch of products to customers. Sale of products includes excise duty. Revenue to the extent of price variation disputes, if any, which are subjected to resolution through arbitration is recognised based on interim relief granted by a court and/or after receipt of revenue in execution of the final award in favour of the Company, as the case may be.

(ii) Contract Revenue

The Company follows the percentage of completion method as per Accounting Standard (AS-7) to recognise revenue in respect of contracts executed. The stage of completion of the project is determined by the proportion to the contract cost incurred for work performed upto the Balance Sheet date bear to the estimated total contract cost.

Contract Revenue is accounted for on the basis of bills submitted to clients/bills certified by clients or on technical evaluation of work executed based on joint inspection with customers and do not include material supplied by customers/clients free of cost. The income on account of claims/rewards or extra item works are recognised to the extent company expects reasonable certainty about receipt or acceptance from the clients/customers. In case the total cost of a contract, based on technical and other estimates, is expected to exceed the corresponding contract value, such expected loss is fully provided for.

**(iii) Interest**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

(iv) Dividend

Dividend income is recognised when the Company's right to receive dividend payment is established.

(v) Export incentives

Export incentives are accounted for in the year of export.

(k) Foreign Currency Transactions**(i) Initial Recognition**

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and foreign currency at the date of the transaction or that approximates the actual rate at the date of transaction.

(ii) Conversion

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rate(s) change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for that year.

(v) Translation of Integral foreign operations

In respect of a Branch, which is having integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end rate(s).

(l) Employee Benefits

The Company makes regular contributions to Recognised Provident Fund (managed by trust) /Family Pension Fund, Approved Superannuation Fund and Employees State Insurance Scheme (to the extent applies and extend to the Company) as per Company's schemes, which are recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Gratuity, Pension and Compensated absences benefits payable as per Company's schemes are considered defined benefit and are charged to the Statement of Profit and Loss on the basis of actuarial valuation made at the end of each financial year by independent actuaries using Projected Unit Credit Method. For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions is made as determined by the independent actuaries. Actuarial gains and losses comprise experience adjustments and effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the year in which they arise.

Ex-gratia or other amount disbursed on account of selective employees separation scheme are charged to the Statement of Profit and Loss as and when incurred.

(m) Income Taxes

Tax expense comprises current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing difference between taxable and accounting income is accounted for using the tax rules and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realised. However, Deferred tax assets arising on account of brought forward losses and unabsorbed depreciation are recognised only when there is virtual certainty of realisation of such assets backed by convincing evidence. Deferred tax assets are reviewed and assessed at the Balance Sheet date to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.



Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specific period.

(n) Segment Reporting Policies

(i) Identification of segments

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

(ii) Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(iii) Unallocated items

Include general corporate income and expense items which are not allocated to any business segment.

(iv) Segment Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised in the Accounts when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

(p) Cash and Cash Equivalents

Cash and cash equivalent in the cash flow statement comprises cash at bank and on hand and short-term investments with an original maturity of three months or less.

	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
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3. SHARE CAPITAL

Authorised

15000000	(15000000) Equity shares of Rs. 10/- each	<u>1500.00</u>	<u>1500.00</u>
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Issued

11852014	(11852014) Equity shares of Rs. 10/- each	<u>1185.20</u>	<u>1185.20</u>
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Subscribed and Paid-Up

11850863	(11850863) Equity shares of Rs. 10/- each fully paid-up	<u>1185.09</u>	<u>1185.09</u>
	Less : Calls unpaid	<u>0.98</u>	<u>1.01</u>
		<u>1184.11</u>	<u>1184.08</u>

(a) Reconciliation of the number of equity shares outstanding and the amount of share capital :

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs
Equity shares at the beginning of the year	<u>11850863</u>	<u>1185.09</u>	11850863	1185.09
Equity shares at the end of the year	<u>11850863</u>	<u>1185.09</u>	<u>11850863</u>	<u>1185.09</u>



- (b) The Company has only one class of equity shares having nominal value of Rs.10/- each. The holders of equity shares are entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. For the year ended 31st March, 2015, the amount of per share dividend recognised for distribution to equity shareholders was Rs. 5/-per share, subject to approval of shareholders.
- (c) Details of shareholders holding more than 5% shares based on legal ownership in the subscribed share capital of the Company:

Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% held	No. of Shares	% held
Universal Cables Limited	3454530	29.15	3454530	29.15
The Punjab Produce & Trading Co. Pvt. Ltd.	1291374	10.90	1291374	10.90
Belle Vue Clinic	1164286	9.82	1164286	9.82
Reliance Capital Trustee Co. Ltd. A/c Reliance small Cap Fund	826916	6.98	-	-

	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
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4. RESERVES AND SURPLUS

Revaluation reserve (on revaluation of plant and equipments)

Opening balance	2.00	2.31
Less : Transferred to Statement of Profit and Loss being difference of depreciation on revalued cost of assets and that on the original cost	0.14	0.31
	<u>1.86</u>	<u>2.00</u>

Securities premium account

Opening balance	3885.06	3885.06
Add : Received during the year	0.17	-
Closing balance	<u>3885.23</u>	<u>3885.06</u>

General reserve

Opening balance	16858.85	16658.85
Add : Transferred from surplus in the Statement of Profit and Loss	1141.15	200.00
Closing balance	<u>18000.00</u>	<u>16858.85</u>

Surplus in Statement of Profit and Loss

Opening balance	2419.94	811.01
Add : Profit for the year	5784.86	2086.23
	<u>8204.80</u>	<u>2897.24</u>
Less: Appropriations		
Transferred to general reserve	1141.15	200.00
Proposed dividend on equity shares	592.54	237.02
Tax on dividend on equity shares	120.63	40.28
	<u>1854.32</u>	<u>477.30</u>
Closing balance	<u>6350.48</u>	<u>2419.94</u>
	<u>28237.57</u>	<u>23165.85</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
5. LONG-TERM BORROWINGS		
Secured		
Supplier's Credit(s) in foreign currency	634.23	725.83
Unsecured		
Inter Corporate Loans from bodies corporate	11500.00	5400.00
	12134.23	6125.83
(a) Supplier's credit(s) from banks are secured by way of hypothecation of stock of Inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future, and are further secured by way of hypothecation of moveable fixed assets, both present and future, ranking pari-passu interse and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company. As a collateral security, supplier's credit(s) are additionally secured by way of pledge of 12,50,000 equity shares and cross corporate guarantee of Birla Ericsson Optical Limited, a joint venture. Supplier's credit(s) are repayable in full between June 2016 and September 2016 and carries interest @ 2.04% to 2.50% p.a. (rate as on the reporting date).		
(b) As per renewed/revised terms and conditions loans from bodies corporate amounting to Rs. 5900.00 lacs and Rs. 5600.00 lacs are repayable in full in the year 2016-17 and 2017-18 respectively. These loans carry interest @ 10.50% and 11.00% p.a. on a case to case basis (rate as on the reporting date).		
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred tax liability		
Depreciation and amortisation on fixed assets	641.23	602.28
	641.23	602.28
(b) Deferred tax assets		
Unabsorbed Depreciation	-	470.63
Provision for doubtful trade receivables	43.38	43.38
Taxes/expenses allowable for tax purpose when paid	185.83	88.27
Net deferred tax liabilities	229.21	602.28
	412.02	-
7. LONG-TERM PROVISIONS		
Provision for employee benefits		
Compensated absences	257.70	187.13
Pension	30.46	28.58
	288.16	215.71



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
8. SHORT-TERM BORROWINGS		
Working capital loans/cash credit facilities from banks (Secured)		
Working capital demand loans	2500.00	-
Cash credit facilities	7688.03	5815.24
Buyer's credit	2577.78	583.02
Export packing credit	3033.07	501.27
	<u>15798.88</u>	<u>6899.53</u>
Other short term loans (Unsecured)		
Inter Corporate Loans from bodies corporate (repayable on demand)	2300.00	2300.00
From Related Parties (repayable on demand)	-	3200.00
	<u>2300.00</u>	<u>5500.00</u>
	<u>18098.88</u>	<u>12399.53</u>
<p>(a) Working capital loans/cash credit facilities from banks being working capital credit facilities, sanctioned by banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel the credit limits (either fully or partially) and, inter alia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the loan accounts in any manner.</p> <p>(b) Working capital loans (both fund and non-fund based) from State Bank of India (SBI), State Bank of Patiala (SBP) and IDBI Bank Limited are secured by hypothecation of the stock of inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future, and are further secured by way of hypothecation of moveable fixed assets, both present and future, ranking pari-passu inter se and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company. As a collateral security, the credit facilities are additionally secured by way of pledge of 12,50,000 equity shares and cross corporate guarantee of Birla Ericsson Optical Limited, a joint venture.</p>		
9. TRADE PAYABLES		
Due to micro, small and medium enterprises	1116.00	1172.18
Due to others	13906.85	12198.15
	<u>15022.85</u>	<u>13370.33</u>
10. OTHER CURRENT LIABILITIES		
Sundry deposits	5.35	55.60
Interest accrued but not due on borrowings	41.40	11.66
Interest accrued and due on borrowings	-	62.91
Unclaimed dividend*	3.69	-
Other payables		
Assigned creditors	2842.72	-
Mobilisation and other advances from customers	260.37	541.05
Statutory dues	539.71	408.52
Accrued employee benefits expense	162.40	115.13
Liability for capital expenditure	240.73	134.20
Liability towards claims, etc.	198.59	-
	<u>4294.96</u>	<u>1329.07</u>

* This does not include any amount due and outstanding to be credited to Investors Education and Protection Fund.



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
11. SHORT TERM PROVISIONS		
Provision for income tax (net of advance)	349.76	225.59
Proposed dividend on equity shares	592.54	237.02
Tax on dividend on equity shares	120.63	40.28
Provision for employee benefits		
Compensated absences	31.92	30.52
Pension	4.44	4.44
Gratuity	41.30	-
Others	34.98	35.86
	<u>1175.57</u>	<u>573.71</u>

Nature of fixed assets	Rs in lacs										
	Gross Block				Depreciation /Amortisation				Net Block		
	As at 01.04.2014	Addition	Disposal/ Deductions	As at 31.03.2015	Upto 31.03.2014	For the year	Written back	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014	
(A) TANGIBLE ASSETS:											
Land											
Freehold	113.18	-	-	113.18	-	-	-	-	113.18	113.18	
Leasehold	44.68	-	-	44.68	9.94	0.68	-	10.62	34.06	34.74	
Buildings	2065.46	277.65	-	2343.11	1250.89	39.51	-	1290.40	1052.71	814.57	
Plant & Equipments*	13346.82	2007.68	94.60	15259.90	9112.05	877.06	91.69	9897.42	5362.48	4234.77	
Furniture & Fixtures	270.72	58.53	18.63	310.62	188.02	26.20	15.98	198.24	112.38	82.70	
Office Equipments	120.12	53.59	15.46	158.25	93.27	21.69	15.18	99.78	58.47	26.85	
Vehicles	143.87	48.47	-	192.34	64.10	23.70	-	87.80	104.54	79.77	
Leasehold Improvements	48.10	-	8.55	39.55	35.20	7.37	5.00	37.57	1.98	12.90	
TOTAL (A)	<u>16152.95</u>	<u>2445.92</u>	<u>137.24</u>	<u>18461.63</u>	<u>10753.47</u>	<u>996.21</u>	<u>127.85</u>	<u>11621.83</u>	<u>6839.80</u>	<u>5399.48</u>	
(B) INTANGIBLE ASSETS:											
Computer Software	70.80	-	-	70.80	56.60	9.26	-	65.86	4.94	14.20	
TOTAL (B)	<u>70.80</u>	<u>-</u>	<u>-</u>	<u>70.80</u>	<u>56.60</u>	<u>9.26</u>	<u>-</u>	<u>65.86</u>	<u>4.94</u>	<u>14.20</u>	
(C) CAPITAL WORK-IN-PROGRESS (at cost):											
Under installation/ commissioning	-	-	-	-	-	-	-	-	43.44	388.01	
In transit	-	-	-	-	-	-	-	-	-	80.79	
TOTAL (C)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>43.44</u>	<u>468.80</u>	
TOTAL (A+B+C)	<u>16223.75</u>	<u>2445.92</u>	<u>137.24</u>	<u>18532.43</u>	<u>10810.07</u>	<u>1005.47</u>	<u>127.85</u>	<u>11687.69</u>	<u>6888.18</u>	<u>5882.48</u>	
Previous Year	14670.62	1727.64	174.51	16223.75	10415.27	553.13	158.33	10810.07	5413.68		

*Gross Block of Plant & equipments includes Rs.754.41 lacs (Rs.754.57 lacs) on account of addition on revaluation during the year ended March 31, 1990 as per valuation carried out by approved valuer. The method used for revaluation was then prevailing reinstatement cost/RBI price indices.



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
13. NON-CURRENT INVESTMENTS		
(Carried at cost unless otherwise stated)		
Trade Investments		
Quoted - Fully paid up equity shares of Rs. 10/- each		
Investment in Joint Venture		
40,00,100 (40,00,100) Birla Ericsson Optical Limited*	900.01	900.01
Other investments		
48,39,908 (48,39,908) Universal Cables Limited	3193.75	3193.75
63,80,243 (63,80,243) Birla Corporation Limited	1917.58	1917.58
Aggregate amount of quoted investments	<u>6011.34</u>	<u>6011.34</u>
Unquoted - Fully paid up equity shares of Rs. 10/- each		
Investment in subsidiary companies		
1,52,50,200 (1,52,50,200) August Agents Limited	1525.02	1525.02
1,50,00,200 (1,50,00,200) Insilco Agents Limited	1500.02	1500.02
1,50,00,200 (1,50,00,200) Laneseda Agents Limited	1500.02	1500.02
	<u>4525.06</u>	<u>4525.06</u>
Other investments		
2,99,940 (2,99,940) Birla Financial Corporation Limited	29.99	29.99
1,20,00,000 (1,20,00,000) Punjab Produce Holdings Limited	1200.00	1200.00
9,800 (9,800) Universal Telelinks Private Limited	0.98	0.98
9,800 (9,800) Universal Electricals Private Limited	0.98	0.98
	<u>1231.95</u>	<u>1231.95</u>
Non trade investment in the equity instruments		
Unquoted- Fully paid up equity shares of Re. 1/- each		
6,900 (6,900) Free Press House Limited	0.02	0.02
	<u>0.02</u>	<u>0.02</u>
Aggregate amount of unquoted investments	<u>5757.03</u>	<u>5757.03</u>
	<u>11768.37</u>	<u>11768.37</u>
Aggregate market value of quoted investments (Refer Note No. 35)	29908.93	20827.55
* 12,50,000 (12,50,000) Shares pledged with Banks.		
14. LONG-TERM LOANS AND ADVANCES		
(unsecured and considered good)		
Capital advances	13.25	8.44
Loans and advances to employees	2.42	5.59
Security deposits	262.33	86.18
Inter-corporate loan [refer note no 46 (a)]	1500.00	-
Advance Income Tax/tax deducted at source (net)	-	20.95
Prepaid expenses	3.62	1.09
	<u>1781.62</u>	<u>122.25</u>
15. OTHER NON-CURRENT ASSETS		
Long-term trade receivables (unsecured and considered good)	231.18	10.10
Non-current bank balances	1359.51	1758.43
	<u>1590.69</u>	<u>1768.53</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
16. INVENTORIES [Refer Note No. 2(g) for mode of valuation]		
Raw materials [including in transit Rs.594.25 lacs (Rs. 1128.07 lacs)]	2622.00	3102.64
Packing material	107.57	120.50
Stores and spares	196.05	252.74
Stock-in-trade	51.28	125.78
Work-in-progress (Refer Note No.24)	4686.85	3897.00
Finished goods	267.70	42.97
Scrap	75.19	37.90
	<u>8006.64</u>	<u>7579.53</u>
17. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	5628.99	4306.28
Considered doubtful	125.35	125.35
	<u>5754.34</u>	<u>4431.63</u>
Others		
Considered good	29308.88	21967.76
	<u>35063.22</u>	<u>26399.39</u>
Less: Provision for doubtful trade receivables	125.35	125.35
	<u>34937.87</u>	<u>26274.04</u>
18. CASH AND CASH EQUIVALENTS		
Cash and bank balances		
Cash on hand	3.28	1.27
Cheques, drafts on hand	101.00	108.36
Balances with banks		
-In current accounts	106.51	153.42
-In unpaid dividend account	3.69	-
	<u>214.48</u>	<u>263.05</u>
Other bank balances		
-In term deposit accounts (term deposit receipts pledged with banks towards margin against letter(s) of credit, bank guarantees and other commitments)	3288.13	2471.36
	<u>3502.61</u>	<u>2734.41</u>
Less: Term deposit accounts having more than 12 months maturity at the year end (disclosed under Note No. 15)	1359.51	1758.43
	<u>2143.10</u>	<u>975.98</u>
19. SHORT-TERM LOANS AND ADVANCES (unsecured and considered good)		
Loans and advances to employees	31.70	18.57
Security deposits	129.42	99.94
Advance Income Tax/tax deducted at source (net)	169.34	157.64
MAT credit entitlement	994.83	-
Excise duty refund receivables	272.60	96.84
Advance recoverable in cash or kind	2691.38	1578.46
	<u>4289.27</u>	<u>1951.45</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
20. OTHER CURRENT ASSETS		
Interest accrued but not due on term deposits	199.77	112.57
Claims, export benefits, etc. receivables	326.60	225.13
Unbilled revenue	8915.73	1695.86
Unamortised premium on forward contracts	0.51	7.72
Assets held for sale/disposal (at lower of net book value and net realisable value)	-	0.20
	<u>9442.61</u>	<u>2041.48</u>
	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
21. REVENUE FROM OPERATIONS		
Sale of products		
Telecommunications Cables	43221.95	23819.20
Other Wires & Cables	3773.60	4926.66
FRP Rods/Glass Rovings	700.58	511.31
Traded goods*	818.03	154.48
	<u>48514.16</u>	<u>29411.65</u>
Sale of services		
Contract revenue	19274.46	15049.98
Indefeasible right of use [(IRU) Refer Note No.41(b)]	796.55	139.17
	<u>20071.01</u>	<u>15189.15</u>
Other operating revenue		
Scrap materials	551.02	361.70
Processing & job work income	133.98	119.00
Export incentives	336.15	156.36
	<u>1021.15</u>	<u>637.06</u>
	<u>69606.32</u>	<u>45237.86</u>
*None of these individually account for more than 10% of total revenue from sale of products.		
22. OTHER INCOME		
Interest income	365.92	228.40
Dividend income on non-current investments	422.82	287.11
Foreign exchange rate fluctuation (net)	188.23	-
Rent received	31.12	110.14
Other non operating income	15.36	11.16
	<u>1023.45</u>	<u>636.81</u>
23. COST OF MATERIALS CONSUMED		
Opening stock	3102.64	1684.51
Add: Purchase [Less : Sales and Claim Rs. 1858.33 lacs (Rs. 1737.79 lacs)]	31621.15	23285.19
	<u>34723.79</u>	<u>24969.70</u>
Less: Closing stock	2622.00	3102.64
	<u>32101.79</u>	<u>21867.06</u>



	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
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COST OF MATERIALS CONSUMED (Contd.)**Details of Raw materials consumed**

Copper	8932.89	6662.41
Polyethylene	5457.82	2973.61
Single Mode Optical Fibre	9297.77	6037.23
Others*	8413.31	6193.81
	<u>32101.79</u>	<u>21867.06</u>

* None of these individually account for more than 10% of total cost of materials consumed.

24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE, ETC.**Closing inventories**

Finished goods	267.70	42.97
Work-in-progress*	4686.85	3897.00
Stock-in-trade	51.28	125.78
Scrap materials	75.19	37.90
	<u>5081.02</u>	<u>4103.65</u>

Opening inventories

Finished goods	42.97	1.42
Work-in-progress*	3897.00	2668.15
Stock-in-trade	125.78	118.63
Scrap materials	37.90	11.60
	<u>4103.65</u>	<u>2799.80</u>
	<u>(977.37)</u>	<u>(1303.85)</u>

***Detail of work-in-progress**

Telecommunications Cables	2112.23	2044.86
Other Wires & Cables	110.09	25.39
FRP Rods/Glass Rovings	52.37	39.89
Contracts under execution (EPC)	2412.16	1786.86
	<u>4686.85</u>	<u>3897.00</u>

25. MATERIALS PURCHASED/SUBCONTRACT EXPENSES

Materials purchased	9192.28	7522.36
Other engineering & construction expenses	5342.28	3839.84
	<u>14534.56</u>	<u>11362.20</u>

26. EMPLOYEE BENEFITS EXPENSE

Salaries, wages, bonus and benefits, etc.	2584.63	1838.10
Contribution to provident and other funds, etc.	172.31	187.17
Welfare expenses	178.51	144.13
	<u>2935.45</u>	<u>2169.40</u>



	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
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27. FINANCE COSTS

Interest expense	2604.09	1697.58
Foreign exchange rate fluctuation *	-	67.12
Other borrowing costs	784.98	453.28
	3389.07	2217.98

*To the extent considered as an adjustment to borrowing costs.

28. DEPRECIATION AND AMORTISATION EXPENSE

On fixed assets (Refer Note No. 12)	1005.47	553.13
Less: Transferred from revaluation reserve	0.14	0.31
	1005.33	552.82

29. OTHER EXPENSES

Consumption of stores and spares	488.56	257.45
Packing materials	1125.61	649.73
Processing/job work and testing charges	169.04	53.43
Power and fuel	696.51	557.29
Sales commission (other than sole selling agent)	205.20	228.19
Rent	245.90	202.19
Repair & maintenance		
- Plant & equipments	119.92	69.88
- Buildings	82.86	60.05
- Others	54.76	23.92
Insurance	114.92	83.05
Rates & taxes	314.90	255.62
Travelling and conveyance	443.31	330.34
Payment to auditors		
Statutory auditors		
-Audit fees	9.00	8.00
-Tax audit fee	0.90	0.75
-Quarterly reviews	3.75	3.75
-Taxation matters	1.40	0.30
-Certification, etc.	3.73	2.70
-Reimbursement of expenses	0.77	0.61
Cost auditors		
-Audit fees	0.45	0.48
-Reimbursement of expenses	0.38	0.30
Legal and professional	180.07	165.76
Loss on disposal of fixed assets (net)	6.32	12.42
Bad debts/sundry balances written off (net)	761.90	145.86
Excise duty on Increase/(decrease) in stocks	(2.48)	7.67
Miscellaneous expenses	1073.07	383.31
[Including contribution towards CSR activities Rs. 15.00 lacs (Nil)]		
	6100.75	3503.05

**30. Earning per share (EPS):**

Particulars	As at March 31, 2015	As at March 31, 2014
Basic/ weighted average number of equity shares outstanding during the year	11850863	11850863
Profit for the year (Rs. in lacs)	5784.86	2086.23
Nominal value of share (Rs.)	10.00	10.00
EPS (Basic and diluted)	48.81	17.60

31. Contingent liabilities and Commitments (to the extent not provided for) -

(a) Contingent liabilities :

- (i) Claims against the Company/disputed liabilities not acknowledged as debts Rs.96.75 lacs (Rs. 96.75 lacs).
- (ii) Pending cases with income tax appellate authorities where income tax department has preferred appeals – liability not ascertainable.
- (iii) Sales tax matter under litigation Rs. 18.96 lacs (Rs 18.96 lacs).
- (iv) Appeals preferred by the Company against the claim/levy of differential sales tax due to timely non-submission of declaration forms for concessional sales tax. The demand(s)/levy on merits of the cases have been stayed and are pending before the appellate authorities, liabilities against which are unascertainable until final outcome in the pending cases.
- (v) Cross corporate guarantee given in connection with loan/ credit facilities aggregating to Rs. 13750.00 lacs (outstanding as on March 31, 2015 Rs.8023.16 lacs) to a joint venture and corporate guarantee given of Rs.5800.00 lacs in connection with performance of obligations assumed by a body corporate under a supply contract. [(Refer Note No. 46(b)).

The future cash outflow in respect of items (i) to (iv) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and authorities concerned.

(b) Commitments:

- (i) Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for Rs. 690.19 lacs (Rs. 277.79 lacs).
- (ii) Commitment relating to Derivatives are disclosed in Note No. 37.

- 32.** The Company has filed a law suit against an overseas supplier and its Indian agent. The supplier in order to overreach the said law suit invoked alleged arbitration agreement which is subject matter of the suit filed by the Company, interalia, claiming recovery of an aggregate amount equivalent to Rs.3544.13 lacs as at 31st March, 2015, as damages for the unsupplied goods for the period from October, 2002 to September, 2006. The Civil Court stayed the Arbitration proceedings and the said stay order has been confirmed by the High Court of Madhya Pradesh at Jabalpur and also by the Hon'ble Supreme Court. An order of the High Court of Madhya Pradesh referring the parties to Arbitration has also been stayed by the Hon'ble Supreme Court in the Special Leave Petitions filed by the Company, which are pending before the Hon'ble Supreme Court. Based on appraisal of the matter, the Company has been legally advised that the said claim against the Company is unsustainable and there is no likelihood of any liability arising against the Company.
- 33.** The Company is eligible for certain incentives in respect of its investment in plant and machinery towards expansion/technical upgradation of the OFC Unit pursuant to confirmation received under the Industrial Promotion Policy, 2014 read with Madhya Pradesh Nivesh Protsahan Yojna, 2014 of the Government of Madhya Pradesh. Accordingly, the Company has accrued, interalia, VAT and CST assistance by way of reimbursement (net of input tax rebate on the amount of VAT and CST) effective from 27th March, 2014, for a period of 10 years, subject to compliance with certain eligibility conditions attached thereto. The same shall be appropriately dealt with in the Books of Account as and when the Company's claim for reimbursement from time to time during the eligibility period is formally approved by the designated competent authority of the State Government.
- 34.** The Provision for tax has been made as per Minimum Alternate Tax(MAT) under section 115JB of the Income Tax Act, 1961. The Company is entitled to avail credit under section 115JA(1A). Accordingly, MAT credit entitlement has been considered as an asset.



35. In the opinion of the management, the decline in the market value of quoted Non-current investment (trade) in a Company (carrying cost Rs.3193.75 lacs) by Rs. 1347.32 lacs (Rs. 1937.79 lacs) at the year end is temporary, in view of the strategic long term nature of the investment and having regard to intrinsic asset base/net worth and future growth potential anchored on state-of-the-art manufacturing facilities of the investee company and hence, does not call for any provision there against. However, there is no diminution in the value of quoted Non-current investments, if market value of all Non-current investments is taken together.

36. Information pursuant to Accounting Standard (AS-7) (Revised) on “Construction Contracts”:

Particulars		2014-15 Rs. in lacs	2013-14 Rs. in lacs
(a)	Contract Revenue recognised for the year	19273.72	15038.26
(b)	The relevant information relating to Contracts in progress at the reporting date are given below:		
(i)	Aggregate amount of cost incurred	31244.71	17468.93
(ii)	Recognized profit upto the reporting date	2773.82	476.40
(iii)	Amount of advance received	116.51	495.01
(iv)	Amount of outstandings/retentions	7425.49	9820.14
(v)	Contracts under execution	2412.16	1786.86
(vi)	Advance billing to customers	Nil	Nil

37. Foreign currency exposures as at the Balance Sheet date:

(a) The Company uses forward exchange contracts to hedge its exposure in foreign currency. The details of foreign currency exposures hedged by derivative instruments and those have not been hedged are as follows :

Particulars	As at March 31, 2015			As at March 31, 2014		
	In Foreign Currency	Rs. in lacs		In Foreign Currency	Rs. in lacs	
Foreign currency exposures covered by Forward Contracts						
Payables	USD	442011	279.31	USD	2201640	1334.14
Total	USD	442011	279.31	USD	2201640	1334.14
Foreign currency exposures not covered by any derivative instrument						
Payables	USD	5429760	3425.73	USD	1862068	1127.71
	NPR	7749218	48.43	NPR	3385487	21.16
	EUR	1214470	831.33	EUR	945063	789.04
Receivables	USD	2771001	1723.03	USD	1353692	802.90
	NPR	36126391	225.79	NPR	38873832	242.96
	EUR	77445	51.80	EUR	-	-
Bank balances	USD	22	0.01	USD	29	0.02
	NPR	13892633	86.83	NPR	5505159	34.41
Total	USD	82200783	5148.77	USD	3215789	1930.63
	NPR	57768242	361.05	NPR	47764478	298.53
	EUR	1291915	883.13	EUR	945063	789.04

(b) A sum of Rs. 0.51 lac (Rs.7.72 lacs) on account of unamortised foreign exchange premium on outstanding forward contracts is being carried forward to be debited to the Statement of Profit and Loss of the subsequent period.

38. Employee Benefits:

(a) The Company’s defined benefit plans include the approved funded gratuity scheme which is administered through group gratuity scheme with Life Insurance Corporation of India and non-funded schemes viz. Pension (applicable only to certain categories of employees). Such defined benefits are provided for in the Statement of Profit and Loss based on valuations, as at the Balance Sheet date, made by independent actuaries. Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015 are summarised below:



- (i) Amount recognised in the Statement of Profit and Loss:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Current service cost	28.82	22.35	-	-
Interest cost on benefit obligation	26.35	28.81	2.06	2.72
Expected return on plan assets	(32.02)	(27.62)	-	-
Net actuarial (gain)/loss recognised in the year	58.00	(16.08)	4.27	(1.70)
Add: Impact of variation in actual and expected return on plan assets	(1.77)	(1.27)	-	-
Add: Insurance cost borne by the Company	2.40	1.44	-	-
Net benefits expense	81.78	7.63	6.33	1.02
Actual return on plan assets	(33.79)	(28.89)	-	-

- (ii) Amount recognised in the Balance Sheet:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Defined benefit obligation	440.87	340.54	34.90	33.01
Fair value of the plan assets	399.57	366.02	-	-
Net asset/(liability)	(41.30)	25.48	(34.90)	(33.01)

- (iii) Changes in present value of the defined benefit obligation:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Opening defined benefit obligation	340.54	321.16	33.01	36.43
Interest cost	26.35	28.81	2.06	2.72
Current service cost	28.82	22.35	-	-
Benefits paid	(12.84)	(15.70)	(4.44)	(4.44)
Actuarial (gain)/Loss on obligations	58.00	(16.08)	4.27	(1.70)
Closing defined benefit obligation	440.87	340.54	34.90	33.01

- (iv) Changes in the fair value of plan assets:

Particulars	Gratuity	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Opening fair value of plan assets	366.02	294.27
Expected return	32.02	27.62
Contributions by employer	12.60	58.56
Benefits paid	(12.84)	(15.70)
Actuarial gain	1.77	1.27
Closing fair value of plan assets	399.57	366.02

- (v) The major categories of plan assets in case of gratuity as a percentage of the fair value of total plan assets:

Particulars	Gratuity	
	2014-15 (%)	2013-14 (%)
Investments with insurer	100	100

The overall expected rate of return on assets is determined based on the actual rate of return during the current year. The Company expects to contribute Rs.50.00 lacs to approved gratuity fund during the year 2015-16.



(vi) The principal assumptions used in determining gratuity and pension obligations for the Company's plans:

Particulars	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Mortality table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate
Attrition rate	5.00% p.a	5.00% p.a	N.A.	N.A.
Imputed rate of interest	7.85% p.a	9.15% p.a	7.80%p.a.	9.15%p.a.
Salary rise	7.50% p.a	7.50% p.a	N.A.	N.A.
Expected return on plan assets	8.75% p.a.	8.75%p.a.	N.A.	N.A.
Remaining working life	15.46 Years	14.58 Years	N.A.	N.A.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Information relating to experience adjustments to plan assets and liabilities as required by Para 120(n)(ii) of the Accounting Standard (AS-15) (revised) on employee Benefits is not available with the Company. However, the impact of the same is not likely to be material.

- (b) Company's contribution to defined contribution schemes such as approved and recognised Provident/Family Pension Fund, approved Superannuation Fund and contribution to Employees State Insurance (on selective basis as applicable) are charged to the Statement of Profit and Loss as incurred. The Company has no further obligations beyond its contributions. The Company has recognised the following contributions to Provident/Family Pension and Superannuation Funds and towards Employees State Insurance as an expense and included in employee benefits expense in the Statement of Profit and Loss:

Defined Contribution Plan	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Contribution to Provident and Family Pension Funds	117.22	88.64
Contribution to Superannuation Fund	34.17	30.06
Contribution to ESIC	6.80	8.45

39. Segment Information:

The Company has identified two reportable business segments as the primary segment viz. Cables and EPC (Engineering, Procurement and Construction). Segments have been identified and reported taking into account nature of products and services, the deferring risks and returns, the organisation structure and the internal business reporting systems. A brief description of the types of products and services provided by each reportable segment is as follows:

"Cables"- The Company manufactures and markets various types of cables including telecommunication cables, other types of wires & cables and FRP rods/glass rovings, etc.

"EPC" (Engineering, Procurement and Construction) –The Company undertakes and executes contracts and provide services with or without materials, as the case may be.

- (a) Primary Segment Information (by business segments):

The following table presents revenue and profit/(loss) information regarding business segments for the year(s) ended March 31, 2015 and March 31, 2014 and certain liabilities information regarding business segments as at March 31, 2015 and March 31, 2014.

Business Segments	Year ended March 31, 2015			Year ended March 31, 2014		
	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs
Revenue						
External Sales and other operating income (net)	44844.99	20207.78	65052.77	27036.31	15344.19	42380.50
Inter segment sales (at arm's length basis)	100.50	-	100.50	34.87	-	34.87
Other income*	187.33	16.26	203.59	6.61	4.55	11.16
Total revenue	45132.82	20224.04	65356.86	27077.79	15348.74	42426.53



Business Segments	Year ended March 31, 2015			Year ended March 31, 2014		
	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs
Results						
Segment result (PBIT)	5861.08	2445.86	8306.94	2116.54	1537.17	3653.71
Unallocable income/ (expenses) (net)			423.28			390.03
Operating profit			8730.22			4043.74
Interest (net)			(2238.17)			(1469.18)
Tax charge (net)			(707.19)			(488.33)
Profit after tax			5784.86			2086.23
Other Information						
Segment assets	38134.87	28277.25	66412.12	24992.21	21582.58	46574.79
Unallocable assets			14436.23			11789.32
Total assets			80848.35			58364.11
Segment liabilities	13027.95	6645.57	19673.52	9025.43	6237.80	15263.23
Unallocable liabilities			31753.15			18750.95
Total liabilities			51426.67			34014.18
Capital expenditure	952.21	1068.35	2020.56	2110.64	36.56	2147.20
Depreciation and amortisation	895.19	110.14	1005.33	455.55	97.27	552.82

*Excludes Rs. 819.86 lacs (Rs. 625.65 lacs) netted off from unallocated expenses and interest expense.

(b) Geographical Segments:

The following table shows the distribution of the Company's sales revenue from operation by geographical markets, regardless of where the goods were produced:

Sl. No.	Geographical Segments	2014-15 Rs. in lacs	2013-14 Rs. in lacs
(i)	Domestic Market (within India)	58114.66	38230.30
(ii)	Overseas Market (outside India)	7038.61	4185.07
	Total	65153.27	42415.37

(i) All the assets of the Company, except the carrying amount of assets aggregating to Rs. 1973.25 lacs (Rs. 770.30 lacs) are within India.

(ii) The Company has common fixed assets for producing goods/providing services to Domestic Market as well as for Overseas Market. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

40. Disclosures in respect of related parties as defined in Accounting Standard (AS-18), with whom transactions were entered into at an arm's length basis and in the ordinary course of business during the year are given below:

Subsidiaries	: August Agents Ltd.(AAL), Insilco Agents Ltd.(IAL), Laneseda Agents Ltd.(LAL)
Joint Venture	: Birla Ericsson Optical Ltd.(BEOL)
Enterprise over which a director is able to exercise significant influence	: Shakun Polymers Ltd. (SPL)
Key Management Personnel	: Shri Y.S. Lodha (Managing Director)

The Company by itself or along-with its subsidiaries hold more than 20% of the voting power of certain bodies corporate. The Company has been legally advised that it does not have any "significant influence" in the said bodies corporate as defined in Accounting Standard (AS-18) - "Related Party Disclosure" and accordingly, has not considered the above investees as related parties under (AS-18).



(a) Details of transactions with related parties (other than Key Management Personnel):

Sl. No.	Nature of Transactions (excluding reimbursement)	2014-15					2013-14				
		AAL	IAL	LAL	BEOL	SPL	AAL	IAL	LAL	BEOL	SPL
(i)	Purchases of Products /Traded Goods, Raw Materials	-	-	-	98.19	88.69	-	-	-	303.41	64.77
(ii)	Sale of Raw Materials/Finished Products/ Consumables & Traded Goods	-	-	-	1549.31	-	-	-	-	4769.38	-
(iii)	Other Service Charges/Lease Rent Received	-	-	-	134.49	-	-	-	-	118.47	-
(iv)	Other Service Charges /Rent Paid	-	-	-	42.69	-	-	-	-	10.79	-
(v)	Inter-Corporate Deposits Taken	-	-	-	5109.00	-	-	-	-	12575.00	-
(vi)	Inter-Corporate Loans Repaid	1100.00	675.00	925.00	5609.00	-	-	-	-	12075.00	-
(vii)	Interest paid on Inter-Corporate Loans /Others	22.09	6.90	12.25	40.66	-	115.50	70.88	97.12	127.28	-
(viii)	Inter-Corporate Loans Given	-	-	-	370.00	-	-	-	-	-	-
(ix)	Inter-Corporate Loans Refunded	-	-	-	370.00	-	-	-	-	-	-
(x)	Interest received on Inter-Corporate Loans Given	-	-	-	0.48	-	-	-	-	-	-
(xi)	Cross Corporate Guarantee Given to Bankers	-	-	-	13750.00	-	-	-	-	10700.00	-
(xii)	Cross Corporate Guarantee Accepted	-	-	-	86687.00	-	-	-	-	22950.00	-
(xiii)	Balance outstanding at the year end										
	- Payable	-	-	-	-	-	1125.63	690.73	946.55	500.00	0.18

(b) Details of transactions with Key Managerial Personnel:

Particulars	Remuneration		Balance Outstanding at the year end (Payable/(Receivable))	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Shri Y. S. Lodha	77.17	50.29	-	4.38

- Provision for contribution to gratuity fund or otherwise, leave encashment (compensated absences) on retirement which are based on actuarial valuation on an overall Company basis are not included in the remuneration to key managerial personnel.
- No amount has been provided as doubtful debt or advance written off or written back in the year in respect of debts due from/to above related parties.
- Transactions and balances relating to reimbursement of expenses to/from the above related parties have not been considered.
- All the transactions with related parties were on arm's length basis and in the ordinary course of business.

41. Leases:

(a) Operating Lease

The Company has taken certain office premises under operating lease agreements. The lease agreements generally have an escalation clause and are not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The aggregate lease rental of Rs. 108.51 lacs (Rs. 81.44 lacs) are charged to the Statement of Profit and Loss.

**(b) Finance Lease**

The Company has entered into an Indefeasible Right of Usage (IRU) agreement with certain customers for providing telecommunication cable network connectivity for a period of fifteen years. The required disclosure is given herein:

Sl. No.	Particulars	2014-15 Rs. in lacs	2013-14 Rs. in lacs
(a)	Lease revenue recognised as an outright sale	796.55	139.17
(b)	Cost of sales	365.74	103.70
(c)	Profit recognised (a-b)	430.81	35.47

42. Interest in Joint Venture Company:

Pursuant to Accounting Standard (AS-27) "Financial Reporting of Interest in Joint Ventures" the relevant information relating to a Joint Venture Company (JV) are as given below:

Name of the Joint Venture Company	Country of Incorporation	Proportion of Ownership Interest	Description of Interest
Birla Ericsson Optical Ltd. (BEOL)	India	13.33%	JV is established principally for manufacture of "Telecommunication Cables" and "Other types of Wires and Cables".

The Company's share in the aggregate amounts of each of the assets, liabilities, income, expenses, contingent liabilities and capital commitments as at/for the years ended March 31, 2015 and March 31, 2014 in BEOL as per its audited financial statements are as under:

Particulars	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
LIABILITIES		
NON-CURRENT LIABILITIES		
Long-term borrowings	181.11	201.73
Deferred tax liabilities (net)	50.25	45.99
Long-term provisions	19.27	15.47
CURRENT LIABILITIES		
Short-term borrowings	584.65	425.97
Trade payables	629.80	1237.43
Other current liabilities	223.94	66.77
Short-term provisions	62.69	60.74
Total	1751.71	2054.10
ASSETS		
NON-CURRENT ASSETS		
Fixed assets		
Tangible assets	547.48	512.95
Intangible assets	-	-
Capital work-in-progress	12.44	19.24
Non-current investments	187.45	187.45
Long-term loans and advances	60.93	61.33
Other non-current assets	16.22	26.11
CURRENT ASSETS		
Inventories	583.39	711.97
Trade receivables	1088.81	1252.16
Cash and cash equivalents	135.80	86.57
Short-term loans and advances	144.24	202.70
Other current assets	132.79	33.00
Total	2909.55	3093.48



Particulars	For the Year Ended March 31, 2015 Rs. in lacs	For the Year Ended March 31, 2014 Rs. in lacs
REVENUE		
Revenue from operations (net)	3517.74	3873.60
Other income	49.69	29.31
EXPENSES		
Cost of materials consumed	2583.31	3064.38
Purchase of stock-in-trade (traded goods)	22.96	18.18
Changes in inventories of finished goods, work-in-progress and stock-in-trade, etc.	3.63	(105.07)
Employee benefits expense	162.74	130.40
Finance costs	110.67	118.23
Other expenses	358.28	302.08
Depreciation and amortisation expense	79.65	61.81
Income tax and deferred tax charged (net)	79.62	56.41
Contingent liabilities	14.52	14.52
Capital commitment	231.87	19.03

43. There is no impairment of assets during the year.

44. **Disclosure as per Section 22 of “The Micro, Small and Medium Enterprises Development Act, 2006”**

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company :

Sl. No.	Particulars	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
(i)	the principal amount and interest due thereon remaining unpaid to any supplier - Principal amount - Interest thereon	1116.00 -	1172.18 -
(ii)	the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii)	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
(iv)	the amount of interest accrued and remaining unpaid.	-	-
(v)	the amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

45. **Additional information pursuant to by way of notes of the Schedule III to the Companies Act, 2013:**

(a) Value of imports on CIF basis:

Sl. No.	Particulars	2014-15 Rs.in lacs	2013-14 Rs.in lacs
(i)	Raw materials	11242.55	9250.66
(ii)	Components and spare parts	122.81	45.35
(iii)	Capital goods	1337.10	6.55
(iv)	Traded goods	0.98	1395.95

(b) Expenditure in Foreign Currency:

Sl. No.	Particulars	2014-15 Rs.in lacs	2013-14 Rs.in lacs
(i)	Interest	41.28	28.50
(ii)	Travelling	19.00	22.76
(iii)	Commission	7.20	9.31
(iv)	Others	571.63	950.52



(c) Value of imported and indigenous Raw Materials and Components/Spare Parts consumed and percentage thereof:

Sl. No.	Particulars	2014-15		2013-14	
		Value Rs.in lacs	% to Total	Value Rs.in lacs	% to Total
(i)	Raw Materials				
	Imported	11698.68	36.44	8086.00	36.98
	Indigenous	20403.11	63.56	13781.06	63.02
	Total	32101.79	100.00	21867.06	100.00
(ii)	Components and Spare Parts*				
	Imported	186.90	38.25	51.90	18.15
	Indigenous	301.66	61.75	234.03	81.85
	Total	488.56	100.00	285.93	100.00

*Grouped under "Consumption of stores & spares" and "Repairs & maintenance of Plant & Equipments" vide Note No. 29.

(d) Remittance in Foreign Currency on account of Dividend:

No remittance in foreign currency on account of dividend was made by the Company directly. The Company has, however, paid dividend in respect of equity shares held by certain non-resident shareholders on repatriation basis. These, inter alia, include portfolio investment and direct investment where the amount is also credited to Non-Resident External Account (NRE A/c). The amount of dividend indirectly remitted to such non-resident shareholders cannot be ascertained.

(e) Earnings in Foreign Exchange (on accrual basis):

Sl. No.	Particulars	2014-15 Rs.in lacs	2013-14 Rs.in lacs
(i)	Export of goods on FOB basis	6372.49	3160.04
(ii)	Contract revenue	569.36	988.15
(iii)	Interest	1.39	1.66
(iv)	Others (Freight & Insurance)	98.60	37.07

46. Details of Loans given, Investments made and Guarantee given covered under section 186(4) of the Companies Act, 2013.

(a) Inter Corporate Unsecured Loan(s) given:

(Rs. in lacs)

Sl. No.	Name of the company	Opening Balance	Granted during the year	Refunded During the year	Closing Balance	Rate of Interest (%)	Purpose
(i)	Universal Cables Ltd.	Nil	2100.00	600.00	1500.00	12.50	Deployment of surplus funds for short term. Repayable on demand.
(ii)	Birla Ericsson Optical Ltd.	Nil	370.00	370.00	Nil	12.45	

(b) Corporate Guarantees given:

(Rs. in lacs)

Sl. No.	Name of the company	As on 01.04.2014	Addition/ (Deletion) during the Year	As on 31.03.2015	Purpose
(i)	Birla Ericsson Optical Ltd.	10700.00	3050.00	13750.00	Cross corporate guarantee given to banks as collateral against term loan(s) and working capital credit facilities granted to BEOL by banks.
(ii)	Alstom Transport India Limited	-	5800.00	5800.00	Corporate guarantee given towards performance of contractual obligations & liabilities assumed by Universal Cables Ltd. under a supply contract.

*The Company has also accepted cross corporate guarantee from BEOL of Rs. 86687.00 lacs against total credit facilities availed from the banks.

(c) Investment made are given under Note No. 13



47. The Company has reclassified previous year's figures to conform to current year's classification. The figures in brackets are those in respect of the previous accounting year.
48. The salient features of the Financial Statements of Subsidiaries and a Joint Venture are given in a separate statement attached hereto. The information relating to the subsidiaries and a Joint Venture has also been included in the Consolidated Financial Statements to the extent necessary and relevant.

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

New Delhi, May 16, 2015

Signature to Notes 1 to 48

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajer
Ashok Mishra

Chairman

Directors

Managing Director

Chief Financial Officer
Company Secretary

New Delhi, May 16, 2015



Independent Auditors' Report

TO THE MEMBERS OF VINDHYA TELELINKS LIMITED

Report on the Consolidated Financial statements

We have audited the accompanying consolidated financial statements of Vindhya Telelinks Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (together referred to as "the Group") and a jointly controlled entity comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group, including jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group and of jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and jointly controlled entity for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and audit evidence obtained by the other auditors in terms of their report referred to in other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at 31st March, 2015, their consolidated profit and their consolidated cash flow for the year ended on that date.

Emphasis of Matter

We draw attention to Note No. 36 to the consolidated financial statements regarding non provision for the shortfall in the market value of a quoted investment for the stated reason.

Our opinion is not modified in respect of this matter.

Other Matters

- (a) We did not audit the financial statement of all the subsidiaries (three), whose financial statement reflect total assets of Rs. 14940.81 lacs as at 31st March, 2015, total revenues of Rs. 1689.79 lacs and net cash flows amounting to Rs. (17.98) lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on consolidated



financial statements, in so far relates to the amounts and disclosure included in respect of the subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- (b) Read with Note no. 1 (e) of the attached consolidated financial statements, the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, Consolidated financial statements, and Accounting Standard (AS) 27, Financial Reporting of Interests in Joint Ventures notified pursuant to the Companies (Accounting Standards) Rules, 2006. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditor's reports of the Holding company, subsidiaries and jointly controlled entity companies incorporated in India, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the said Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2015 taken on record by the Board of Directors of the holding company, and the reports of the statutory auditors of the subsidiaries and jointly controlled companies, none of the directors of the Group companies and its jointly controlled companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statement disclose the impact of pending litigations which would impact the consolidated financial position of the Group and jointly controlled entity – Refer note no. 31 and 32 to the consolidated financial statement.
 - (ii) The Group and jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Group and jointly controlled entity.
3. In respect of subsidiaries (as reported by their auditor's), as required under Non-Banking Financial Companies Auditor's report (Reserve Bank) Directions, 2008, and on the basis of such checks as considered appropriate and according to the information and explanations given, it is stated that:
 - (a) The subsidiaries have received "certificate of registration" from Reserve Bank of India for registration as "Non-Banking Financial Company".
 - (b) In terms of their assets/income pattern for the financial year ended on 31st March, 2015, the subsidiaries are entitled to hold such certificate of registration.In respect of subsidiaries, it is further stated that:
 - (a) Their Board of Directors have passed a resolution for the non-acceptance of any public deposits.
 - (b) The subsidiaries have not accepted any public deposits during the year.



- (c) The Subsidiaries have complied with the Prudential Norms relating to Income Recognition, Accounting Standards, Asset Classification and Provisioning for bad and doubtful debts as applicable to them.
- (d) None of the subsidiaries are “systemically important non deposit taking non-banking financial companies”

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

Place : New Delhi
Date : May 16, 2015

R. Raghuraman
Partner
Membership No. 081350



**ANNEXURE REFERRED TO IN OF OUR REPORT OF EVEN DATE TO THE MEMBERS
OF VINDHYA TELELINKS LIMITED FOR THE YEAR ENDED 31st MARCH, 2015**

1. (a) The Group and jointly controlled entity have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Major items of fixed assets were physically verified during the year by the Group and jointly controlled entity's management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories (excluding stocks lying with third party and stocks in transit) have been physically verified by the Group and jointly controlled entity's management at reasonable intervals. In respect stocks lying with third party, these have been confirmed by them.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Group and jointly controlled entity and the nature of their business.
 - (c) In our opinion and according to the information and explanations given to us, the Group and its jointly controlled entity have maintained proper records of its inventories. No material discrepancies were noticed on verification, between physical stocks and book records.
3. The Group and jointly controlled entity has not granted any loans, secured or unsecured, to companies, firms or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control system commensurate with the size of the Group and jointly controlled entity and the nature of their business with regard to purchase of fixed assets and the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in internal control system of the Group and jointly controlled entity.
5. The Group and jointly controlled entity have not accepted any deposits from the public in terms of sections 73 or any other relevant provisions of the Act and the rules made there under.
6. We have broadly reviewed the books of account maintained by the Group and jointly controlled entity pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section(1) of section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained, where applicable.
7. According to the records of the Group and jointly controlled entity, they have been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth tax, duty of customs, duty of excise, cess, value added tax, service tax and other material statutory dues as applicable with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2015, which were outstanding for a period of more than six months from the date they became payable.
 - (a) There are no disputed dues which have remains unpaid as on 31st March, 2015 on account of income tax, duty of customs, duty of excise, sales tax, wealth tax, service tax, value added tax and cess except as follows:

Name of the Statute	Nature of dues	Amount (Rs. in lacs)	Period to which amount relates	Forum where dispute pending
WB VAT Act, 2003	Sales tax	9.39	FY 2009-10	Sales Tax Appellate Tribunal, West Bengal
MP VAT Act, 2002	Interest on deferred payment of tax	11.58	FY 2011-12	MP Commercial Tax Appellate Board

- (b) Based on the information and explanations obtained, the Group and jointly controlled entities have no liability or requirement to transfer any amount to Investor Education & Protection Fund in accordance with the relevant provisions of the Act and the Rules thereunder.
8. The Group and jointly controlled entity do not have any accumulated losses at the end of the financial year and have not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. On the basis of the verification of records and information and explanations given to us, the Group and jointly controlled entity have not defaulted in repayment of dues to banks. There are no dues to financial institutions or debentures outstanding in the books of accounts at any time during the year.
10. According to the information and explanations given to us, the Group and jointly controlled entity have given cross corporate guarantee to bank (s) for credit facilities sanctioned. In our opinion, the terms and conditions are not prima facie prejudicial to the interests of the Group and jointly controlled entity. According to the information and explanation given to us, the group and jointly controlled entity has not given any guarantee for loans taken by others from financial institutions.



11. According to the records of the Group and jointly controlled entity, term loans taken during the year have been applied for the purpose for which they were obtained
12. Based on the audit procedure performed and the representation obtained from the management, we report that no case of fraud on or by the Group and jointly controlled entity have been noticed or reported during the year under audit.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

Place : New Delhi
Date : May 16, 2015

R. Raghuraman
Partner
Membership No. 081350



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

	Note No.	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	1184.11	1184.08
Reserves and surplus	4	<u>38891.52</u>	<u>32196.25</u>
		<u>40075.63</u>	<u>33380.33</u>
NON-CURRENT LIABILITIES			
Long-term borrowings	5	12315.35	6327.55
Deferred tax liabilities (net)	6	462.27	45.99
Long-term provisions	7	<u>307.43</u>	<u>231.18</u>
		<u>13085.05</u>	<u>6604.72</u>
CURRENT LIABILITIES			
Short-term borrowings	8	18683.53	9992.20
Trade payables	9	15653.05	14609.15
Other current liabilities	10	4518.93	1333.11
Short-term provisions	11	<u>1257.44</u>	<u>643.23</u>
		<u>40112.95</u>	<u>26577.69</u>
Total		<u>93273.63</u>	<u>66562.74</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	12	7387.30	5912.46
Intangible assets		4.92	14.21
Capital work-in-progress		<u>55.89</u>	<u>488.04</u>
		7448.11	6414.71
Non-current investments	13	16465.95	16614.83
Long-term loans and advances	14	6844.04	138.30
Other non-current assets	15	<u>1606.91</u>	<u>1794.64</u>
		<u>32365.01</u>	<u>24962.48</u>
CURRENT ASSETS			
Inventories	16	8590.03	8291.50
Trade receivables	17	36026.68	27526.20
Cash and Bank Balances	18	2281.66	1083.30
Short-term loans and advances	19	4433.51	2861.72
Other current assets	20	<u>9576.74</u>	<u>1837.54</u>
		<u>60908.62</u>	<u>41600.26</u>
Total		<u>93273.63</u>	<u>66562.74</u>
Significant accounting policies	2		
The accompanying Notes 1 to 45 from an integral part of the financial statements.			

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

Harsh V.Lodha
(DIN: 00394094)

Chairman

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Managing Director

Saurabh Chhajer
Ashok Mishra

Chief Financial Officer
Company Secretary

New Delhi, May 16, 2015

New Delhi, May 16, 2015



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
REVENUE			
Revenue from operations (gross)	21	73252.73	49042.68
Less: Excise duty		4769.34	3159.37
Revenue from operations (net)		68483.39	45883.31
Other income	22	2716.12	1618.22
Total revenue		71199.51	47501.53
EXPENSES			
Cost of materials consumed	23	34521.69	24543.02
Purchase of stock -in-trade (traded goods)		617.37	127.14
Changes in inventories of finished goods, work-in-progress and stock-in-trade, etc.	24	(973.74)	(1408.92)
Materials purchased/Subcontract expenses	25	14534.56	11362.20
Employee benefits expense	26	3106.61	2311.34
Finance costs	27	3453.02	2028.73
Depreciation and amortisation expense	28	1085.00	614.61
Other expenses	29	6443.47	3790.16
Total expenses		62787.98	43368.28
PROFIT BEFORE TAX		8411.53	4133.25
Current Tax (MAT)		1545.31	653.83
Less: Minimum Alternate Tax (MAT) credit entitlement (Refer Note No. 35)		(996.79)	(48.65)
Net current tax		548.52	605.18
Income tax of earlier years		(9.82)	(0.37)
Deferred tax charge		416.29	45.99
Total tax expense		954.99	650.80
PROFIT FOR THE YEAR		7456.54	3482.45
Earning per equity share (EPS)			
Basic and diluted EPS (Nominal value of shares Rs.10/- each)	30	62.92	29.39
Significant accounting policies	2		
The accompanying Notes 1 to 45 from an integral part of the financial statements.			

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Harsh V.Lodha
(DIN: 00394094)

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(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Directors

Saurabh Chhajer
Ashok Mishra

Managing Director

Chief Financial Officer
Company Secretary

New Delhi, May 16, 2015

New Delhi, May 16, 2015



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Rs. in lacs	For the year ended March 31, 2015 Rs. in lacs	Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		8411.53		4133.25
Non-cash adjustment to reconcile profit before tax to net cash flows :				
Depreciation and amortisation	1085.00		614.61	
(Profit)/loss on disposal of fixed assets (net)	6.90		17.00	
(Profit)/loss on sale of Investment	(189.14)		(81.07)	
(Gain)/loss on Unrealised foreign exchange	(82.98)		(1.75)	
Provision for doubtful debts (net)	1.30		-	
Interest income	(760.57)		(290.28)	
Dividend income	(1509.52)		(1124.68)	
Interest expense	2643.50	1194.49	1476.19	610.02
Operating Profit/(loss) before working capital changes		9606.02		4743.27
Movement in working capital:				
Increase/(decrease) in trade payables and provisions	4311.98		6221.89	
Decrease/(increase) in trade receivables	(8714.22)		(7393.05)	
Decrease/(increase) in inventories	(298.53)		(3138.08)	
Decrease/(increase) in loans and advances	(15968.60)	(20669.37)	(595.10)	(4904.34)
Cash generated from/(used in) operations		(11063.35)		(161.07)
Direct taxes paid (net of refunds)		(380.81)		(308.03)
Net cash flow from/(used in) operating activities (A)		(11444.16)		(469.10)
B. CASH FLOW FROM INVESTING ACTIVITIES				
(Purchase) of fixed assets	(2139.30)		(2302.65)	
Proceeds from sale of fixed assets	15.74		36.01	
(Purchase) of Investment	(1225.82)		(2893.42)	
Sale of Investment	1563.84		1869.07	
Investment in bank deposits	(3426.50)		(2561.46)	
Redemption/maturity of bank deposits	2561.46		1244.08	
Interest received	682.64		230.60	
Dividend received	1509.52		1131.69	
Net cash flow from/(used in) investing activities (B)		(458.42)		(3246.08)



	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Rs. in lacs	Rs. in lacs	Rs. in lacs	Rs. in lacs

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (Contd.)**C. CASH FLOW FROM FINANCING ACTIVITIES**

Proceeds from share capital	0.03		-	
Proceeds from securities premium	0.17		-	
Proceeds/(repayment) of long term borrowings	5988.61		6325.81	
Proceeds/(repayment) of short term borrowings	8771.68		(1438.53)	
Interest paid	(2614.30)		(1467.53)	
Dividend paid	(319.10)		-	
Net cash flow from/(used in) financing activities (C)		11827.09		3419.75
Net increase/(decrease) in cash and cash equivalents		(75.49)		(295.43)
Cash and cash equivalents at the beginning of the year		306.38		601.81
Cash and cash equivalents at the end of the year		230.89		306.38
Components of cash and cash equivalents				
Cash on hand		4.09		2.14
Cheques/drafts on hand		111.81		130.11
In current accounts		110.00		174.13
In unpaid dividend account*		4.99		-
		230.89		306.38

* The balances are not available for use by the Company as they represent unclaimed dividend liabilities.

- (a) Difference of Rs. 3426.50 lacs (Rs. 2561.46 lacs) compared with Note No. 19 represents short term investments with an original maturity of three months or more.
- (b) The Cash Flow Statement has been prepared under the 'Indirect method' as set out in Accounting Standard (AS-3) on Cash Flow Statements.
- (c) Negative figures have been shown in brackets.

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Harsh V.Lodha (DIN: 00394094)	}	Chairman
J.Veeraraghavan (DIN: 00078998)		
S.K.Misra (DIN: 00009411)		
R.C.Tapuriah (DIN: 00395997)		
D.R.Bansal (DIN: 00050612)		Directors
Pracheta Majumdar (DIN: 00179118)		
Shiv Dayal Kapoor (DIN: 00043634)		
Kiran Aggarwal (DIN: 06991807)		
Y.S.Lodha (DIN: 00052861)		Managing Director
Saurabh Chhajer Ashok Mishra		Chief Financial Officer Company Secretary

New Delhi, May 16, 2015

New Delhi, May 16, 2015

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

NOTES annexed to and forming part of the Consolidated Balance Sheet as at March 31, 2015, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended on that date.

1. The Consolidated Financial Statements relate to Vindhya Telelinks Ltd. (Parent Company), its subsidiary companies and its joint venture company. The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Parent Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions.
- The financial statements of the subsidiary companies and joint venture used in the consolidation are drawn for the same reporting period as that of the Parent Company i.e. year ended March 31, 2015.
- The list of Subsidiary Companies which are included in the consolidation and the Parent Company's holding therein are as under:

Name of Subsidiaries	Country of Incorporation	Percentage of Ownership
August Agents Limited (AAL)	India	100.00
Insilco Agents Limited (IAL)	India	100.00
Laneseda Agents Limited (LAL)	India	100.00

- Joint Venture Company – In accordance with Accounting Standard (AS-27) notified under Companies (Accounts) Rules, 2014, the Parent Company has prepared the accompanying Consolidated Financial Statements by including the Parent Company's proportionate interest in the Joint venture's assets, liabilities, income, expenses and other relevant information after eliminating Parent Company's share in intra group balances Rs. Nil (Rs. 66.65 lacs) and intra group transactions Rs.196.51 lacs (Rs. 492.58 lacs). Detail of joint venture is as follows:

Name of Joint Venture	Country of Incorporation	Percentage of Ownership
Birla Ericsson Optical Limited (BEOL)	India	13.33

- The Parent Company by itself or along with its subsidiaries hold more than 20% of the voting power of certain bodies corporate. The Parent Company has been legally advised that it does not have any "Significant Influence" in the said bodies corporate as defined in Accounting Standard (AS-18) "Related Party Disclosures" and accordingly, has not considered the above investees as related parties under (AS-18) and has not consolidated the financial statements of the above as "Associate" under Accounting Standard (AS-23).
- Information pursuant to schedule III of the Companies Act, 2013

Sl. No.	Name of the Entity	Net Assets		Share in Profit	
		As % of Consolidated Net Assets	Amount Rs. in lacs	As % of Consolidated Profit or Loss	Amount Rs. in lacs
	1	2	3	4	5
Parent					
1	Vindhya Telelinks Ltd.	64.66	29421.68	77.59	5785.91
Subsidiaries (Indian)					
1	August Agents Ltd.	10.96	4986.55	6.83	508.98
2	Insilco Agents Ltd.	10.86	4937.92	6.52	486.07
3	Laneseda Agents Ltd.	10.98	4996.72	6.83	509.01
Joint Ventures (as per Proportionate Consolidation/ Investment)					
1	Birla Ericsson Optical Ltd.	2.54	1157.83	2.23	166.57
	Total	100.00	45500.70	100.00	7456.54

2. SIGNIFICANT ACCOUNTING POLICIES:**(a) Basis of Preparation**

The financial statements of the Group are prepared and presented under the historical cost convention and comply in all material respects with accounting principles generally accepted in India, the applicable Accounting Standards as notified under the relevant provisions of the Companies Act, 2013 as amended/ changed from time to time. All income & expenditure are accounted for on accrual basis except certain insurance claims and government subsidy/incentives, which are recognised on acceptance basis, as and when the amount whereof can be ascertained with reasonable certainty.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgement, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

(c) Fixed Assets including Intangible Assets

Tangible assets are stated at cost (net of recoverable taxes, trade discounts and rebates, claims, etc.) less accumulated depreciation, amortization and impairment loss, if any. The cost of a tangible asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use and adjustments arising from exchange rate variations attributable to the assets. Expenditure for additions, improvements, renewals and insurance spares (determined on the basis of irregular use) are capitalised and expenditure for repairs and maintenance are charged to the Statement of Profit and Loss. Tangible assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately. When assets are sold or discarded their cost and accumulated depreciation are removed from the accounts. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets are included in the Statement of Profit and Loss. Tangible assets which are not ready for their intended use on the date of Balance Sheet are shown as Capital work-in-progress.

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any.

(d) Depreciation and Amortisation

Depreciation on tangible assets is provided to the extent of depreciable amount on Straight Line Method on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis from the month the assets are put to use except in case of new project where it is provided for the period of use. Depreciation on sale of tangible assets is provided upto the month prior to the month in which the assets are sold or disposed off. Depreciation on incremental cost arising on account of capitalised insurance spares is amortised over the residual life of the respective assets. Premium on leasehold land is amortised on straight line basis over the period of lease.

An intangible asset is measured at cost and amortised so as to reflect the pattern in which the assets economic benefits are consumed. The useful life has been estimated as five years.

(e) Impairment

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Government Grants and Subsidies

Government grants and subsidies (including incentives) are recognised when there is reasonable assurance that the conditions attached to them will be complied and grant/subsidy will be received.

(g) Leases**Where the Group is the Lessor****(i) Operating Lease**

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

(ii) Finance Lease

Finance lease transactions where significant risk & rewards of ownership are effectively transferred, are recognised as outright sales. Profit or Loss resulting from outright sale of the asset being leased, is recognised in statement of profit and loss immediately. Finance income, if any, is recognised over the lease term. Initial direct costs such as legal costs, brokerage costs, etc are recognised immediately in the Statement of Profit and Loss.

Where the Group is the Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

**(h) Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and quoted/fair value determined on an individual investment basis. Non-current investments are stated/carried at cost. However, provision for diminution in the value of Non-current (long term) investments is made only if such decline is other than temporary.

(i) Inventories

Inventories are valued as follows:

Raw materials and Stores & spares	:	Lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a transaction moving weighted average basis.
Stock-in-trade (Traded goods)	:	Lower of cost and net realisable value. Cost is determined on a transaction moving weighted average cost basis.
Work-in-progress and Finished goods (Own manufactured)	:	Lower of cost and net realisable value. Cost includes direct materials (determined on a transaction moving weighted average cost basis), labour and proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
Scrap material	:	Estimated net realizable value

Note: Estimated net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Revenue Recognition**(i) Sale of Products**

Revenue from the sale of products is recognised on transfer of significant risks and rewards incidental to ownership to the customer which generally coincides with despatch of products to customers. Sale of products includes excise duty and adjustments made towards liquidated damages and price variation, wherever applicable. Revenue to the extent of price variation disputes, if any, which are subjected to resolution through arbitration is recognised based on interim relief granted by a court and/or after receipt of revenue in execution of the final award in favour of the Company, as the case may be.

(ii) Contract Revenue

The Company follows the percentage of completion method as per Accounting Standard (AS-7) to recognise revenue in respect of contracts executed. The stage of completion of the project is determined by the proportion to the contract cost incurred for work performed upto the Balance Sheet date bear to the estimated total contract cost.

Contract Revenue is accounted for on the basis of bills submitted to clients/bills certified by the clients or on technical evaluation of work executed based on joint inspection with customers and do not include material supplied by customers/clients free of cost. The income on account of claims/rewards or extra item works are recognised to the extent Company expects reasonable certainty about receipt or acceptance from the clients/customers. In case the total cost of a contract, based on technical and other estimates, is expected to exceed the corresponding contract value, such expected loss is fully provided for.

(iii) Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

(iv) Dividend

Dividend income is recognised when right to receive dividend payment is established.

(v) Export incentives

Export incentives are accounted for in the year of export.

(k) Foreign Currency Transactions**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and foreign currency at the date of the transaction or that approximates the actual rate at the date of transaction.

**(ii) Conversion**

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

(iv) Forward Exchange Contracts not Intended for Trading or Speculation Purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rate(s) change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for that year.

(v) Translation of Integral Foreign Operations

In respect of a branch, which is having integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end rate(s).

(l) Employee Benefits

The Group makes regular contributions to recognised Provident Fund (managed by trust) /Family Pension Fund, approved Superannuation Fund and Employees State Insurance Scheme (to the extent applies and extend to the Company) as per Company's schemes, which are recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Gratuity, Pension and Compensated absences benefits payable as per Company's schemes are considered defined benefit and are charged to the Statement of Profit and Loss on the basis of actuarial valuation made at the end of each financial year by independent actuaries using Projected Unit Credit Method. For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions is made as determined by the independent actuaries. Actuarial gains and losses comprise experience adjustments and effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the year in which they arise.

Ex-gratia or other amount disbursed on account of selective employees separation scheme are charged to the Statement of Profit and Loss as and when incurred.

(m) Income Taxes

Tax expense comprises current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing difference between taxable and accounting income is accounted for using the tax rules and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realised. However, Deferred tax assets arising on account of brought forward losses and unabsorbed depreciation are recognised only when there is virtual certainty of realisation of such assets backed by convincing evidence. Deferred tax assets are reviewed and assessed at the Balance Sheet date to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specific period.

(n) Segment Reporting Policies**(i) Identification of Segments**

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

**(ii) Allocation of Common Costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(iii) Unallocated Items

Include general corporate income and expense items which are not allocated to any business segment.

(iv) Segment Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised in the Accounts when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

(p) Cash and Cash Equivalents

Cash and cash equivalent in the cash flow statement comprises cash at bank and on hand and short-term investments with an original maturity of three months or less.

	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
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3. SHARE CAPITAL**Authorised**

15000000	(15000000) Equity shares of Rs. 10/- each	1500.00	1500.00
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Issued

11852014	(11852014) Equity shares of Rs. 10/- each	1185.20	1185.20
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Subscribed and Paid-Up

11850863	(11850863) Equity shares of Rs. 10/- each fully paid-up	1185.09	1185.09
	Less : Calls unpaid	0.98	1.01
		1184.11	1184.08

(a) Reconciliation of the number of equity shares outstanding and the amount of share capital :

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs
Equity shares at the beginning of the year	11850863	1185.09	11850863	1185.09
Equity shares at the end of the year	11850863	1185.09	11850863	1185.09

(b) The Company has only one class of equity shares having nominal value of Rs.10/- each. The holders of equity shares are entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. For the year ended 31st March 2015, the amount of per share dividend recognised for distribution to equity shareholders was Rs. 5/-per share, subject to approval of shareholders.

(c) Details of shareholders holding more than 5% shares based on legal ownership in the subscribed share capital of the Company:

Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% held	No. of Shares	% held
Universal Cables Limited	3454530	29.15	3454530	29.15
The Punjab Produce & Trading Co. Pvt. Ltd.	1291374	10.90	1291374	10.90
Belle Vue Clinic	1164286	9.82	1164286	9.82
Reliance Capital Trustee Co. Ltd. A/c Reliance small Cap Fund	826916	6.98	-	-



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
4. RESERVES AND SURPLUS		
Revaluation reserve - On revaluation of plant and equipment		
Opening balance	2.00	2.31
Less : Transferred to Statement of Profit and Loss being difference of depreciation on revalued cost of assets and that on the original cost	0.14	0.31
	<u>1.86</u>	<u>2.00</u>
Securities premium account		
Opening balance	4069.40	4069.40
Add : Received during the year	0.17	-
Closing balance	<u>4069.57</u>	<u>4069.40</u>
General reserve		
Opening balance	19610.79	19335.79
Add : Transferred from surplus in Statement of Profit and Loss	5731.14	275.00
Closing balance	<u>25341.93</u>	<u>19610.79</u>
Capital reserve		
Difference between the cost of the investment in the Subsidiaries and Company's portion in equity of the subsidiaries at the time of acquisition	0.03	0.03
Reserve Fund (Under the Reserve Bank of India Act, 1934)		
Opening balance	1835.38	1607.44
Add : Created during the year	300.82	227.94
Closing balance	<u>2136.20</u>	<u>1835.38</u>
Surplus in the Statement of Profit and Loss		
Opening balance	6678.65	4023.23
Add : Profit for the year	7456.54	3482.45
	<u>14135.19</u>	<u>7505.68</u>
Less: Appropriations		
Transferred to general reserve	5731.14	275.00
Transferred to reserve fund (Under the RBI Act, 1934)	300.82	227.94
Proposed dividend on equity shares	632.53	277.01
Tax on dividend on equity shares	128.77	47.08
	<u>6793.26</u>	<u>827.03</u>
Closing balance	<u>7341.93</u>	<u>6678.65</u>
	<u>38891.52</u>	<u>32196.25</u>

5. LONG-TERM BORROWINGS**Secured**

Supplier's Credit(s) in foreign currency	686.22	789.26
Term loan from bank	5.00	11.66

Unsecured

Sales tax loans (Interest free)	-	1.69
Inter Corporate Loans from bodies corporate	11633.30	5533.30
	<u>12324.52</u>	<u>6335.91</u>

Less: Current maturities of long-term borrowings at the year end (disclosed under Note No. 10)



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
LONG-TERM BORROWINGS (Contd)		
Term loan from bank	5.00	6.67
Supplier's Credit(s) in foreign currency	4.17	1.69
	<u>9.17</u>	<u>8.36</u>
	<u>12315.35</u>	<u>6327.55</u>
<p>(a) Supplier's Credit availed by Parent Company from banks are secured by way of hypothecation of stock of Inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future, and are further secured by way of hypothecation of moveable fixed assets, both present and future, ranking pari-passu interse and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company. As a collateral security, Supplier's Credit is additionally secured by way of pledge of 12,50,000 equity shares and cross corporate guarantee of joint venture. Supplier's credit (in foreign currency) is repayable in full between June 2016 and September 2016 and carries interest ranging between 2.04% and 2.50% (rate as on the reporting date).</p> <p>(b) Supplier's Credit and Term Loan of Joint Venture from a bank are secured by way of hypothecation of movable fixed assets, both present and future, and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Company and are further secured by way of hypothecation of inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future. As a collateral security, these facilities are also backed by a cross corporate guarantee of the Parent Company. The outstanding term loan is repayable in 3 equal quarterly instalments payable on 30.06.15 and thereafter and carries interest @13.15% (rate as on the reporting date).</p> <p>(c) As per renewed/revised terms and conditions, loans from bodies corporate amounting to Rs. 6033.30 lacs and Rs. 5600.00 lacs are repayable in full in the year 2016-17 and 2017-18 respectively. These loans carry interest @ 10.50% and 11.00% (rate as on the reporting date).</p>		
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred tax liability		
Depreciation and amortisation on fixed assets	700.28	659.33
	<u>700.28</u>	<u>659.33</u>
(b) Deferred tax assets		
Unabsorbed depreciation		
Provision for doubtful trade receivables	43.83	470.63
Taxes/expenses allowable for tax purpose when paid	194.18	142.71
	<u>238.01</u>	<u>613.34</u>
Net deferred tax liability	<u>462.27</u>	<u>45.99</u>
7. LONG-TERM PROVISIONS		
Provision for employee benefits		
Compensated absences	274.05	199.91
Pension	33.38	31.27
	<u>307.43</u>	<u>231.18</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
8. SHORT-TERM BORROWINGS		
Working capital loans/cash credit facilities from banks (Secured)		
Working capital demand loans	2500.00	-
Cash credit facilities	7822.94	5941.46
Buyer's credit	2695.45	695.07
Export packing credit	3271.83	529.01
	<u>16290.22</u>	<u>7165.54</u>
Other short term loans (Unsecured)		
Inter Corporate Loans from bodies corporate (repayable on demand)	2393.31	2393.31
From Related Parties (repayable on demand)	-	433.35
	<u>2393.31</u>	<u>2826.66</u>
	<u>18683.53</u>	<u>9992.20</u>
(a) Working capital loans/trade credits from banks being working capital credit facilities, sanctioned by banks are generally renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender banks have a right to cancel the credit limits(either fully or partially) and, inter alia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the loan accounts in any manner.		
(b) Working capital loans (both fund and non-fund based) from State Bank of India (SBI), State Bank of Patiala (SBP) and IDBI Bank Ltd. are secured by hypothecation of the stock of inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future, and are further secured by way of hypothecation of moveable fixed assets, both present and future, ranking pari-passu inter se and first charge created by way of joint mortgage by deposit of title deeds of certain immovable properties of the Parent Company and Joint Venture. As a collateral security, the credit facilities from SBI, SBP and IDBI Bank Ltd. of Parent Company are additionally secured by way of pledge of 12,50,000 equity shares and cross corporate guarantee of Joint Venture. The credit facility granted to Joint Venture by consortium of banks are additionally secured by corporate guarantee of Parent Company as a collateral.		
9. TRADE PAYABLES		
Due to micro, small and medium enterprises	1143.57	1693.78
Due to others	14509.48	12915.37
	<u>15653.05</u>	<u>14609.15</u>
10. OTHER CURRENT LIABILITIES		
Current maturities of long-term borrowings at the year end	9.17	8.36
Sundry deposits	5.35	55.60
Interest accrued but not due on borrowings	42.86	13.66
Unclaimed Dividend	4.99	-
Other payables		
Assigned Creditors	2960.90	-
Mobilisation and other advances from customers	302.14	552.35
Statutory dues	565.13	431.44
Accrued employee benefits expense	166.41	118.91
Liability for capital expenditure	263.39	152.79
Liability towards claims, etc.	198.59	-
	<u>4518.93</u>	<u>1333.11</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
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11. SHORT TERM PROVISIONS

Provision for income tax (net of advance)	364.66	234.68
Proposed dividend on equity shares	632.53	277.01
Tax on dividend on equity shares	128.77	47.08
Provision for employee benefits.		
Compensated absences	34.81	33.78
Gratuity	42.46	-
Pension	4.81	4.81
Contingent provision against standard assets	12.50	8.00
Others	36.90	37.87
	1257.44	643.23

12. FIXED ASSETS

Rs in lacs

Nature of fixed assets	Gross Block			Depreciation and amortisation				Net Block		
	As at	Addition	Disposal/	As at	Upto	Provided	Disposal/	Upto	As at	As at
	01.04.2014	during the	Deductions	31.03.2015	31.03.2014	during the	Deductions	31.03.2015	31.03.2015	31.03.2014
	Year	Year			Year					

(A) TANGIBLE ASSETS:

Land

Free Hold Land	113.18	-	-	113.18	-	-	-	-	113.18	113.18
Lease Hold Land	47.93	-	-	47.93	11.05	0.73	-	11.78	36.15	36.88
Building	2205.06	280.97	-	2486.03	1321.26	46.48	-	1367.74	1118.29	883.80
Plant & Equipments*	14719.52	2123.64	170.19	16672.97	10052.64	945.41	156.36	10841.69	5831.28	4666.88
Furniture & Fixtures	281.48	59.96	19.61	321.83	195.08	27.00	16.53	205.55	116.28	86.40
Office Equipments	125.28	54.89	15.51	164.66	95.11	23.97	15.21	103.87	60.79	30.17
Vehicles	150.51	51.99	-	202.50	68.26	24.89	-	93.15	109.35	82.25
Leasehold Improvements	48.10	-	8.55	39.55	35.20	7.37	5.00	37.57	1.98	12.90
TOTAL (A)	17691.06	2571.45	213.86	20048.65	11778.60	1075.85	193.10	12661.35	7387.30	5912.46

(B) INTANGIBLE ASSETS:

Computer Software	73.88	-	-	73.88	59.67	9.29	-	68.96	4.92	14.21
TOTAL (B)	73.88	-	-	73.88	59.67	9.29	-	68.96	4.92	14.21

(C) CAPITAL WORK IN PROGRESS (at cost):

Under installation/ commissioning	-	-	-	-	-	-	-	-	50.05	388.01
In transit	-	-	-	-	-	-	-	-	5.84	100.03
TOTAL (C)	-	-	-	-	-	-	-	-	55.89	488.04
TOTAL (A+B+C)	17764.94	2571.45	213.86	20122.53	11838.27	1085.14	193.10	12730.31	7448.11	6414.71
Previous Year	16161.87	1917.40	314.33	17764.94	11511.48	614.92	288.13	11838.27	5926.67	

Gross Block of Plant & equipment includes Rs.754.41 lacs (Rs.754.57 lacs) on account of addition on revaluation during the year ended March 31, 1990 as per valuation carried out by approved valuer. The method used for revaluation was then prevailing reinstatement cost/RBI price indices.



		As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs	
13. NON-CURRENT INVESTMENTS				
(Carried at cost unless otherwise stated)				
(A) Investment in Equity Instruments				
Trade Investments				
Quoted - Fully paid up equity shares of Rs. 10/- each				
2,43,94,948	(2,43,94,948)	Birla Corporation Ltd.	6424.50	6424.50
52,04,150	(52,04,150)	Universal Cables Ltd.	3638.64	3638.64
Unquoted - Fully paid up equity shares of Rs.10/- each				
1,20,00,000	(1,20,00,000)	Punjab Produce Holdings Ltd.	1200.00	1200.00
9,50,000	(9,50,000)	Birla Furukawa Fibre Optics Ltd.	617.50	617.50
2,99,940	(2,99,940)	Birla Financial Corporation Ltd.	29.99	29.99
11,106	(11,106)	Universal Telelinks Private Ltd.	1.11	1.11
11,106	(11,106)	Universal Electricals Private Ltd.	1.11	1.11
Other Investments				
Unquoted-Fully paid up equity shares of Re.1/- each				
6,900	(6,900)	Free Press House Ltd.	0.02	0.02
			Total (A)	11912.87
(B) Investment in debentures or bonds				
Redeemable Non Convertible Secured Debenture (Unquoted)				
3,585	(3,585)	Power Finance Corporation Ltd.	60.60	60.60
			Total (B)	60.60
(C) Investment in mutual funds				
Unquoted-Fully paid up units of Rs.10/- each unless otherwise stated)				
454,417	(454,417)	Canara Robeco Indigo fund - Growth	50.00	50.00
-	(11,872)	DSP Black Rock equity Fund - Regular Plan - Dividend	-	6.40
-	(166,698)	DWS Treasury Fund - Investment Plan - Growth	-	19.64
175,424	(175,424)	FT India Monthly Income Plan - Growth	50.00	50.00
-	(30,845)	Franklin India Prima Plus-Dividend Re-investment	-	7.30
-	(61,433)	HDFC Equity Fund - Dividend payout	-	28.04
-	(25,308)	HDFC Top 200 Fund - Dividend Payout	-	11.68
208,356	(208,356)	HSBC Monthly Income Plan - Growth	40.00	40.00
-	(1,000,000)	ICICI Prudential Fixed Maturity Plan Series 60 - 3 year Plan E - Growth	-	100.00
-	(500,000)	ICICI Prudential FMP Series 60 -3 Years Plan E - Growth	-	50.00
663,143	(663,143)	JM Short Term Fund Institutional - Growth	100.00	100.00
827,743	(827,743)	Kotak Bond(Short Term) - Growth	165.59	165.59
-	(25,291)	Reliance Growth Fund Retail Plan - Dividend	-	14.09
-	(17,475)	Reliance Diversified Power Sector Fund - Retail - Dividend	-	5.96
-	(12,285)	Reliance Growth Fund Retail - Growth	-	6.84
-	(20,721)	Templeton India Ultra Short Bond Fund - Institutional Plan - Growth	-	2.85



		As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs	
NON-CURRENT INVESTMENT(Contd.)				
51,216	(51,216)	BNP Paribas Flexi Debt Fund-Direct Plan - Growth	10.00	10.00
-	(1,410,496)	ICICI Prudential FMP Series - 66-405 Days Plan J-Direct Plan - Cumulative	-	141.05
732,314	(732,314)	IDFC Dynamic Bond Fund Plan A - Growth	159.50	159.50
1,025,610	(1,025,610)	IDFC Dynamic Bond Fund - Growth	137.57	137.57
266,523	(266,523)	IDFC Super Saver Income Fund- Medium Term Growth	50.00	50.00
965,548	(965,548)	IDFC Super Saver Income Fund- Short Term Plan A Growth	225.56	225.56
-	(6,792)	Pramerica Fixed Duration Fund - Series 5 Direct Plan - Growth	-	67.92
192,386	(192,386)	JM G-SEC Fund - Growth	70.00	70.00
-	(630,051)	Templeton India Low Duration Fund - Growth	-	75.00
1,211,358	(1,211,358)	UTI Dynamic Bond Fund - Growth	150.00	150.00
821,714	(821,714)	DWS Premium Bond Fund- Growth	154.00	154.00
876,440	(876,440)	DWS Short Maturity Fund - Premium Plus - Growth	100.00	100.00
322,503	(322,503)	HDFC Gilt Fund Long Term - Growth	75.00	75.00
464,058	(464,058)	HDFC High Interest Fund-STP-Growth	100.38	100.38
597,170	(597,170)	HSBC Income Fund Short Term Plan - Growth	110.00	110.00
1,231,879	(1,231,879)	HDFC Medium Term Opportunities Fund - Growth	160.00	160.00
2,747,104	(2,189,367)	HDFC Short Term Opportunities Fund - Growth	368.95	291.25
3,000,000	(3,000,000)	ICICI Prudential FMP Series - 68-745 Days Plan J-Direct Plan - Cumulative	300.00	300.00
1,943,853	(2,920,664)	IDFC Banking Debt Fund - Growth	199.00	299.00
251,329	(251,329)	Kotak Bond Short Term - Growth	57.27	57.27
196,303	(146,871)	DSP Black Rock Banking and PSU Debt Fund- Growth	20.64	15.40
-	(146,379)	Templeton India Ultra Short Bond Fund - Growth	-	24.50
200,000	(200,000)	DWS Fixed Maturity Plan Series 56 Direct - Growth	20.00	20.00
785,745	(785,745)	IDFC Dynamic Bond Fund Direct Plan - Growth	115.00	115.00
-	(2,151,772)	JM Money Manager Fund Super Plus Plan - Growth	-	390.00
942,938	-	Canara Robeco Floating Rate Income Fund Direct Plan Growth of Canara Robeco Mutual Fund	200.00	-
57,762	-	IDFC Dynamic Bond Fund Direct Plan Growth of IDFC Mutual Fund	10.00	-
256,061	-	Edelweiss Arbitrage Fund Direct Plan Growth of Edelweiss Mutual Fund	25.93	-
166,597	-	Edelweiss Arbitrage Fund Direct Plan Dividend Option Reinvestment of Edelweiss Mutual Fund	28.00	-
21,500	-	SBI Ultra Short Term Debt Fund Direct Plan Growth of SBI Mutual Fund	367.00	-



		As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
NON-CURRENT INVESTMENT(Contd.)			
5,456	- Prameica Ultra Short Term Bond Fund Direct Plan Growth of Pramerica Mutual Fund	74.71	-
367,384	- Reliance Short Term Fund Direct Plan Growth of Reliance Mutual Fund	96.00	-
15,555,370	- ICICI Prudential FMP Series 74-370D Plan A Direct Plan Growth of ICICI Prudential Mutual Fund	155.55	-
8,176	- UTI Treasury Advantage Fund Direct Plan Growth of UTI Mutual Fund	165.36	-
76,008	- ICICI Prudential Flexible Income Plan Direct Plan Growth of ICICI Prudential Mutual Fund	195.47	-
Unquoted-Fully paid up units of Rs.1000/- each unless otherwise stated)			
-	(19,923) Reliance Money Manager Fund - Growth	-	338.57
-	(7,488) LIC Nomura MF Liquid Fund - Growth	-	174.00
7,194	(6,669) Templeton India Short Term Income retail Plan - Growth	186.00	172.00
		Total (C)	4492.48
		Total (A+B+C)	16465.95
Aggregate book value of quoted investments		10063.14	10063.14
Aggregate market value of quoted investments (Refer Note No.36)		101199.64	72022.65
Aggregate book value of unquoted investments		1849.73	1849.73
Aggregate book value of bonds		60.60	60.60
Aggregate book value of mutual funds		4492.48	4641.36
Repurchase price of mutual funds, represented by Net Asset Value		5249.03	5020.01

14. LONG-TERM LOANS AND ADVANCES

(unsecured and considered good)

Capital advances	56.90	8.44
Loans and advance to employees	3.15	6.75
Inter-corporate loan	6500.00	-
Loan to related party due from Manager and Chief Executive Officer	0.81	0.93
Security deposits	278.02	91.63
Advance Income Tax/tax deducted at source (net)	1.54	29.46
Prepaid expenses	3.62	1.09
	6844.04	138.30

15. OTHER NON-CURRENT ASSETS

Long-term trade receivables (unsecured and considered good)	231.18	10.10
Non-current bank balances	1375.73	1784.54
	1606.91	1794.64



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
16. INVENTORIES [Refer Note No. 2(g) for mode of valuation]		
Raw materials [including in transit Rs.651.34 lacs (Rs.1272.39 lacs)]	2925.01	3542.02
Packing Material	122.22	130.40
Stores and spares	217.19	267.21
Stock-in-trade	51.65	125.87
Work-in-progress (Refer Note No.24)	4891.90	4121.62
Finished goods	305.39	60.48
Scrap	76.67	43.90
	<u>8590.03</u>	<u>8291.50</u>
17. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	5752.57	4331.47
Considered doubtful	<u>126.65</u>	<u>125.35</u>
	5879.22	4456.82
Others		
Considered good	<u>30274.11</u>	<u>23194.73</u>
	36153.33	27651.55
Less: Provision for doubtful debts	<u>126.65</u>	<u>125.35</u>
	<u>36026.68</u>	<u>27526.20</u>
18. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash on hand	4.09	2.14
Cheques, drafts on hand	111.81	130.11
Balance with banks		
-In current accounts	110.00	174.13
-In unpaid dividend account	4.99	-
-In term deposit accounts (term deposit receipts pledged with banks towards margin against letter(s) of credit, bank guarantees and other commitments)	<u>3426.50</u>	<u>2561.46</u>
	3657.39	2867.84
Less: Term deposit accounts having more than 12 months maturity at the year end (disclosed under Note No. 15)	<u>1375.73</u>	<u>1784.54</u>
	<u>2281.66</u>	<u>1083.30</u>
19. SHORT-TERM LOANS AND ADVANCES		
(unsecured and considered good)		
Loans and advances to employees	32.76	20.51
Loan to related party (Due from the Manager and Chief Executive Officer)	0.12	0.12
Security deposits	129.42	102.63
Inter corporate deposits (Refer Note. No. 41 (a)(ix))	-	433.35
Advance Income Tax/tax deducted at source (net)	174.96	161.43
MAT credit entitlement	1020.05	48.65
Excise duty refund receivable	309.29	382.44
Advance recoverable in cash or kind	<u>2766.91</u>	<u>1712.59</u>
	<u>4433.51</u>	<u>2861.72</u>



	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
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20. OTHER CURRENT ASSETS

Interest accrued but not due on term deposits	206.26	128.33
Claims, export benefits, etc. receivables	451.62	-
Unbilled revenue	8915.73	1695.86
Unamortised premium on forward contracts	0.53	8.87
Assets held for sale/disposal (at lower of net book value and net realisable value)	2.60	4.48
	<u>9576.74</u>	<u>1837.54</u>

	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
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21. REVENUE FROM OPERATIONS**Sale of products**

Telecommunications Cables	46857.97	27616.49
Other Wires & Cables	3788.74	4941.62
FRP Rods/Glass Rovings	607.21	443.15
Traded goods*	846.68	176.08
	<u>52100.60</u>	<u>33177.34</u>

Sale of services

Contract revenue	19274.46	15049.98
Indefeasible right of use (IRU) [Refer Note No. 42(b)]	796.55	139.17
	<u>20071.01</u>	<u>15189.15</u>

Other operating revenues

Scrap materials	576.46	371.94
Processing & job work income	117.65	106.73
Export incentives	387.01	197.52
	<u>1081.12</u>	<u>676.19</u>
	<u>73252.73</u>	<u>49042.68</u>

*None of these individually account for more than 10% of total revenue from sale of products.

22. OTHER INCOME

Interest income	760.57	290.28
Foreign exchange rate fluctuation (net)	210.46	-
Dividend income on non-current investments	1509.52	1124.68
Rent received	31.04	110.46
Profit on sale of long term investments	60.12	71.74
Profit on sale of current investments	129.02	9.33
Other non operating income	15.39	11.73
	<u>2716.12</u>	<u>1618.22</u>



	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
23. COST OF MATERIALS CONSUMED		
Opening stock	3542.02	1906.04
Add: Purchase [Less : Sales and Claim Rs. 2059.89 lacs (Rs. 1855.55 lacs)]	33904.68	26179.00
	<u>37446.70</u>	<u>28085.04</u>
Less: Closing stock	2925.01	3542.02
	<u>34521.69</u>	<u>24543.02</u>
Details of Raw materials consumed		
Copper	10164.59	6898.58
Polyethylene	5700.52	3381.46
Single Mode Optical Fibre	9745.10	7534.58
Others*	8937.15	6728.40
	<u>34521.69</u>	<u>24543.02</u>
* None of these individually account for more than 10% of total cost of materials consumed.		
24. CHANGES IN FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE, ETC.		
Closing inventories		
Work-in-progress*	4891.90	4121.62
Finished goods	305.39	60.48
Stock-in-trade	51.65	125.87
Scrap materials	76.67	43.90
	<u>5325.61</u>	<u>4351.87</u>
Opening inventories		
Work-in-progress*	4121.62	2787.92
Finished goods	60.48	21.84
Stock-in-trade	125.87	120.15
Scrap materials	43.90	13.04
	<u>4351.87</u>	<u>2942.95</u>
	<u>(973.74)</u>	<u>(1408.92)</u>
*Detail of work-in-progress		
Telecommunications Cables	2317.28	2269.48
Other Wires & Cables	110.09	25.39
FRP Rods/Glass Rovings	52.37	39.89
Contracts under execution (EPC)	2412.16	1786.86
	<u>4891.90</u>	<u>4121.62</u>
25. MATERIALS PURCHASED/SUBCONTRACT EXPENSES		
Materials purchased	9192.28	7522.36
Other engineering & construction expenses	5342.28	3839.84
	<u>14534.56</u>	<u>11362.20</u>
26. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, bonus and benefits, etc.	2731.61	1958.79
Contribution to provident and other funds, etc.	186.02	199.38
Welfare expenses	188.98	153.17
	<u>3106.61</u>	<u>2311.34</u>



	For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
27. FINANCE COSTS		
Interest expense	2643.50	1476.19
Foreign exchange rate fluctuation *	-	79.98
Other borrowing costs	809.52	472.56
	<u>3453.02</u>	<u>2028.73</u>
*To the extent considered as an adjustment to borrowing costs.		
28. DEPRECIATION AND AMORTISATION EXPENSE		
On fixed assets (Refer Note No. 12)	1085.14	614.92
Less: Transferred from revaluation reserve	0.14	0.31
	<u>1085.00</u>	<u>614.61</u>
29. OTHER EXPENSES		
Consumption of stores and spares	499.17	271.84
Packing materials	1213.79	729.53
Processing/job work and testing charges	166.96	54.22
Power and fuel	751.71	603.36
Sales commission (other than sole selling agent)	205.20	228.19
Rent	251.96	202.97
Repair & maintenance		
- Plant & equipments	149.99	85.95
- Buildings	89.93	63.61
- Others	55.20	24.19
Insurance	117.10	85.22
Rates & taxes	318.46	204.13
Travelling and conveyance	462.29	346.27
Payment to auditors		
Statutory auditors		
-Audit fees	10.35	9.22
-Tax audit fee	1.13	0.98
-Quarterly reviews	3.95	3.95
-Taxation matter	1.43	0.33
-Certification etc.	4.50	3.33
-Reimbursement of expenses	0.84	0.67
Cost auditors		
-Audit fees	0.50	0.53
-Reimbursement of expenses	0.42	0.33
Legal and professional	181.37	165.90
Provision for doubtful debts	1.30	-
Bad debts/sundry Balance written off (net)	767.66	146.48
Loss on disposal of fixed assets (net)	6.90	17.00
Foreign exchange rate fluctuation (net)	-	6.47
Excise duty on Increase/(decrease) in stocks	(0.79)	7.96
Contingent provision against standard assets	4.50	-
Miscellaneous expenses	1177.65	527.53
[Including contribution towards CSR activities Rs. 15.67 lacs (Nil)]		
	<u>6443.47</u>	<u>3790.16</u>

**30. Earning per share (EPS):**

Particulars	As at March 31, 2015	As at March 31, 2014
Basic/ weighted average number of equity shares outstanding during the year	11850863	11850863
Profit for the year (Rs. in lacs)	7456.54	3482.45
Nominal value of share (Rs.)	10.00	10.00
EPS (Basic and diluted)	62.92	29.39

31. Contingent Liabilities and Commitments (to the extent not provided for) -

(a) Contingent liabilities :

- (i) Claims against the Group/disputed liabilities not acknowledged as debts Rs.96.79 lacs (Rs. 96.79 lacs).
- (ii) Pending cases with income tax appellate authorities where income tax department has preferred appeals – liability not ascertainable.
- (iii) Sales tax matter under litigation Rs. 33.43 lacs (Rs 33.43 lacs).
- (iv) Appeals preferred by the Parent Company and Joint Venture against the claim/levy of differential sales tax due to timely non-submission of declaration forms for concessional sales tax. The demand(s)/levy on merits of the cases have been stayed and are pending before the appellate authorities, liabilities against which are unascertainable until final outcome in the pending cases.
- (v) Bills of exchange under letter of credit discounted with banks and outstanding at the end of the year Rs. 50.69 lacs (Rs. 325.74 lacs).
- (vi) Cross corporate guarantee given by the Parent Company as a collateral security in connection with loan/ credit facilities aggregating to Rs. 11917.12 lacs (outstanding as on March 31, 2015 Rs. 6953.67 lacs) sanctioned by the bank to a Joint Venture.
- (vii) The Parent Company has given a corporate guarantee to an entity subject to a ceiling of Rs. 5800.00 lacs towards performance of contractual obligations and liabilities assumed by Universal Cables Limited under a contract for supply of cables with a customer.

The future cash outflow in respect of items (i) to (iv) above is determinable only on receipt of the decisions/judgements in the cases pending at various forums and authorities concerned.

(b) Commitments:

- (i) Estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for Rs. 922.06 lacs (Rs. 296.82 lacs).
- (ii) Commitment relating to derivatives are disclosed in Note No. 38.

32. The Parent Company and its Joint Venture have filed a two separate law suit against an overseas supplier and its Indian agent. The supplier in order to overreach the said law suit invoked alleged arbitration agreement which is subject matter of the suit filed by the Company, interalia, claiming recovery of an aggregate amount equivalent to Rs.4016.56 lacs as at 31st March, 2015, as damages for the unsupplied goods for the period from October, 2002 to September, 2006. The Civil Court stayed the Arbitration proceedings and the said stay order has been confirmed by the High Court of Madhya Pradesh at Jabalpur and also by the Hon'ble Supreme Court. An order of the High Court of Madhya Pradesh referring the parties to arbitration has also been stayed by the Hon'ble Supreme Court in the Special Leave Petitions filed by the Company, which are pending before the Hon'ble Supreme Court. Based on appraisal of the matter, the Company has been legally advised that the said claim against the Company is unsustainable and there is no likelihood of any liability arising against the Company.

33. During the year, a fire accident occurred in the factory premises of Joint Venture on October 27, 2014. The Joint Venture has lodged claim with the insurance company towards value of raw material damaged, replacement value of damaged equipments and expenses incurred on repairing of building. The Surveyor has filed interim report with the insurance Company. Pending settlement of final claim, the Company has received on account payment of Rs. 66.65 lacs from the Insurer, subsequent to the end of financial year. The Management is hopeful of settlement and recovery of remaining claim amount.

34. The Parent Company is eligible for certain incentives in respect of its investment in plant and machinery towards expansion/ technical upgradation of the OFC Unit pursuant to confirmation received under the Industrial Promotion Policy, 2014 read with Madhya Pradesh Nivesh Protsahan Yojna, 2014 of the Government of Madhya Pradesh. Accordingly, the Company has accrued, interalia, VAT and CST assistance by way of reimbursement (net of input tax rebate on the amount of VAT and CST) effective from 27th March, 2014, for a period of 10 years, subject to compliance with certain eligibility conditions attached thereto. The same shall be appropriately dealt with in the books of account as and when the Company's claim for reimbursement from time to time during the eligibility period is formally approved by the designated competent authority of the State Government.



35. The Provision for tax has been made the in Parent Company as per Minimum Alternate Tax(MAT) under section 115JB of the Income Tax Act, 1961. The Parent Company and its joint venture are entitled to avail credit under section 115JA(1A). Accordingly, MAT credit entitlement has been considered as an asset.
36. In the opinion of the management, the decline in the market value of quoted non-current investment (trade) in a company (carrying cost Rs. 3638.64 lacs) by Rs. 1653.26 lacs (Rs. 2086.64 lacs) at the year end is temporary, in view of the strategic long term nature of the investment and having regard to intrinsic asset base/net worth and future growth potential anchored on state-of-the-art manufacturing facilities of the investee company and hence, does not call for any provision there against. However, there is no diminution in the value of quoted Non-current investments, if market value of all non-current investments is taken together.
37. **Information pursuant to Accounting Standard (AS-7) (Revised) on “Construction Contracts”:**

Particulars		2014-15 Rs. in lacs	2013-14 Rs. in lacs
(a)	Contract revenue recognised for the year	19273.72	15038.26
(b)	The relevant information relating to contracts in progress at the reporting date are given below:		
(i)	Aggregate amount of cost incurred	31244.71	17468.93
(ii)	Recognised profit upto the reporting date	2773.82	476.40
(iii)	Amount of advance received	116.51	495.01
(iv)	Amount of outstandings/retentions	7425.49	9820.14
(v)	Contracts under execution	2412.16	1786.86
(vi)	Advance billing to customers	Nil	Nil

38. **Foreign Currency Exposures as at the Balance Sheet Date:**

- (a) The Group uses forward exchange contracts to hedge its exposure in foreign currency. The details of foreign currency exposures hedged by derivative instruments and those have not been hedged are as follows :

Particulars	Currency	As at March 31, 2015		As at March 31, 2014	
		In Foreign Currency	Rs. in lacs	In Foreign Currency	Rs. in lacs
Foreign currency exposures covered by forward contracts Payables	USD	457008.05	288.79	2534751.50	1536.04
	EURO	-	-	1830.21	1.53
Total	USD	457008.05	288.79	2534751.50	1536.04
	EURO	-	-	1830.21	1.53
Foreign currency exposures not covered by any derivative instrument Payables	USD	5733817.83	3617.65	2233243.98	1306.40
	EURO	1316169.37	900.92	946524.23	853.69
	NPR	7749218.44	48.43	3385487.00	21.16
	GBP	12909.43	12.09	810.20	0.82
Receivables	USD	2962731.19	1842.26	1399145.17	830.00
	EURO	124173.71	83.06	1854.47	1.54
	NPR	36126391.00	225.79	38873832.00	242.96
Bank balances	USD	42.66	0.02	49.66	0.03
	NPR	13892633.00	86.83	5505159.00	34.41
Total	USD	8696591.68	5459.93	3632438.81	2136.43
	EURO	1440343.08	983.98	948378.70	855.23
	NPR	57768242.44	361.05	47764478.00	298.53
	GBP	12909.43	12.09	810.20	0.82

- (b) A sum of Rs. 0.53 lac (Rs.8.87 lacs) on account of unamortized foreign exchange premium on outstanding forward contracts is being carried forward to be debited to the Consolidated Statement of Profit and Loss of the subsequent period.

**39. Employee Benefit:**

- (a) The Group defined benefit plans include the approved funded gratuity scheme which is administered through Group Gratuity scheme with Life Insurance Corporation of India and non-funded schemes viz. Pension (applicable only to certain categories of employees). Such defined benefits are provided for in the Statement of Profit and Loss based on valuations, as at the Balance Sheet date, made by independent actuaries. Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015 are summarised below:

- (i) Amount recognised in the Statement of Profit and Loss:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Current service cost	30.68	23.88	-	-
Interest cost on benefit obligation	27.98	30.59	2.25	2.98
Expected return on plan assets	(33.98)	(29.33)	-	-
Net actuarial (gain)/loss recognised in the year	61.24	(18.25)	4.68	(1.90)
Add: Impact of variation in actual and expected return on plan assets	(1.77)	(1.27)	-	-
Add: Insurance cost borne by the Company	2.40	1.44	-	-
Net benefits expense	86.55	7.06	6.93	1.08
Actual return on plan assets	(35.75)	(30.54)	-	-

- (ii) Amount recognised in the Balance Sheet:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Defined benefit obligation	467.58	362.17	38.19	36.07
Fair value of the plan assets	425.12	388.16	-	-
Net asset/(liability)	(42.46)	25.99	(38.19)	(36.07)

- (iii) Changes in present value of the defined benefit obligation:

Particulars	Gratuity		Pension	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Opening defined benefit obligation	362.17	340.77	36.07	39.81
Interest cost	27.98	30.59	2.25	2.98
Current service cost	30.68	23.88	-	-
Benefits paid	(14.49)	(14.76)	(4.81)	(4.82)
Actuarial (gain)/loss on obligations	61.24	(18.31)	4.68	(1.90)
Closing defined benefit obligation	467.58	362.17	38.19	36.07

- (iv) Changes in the Fair Value of Plan Assets:

Particulars	Gratuity	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Opening fair value of plan assets	388.15	311.80
Expected return	33.98	27.62
Contributions by employer	15.70	60.21
Benefits paid	(14.48)	(12.42)
Actuarial gain	1.77	0.94
Closing fair value of plan assets	425.12	388.15



- (v) The major categories of plan assets in case of gratuity as a percentage of the fair value of total plan assets:

Particulars	Gratuity	
	2014-15 (%)	2013-14 (%)
Investments with insurer	100	100

The overall expected rate of return on assets is determined based on the actual rate of return during the current year. The Group expects to contribute Rs.53.33 lacs to approved Gratuity Fund during the year 2015-16.

- (vi) The principal assumptions used in determining gratuity and pension obligations for the Company's plans:

Particulars	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
Mortality table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate	LIC 1996-98 Ultimate	LIC 1996-98 Ultimate
Attrition rate	5.00% p.a	5.00% p.a	N.A.	N.A.
Imputed rate of interest	7.85% p.a	9.15% p.a	7.80%p.a.	9.15%p.a.
Salary rise	7.50% p.a	7.50% p.a	N.A.	N.A.
Expected return on plan assets	8.75% p.a.	8.75%p.a.	N.A.	N.A.
Remaining working life	15.46 Years	14.58 Years	N.A.	N.A.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Information relating to experience adjustments to plan assets and liabilities as required by Para 120(n)(ii) of the Accounting Standard (AS-15) (revised) on employee benefits is not available with the Company. However, the impact of the same is not likely to be material.

- (b) Group's contribution to defined contribution schemes such as approved and recognised Provident/Family Pension Fund, approved Superannuation Fund and contribution to Employees State Insurance (on selective basis as applicable) are charged to the Statement of Profit and Loss as incurred. The Group has no further obligations beyond its contributions. The group has recognised the following contributions to Provident/Family Pension and Superannuation Funds and towards Employees State Insurance as an expense and included in employee benefits expense in the Statement of Profit and Loss:

Defined Contribution Plan	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Contribution to Provident and Family Pension Funds	125.29	95.24
Contribution to Superannuation Fund	36.67	32.34
Contribution to ESIC	6.80	8.45

40. Segment Information:

The business segment of the Group is divided into two categories viz. Cables and EPC (Engineering, Procurement and Construction). Segments have been identified and reported taking into account nature of products and services, the deferring risks and returns, the organisation structure and the internal business reporting systems. A brief description of the types of products and services provided by each reportable segment is as follows:

"Cables"- The Company manufactures and markets various types of cables including telecommunication cables, other types of wires & cables and FRP rods/glass rovings, etc.

"EPC" (Engineering, Procurement and Construction) –The Company undertakes and executes contracts and provide services with or without materials, as the case may be.

- (a) Primary Segment Information (by business segments):

The following table presents revenue and profit/(loss) information regarding business segments for the year(s) ended March 31, 2015 and March 31, 2014 and certain liabilities information regarding business segments as at March 31, 2015 and March 31, 2014.



Business Segments	Year ended March 31, 2015			Year ended March 31, 2014		
	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs	Cables Rs. in lacs	EPC Rs. in lacs	Total Rs. in lacs
Revenue						
External sales and other operating income (net)	48175.11	20207.78	68382.89	30504.25	15344.19	45848.44
Inter segment sales (at arm's length basis)	100.50	-	100.50	34.87	-	34.87
Other income*	209.59	16.26	225.85	7.18	4.55	11.73
Total revenue	48485.20	20224.04	68709.24	30546.30	15348.74	45895.04
Results						
Segment result (PBIT)	6152.50	2445.86	8598.36	2475.10	1537.17	4012.27
Unallocable income/ (expenses) (net)			1696.10			1306.89
Operating profit			10294.46			5319.16
Interest (net)			(1882.93)			(1185.91)
Tax charge (net)			(954.99)			(650.80)
Profit after tax			7456.54			3482.45
Other Information						
Segment assets	40828.89	28277.25	69106.14	28335.87	21582.58	49918.45
Unallocable assets			24167.49			16644.29
Total assets			93273.63			66562.74
Segment liabilities	13908.30	6645.57	20553.87	10344.19	6237.80	16581.99
Unallocable liabilities			32644.13			16600.42
Total liabilities			53198.00			33182.41
Capital expenditure	1070.95	1068.35	2139.30	2266.09	36.56	2302.65
Depreciation and amortisation	974.86	110.14	1085.00	517.34	97.27	614.61
Other non cash expenditure	1.30	-	1.30	-	-	-

*Excludes Rs. 2490.33 lacs (Rs. 1606.49 lacs) netted off from unallocated expenses and interest expense.

(b) Geographical Segments:

The following table shows the distribution of the group's sales revenue from operation by geographical markets, regardless of where the goods were produced:

Geographical Segments	2014-15 Rs. in lacs	2013-14 Rs. in lacs
(i) Domestic Market (within India)	60788.59	41017.94
(ii) Overseas Market (Outside India)	7694.80	4865.37
Total	68483.39	45883.31

(i) All the assets of the Group, except the carrying amount of assets aggregating to Rs. 2090.84 lacs (Rs. 800.68 lacs) are within India.

(ii) The Parent Company and its Joint Venture have common fixed assets for producing goods/providing services to domestic market as well as for overseas market. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

41. Disclosures in respect of related parties as defined in Accounting Standard (AS-18) read together with an explanation given in Note no.1(e) of Notes to Consolidated Financial Statements for the year ended 31st March, 2015, with whom transactions were entered into at an arm's length basis and in the ordinary course of business during the year are given below:

Joint Venture	: Birla Ericsson Optical Limited (BEOL)
Key Management Personnel	: Shri Y.S. Lodha (Managing Director of the Parent Company) Shri R. Sridharan (Manager and CEO of Joint Venture Company) Shri S. K. Daga & Shri P. Tondon (Wholetime Director of August Agents Ltd. (AAL), a subsidiary company) Shri D. L. Rathi (Wholetime Director of Insilco Agents Ltd.(IAL), a subsidiary company) Shri S. K. Daga & K. Damani (Wholetime Director of Lanaseda Agents Ltd. (LAL), a subsidiary company)
Enterprise which significantly influence/are influenced by the Parent Company (either individually or with others)	: Ericsson Cables AB, Sweden (ECA), being venturer of BEOL Universal Cables Limited (UCL), being venturer of BEOL Shakun Polymers Limited (SPL)



(a) Details of transactions with related parties (other than Key Management Personnel):

Sl. No.	Nature of Transactions (excluding reimbursement)	Parent Company, its Subsidiaries with Joint Venture		Joint Venture with its venture (UCL)		Enterprise over which a Director is able to exercise significant influence (SPL)	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(i)	Purchases of Products /Traded Goods, Raw Materials	85.10	262.97	20.03	2.09	93.41	78.30
(ii)	Sale of Raw Materials/Finished Products/ Consumables & Traded Goods	1342.79	4133.62	164.95	3.19	-	-
(iii)	Sale of Fixed Assets	-	-	0.90	4.16	-	-
(iv)	Other Service Charges/Lease Rent Received	116.56	102.68	1.52	3.78	-	-
(v)	Other Service Charges /rent Paid	37.00	9.35	-	.02	-	-
(vi)	Inter-Corporate Deposits taken	4427.97	10898.75	-	-	-	-
(vii)	Inter-Corporate Loans repaid	4861.32	10465.40	-	-	-	-
(viii)	Interest paid on Inter-Corporate Loans /Others	35.24	110.31	-	-	-	-
(ix)	Inter-Corporate Loans given	320.68	433.35	119.97	73.32	-	-
(x)	Inter-Corporate Loans refunded	320.68	-	119.97	73.32	-	-
(xi)	Interest received on Inter-Corporate Loans given	0.42	45.50	10.35	1.61	-	-
(xii)	Cross Corporate Guarantee given to Bankers	11917.13	9273.69	-	-	-	-
(xiii)	Cross Corporate Guarantee accepted	75131.62	19890.77	-	-	-	-
(xiv)	Balance outstanding at the year end - Payable	-	433.35	163.85	-	-	0.18

(b) Details of transactions with Key Managerial Personnel:

Particulars	Remuneration*		Balance outstanding at the year end (Payable/(Receivable))	
	2014-15 Rs. in lacs	2013-14 Rs. in lacs	2014-15 Rs. in lacs	2013-14 Rs. in lacs
Shri Y. S. Lodha	77.17	50.29	-	4.38
Shri R. Sridharan	5.59	4.22	0.93	1.05
Shri S. K. Daga	0.12	0.12	-	-
Shri P. Tondon	0.04	-	-	-
Shri D. L. Rathi	0.11	0.12	-	-
Shri K. Damani	-	0.12	-	-

*As the liability of gratuity and leave encashment is provided on an actuarial basis, therefore, amount not included above.

- (i) Provision for contribution to gratuity fund or otherwise, leave encashment (compensated absences) on retirement which is based on actuarial valuation on an overall company basis are not included in the remuneration to key managerial personnel.
- (ii) No amount has been provided as doubtful debt or advance written off or written back in the year in respect of debts due from/to above related parties.
- (iii) Transactions and balances relating to reimbursement of expenses to/from the above related parties have not been considered.
- (iv) All the transactions with related parties were on arm's length basis and in the ordinary course of business.

42. Leases:

(a) Operating Lease

The Parent Company and its Joint Venture have taken certain office premises/warehouse under operating lease agreements. The lease agreements generally have an escalation clause and are not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The aggregate lease rental of Rs.112.24 lacs (Rs. 81.79 lacs) are charged to the Consolidated Statement of Profit and Loss.

**(b) Finance Lease**

The Parent Company has entered into an Indefeasible Right of Usage (IRU) agreement with certain customers for providing telecommunication cable network connectivity for a period of fifteen years. The required disclosure is given herein:

Sl. No.	Particulars	2014-15 Rs. in lacs	2013-14 Rs. in lacs
(i)	Lease revenue recognised as an outright sale	796.55	139.17
(ii)	Cost of sales	365.74	103.70
(iii)	Profit recognised [(i)-(ii)]	430.81	35.47

43. There is no impairment of assets during the year.

44. Disclosure as per Section 22 of “The Micro, Small and Medium Enterprises Development Act, 2006”

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company :

Sl. No.	Particulars	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
(i)	the principal amount and interest due thereon remaining unpaid to any supplier - Principal amount - Interest thereon	1143.57 - -	1207.81 - -
(ii)	the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iii)	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
(iv)	the amount of interest accrued and remaining unpaid.	-	-
(v)	the amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

45. Previous year's figures have been regrouped/reclassified to conform to current year's classification. The figures in brackets are those in respect of the previous accounting year.

As per our attached report of even date

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No. 109208W

R. Raghuraman
Partner
Membership No. 081350

Signature to Notes 1 to 45

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajaj
Ashok Mishra

Chairman

Directors

Managing Director

Chief Financial Officer
Company Secretary

New Delhi, May 16, 2015

New Delhi, May 16, 2015



STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARIES AND A JOINT VENTURE
[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Salient Features of Financial Statement of Subsidiary and a Joint Venture

PART "A" SUBSIDIARIES

Sl. No	Name of Subsidiary Company	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnovers	Profit Before Taxation	Provision For Taxation	Profit After Taxation	Proposed Dividend	% of Share holding
1	August Agents Ltd.	1525.02	3461.54	4992.45	5.89	3415.50	562.70	560.15	51.17	508.98	-	100
2	Insilco Agents Ltd.	1500.02	3437.91	4945.20	7.27	3443.51	548.86	540.05	53.98	486.07	-	100
3	Laneseda Agents Ltd.	1500.02	3496.70	5003.17	6.45	3076.20	578.22	572.04	63.03	509.01	-	100

PART "B" JOINT VENTURE

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to a Joint Venture

Sl. No.	Name of the Joint Venture	Latest Audited Balance Sheet Date	Shares of the Joint Venture held by the Company on the year end		Profit/Loss for the Year		Description of how there is Significant influence	Reason why the Associate/Joint Venture is not consolidated	
			No.	Amount of Investment in Associates/Joint Venture (Rs. in Lacs)	Extend of Holding %	Considered in Consolidation (Rs. in Lacs)			Not Considered in Consolidation (Rs. in Lacs)
1	Birja Ericsson Optical Ltd. (BEOL)	31.03.2015	4000100	900.01	13.33	166.57	1083.03	The Company is one of the Joint Venturers	Refer Notes below

Notes: (a) The consolidated financial statements include the financial statements of the Company, its subsidiaries and a joint venture.

(b) The Company by itself and/or along-with its subsidiaries hold more than 20% of the voting power of certain bodies corporate. The Company has been legally advised that it does not have any "significant influence" in the said bodies corporate as defined in Accounting Standard (AS-18) - "Related Party Disclosure" and accordingly, has neither considered the above investees as related parties under (AS-18) nor consolidated the financial statements of above as "Associate" under Accounting Standard (AS-23).

Harsh V.Lodha
(DIN: 00394094)

J.Veeraraghavan
(DIN: 00078998)

S.K.Misra
(DIN: 00009411)

R.C.Tapuriah
(DIN: 00395997)

D.R.Bansal
(DIN: 00050612)

Pracheta Majumdar
(DIN: 00179118)

Shiv Dayal Kapoor
(DIN: 00043634)

Kiran Aggarwal
(DIN: 06991807)

Y.S.Lodha
(DIN: 00052861)

Saurabh Chhajjer
Ashok Mishra

Managing Director

Chief Financial Officer

Company Secretary

New Delhi, May 16, 2015

Chairman

Directors

Directors

Directors

Directors

Directors

Directors

Directors

Directors

Directors

Directors

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400400 • Fax No. (07662) 400591
Email: headoffice@vtirewa.com • Website: www.vtirewa.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered address	
E-mail Id	
Folio No/DP Id/Client Id	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Thursday, the July 23, 2015 at 10.30 a.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of (a) Audited Financial Statement alongwith Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2015 (b) Audited Consolidated Financial Statement for the year ended 31st March, 2015.
2.	Declaration of Dividend on Equity Shares
3.	Re-appointment of Shri D.R.Bansal as a Director, who retires by rotation
4.	Re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountant as Auditors of the Company
Special Business	
5.	Appointment of Smt. Kiran Aggarwal as an Independent Director
6.	Ratification of Remuneration to Cost Auditors
7.	Re-appointment of Shri Y.S.Lodha as Managing Director

Signed this _____ day of _____ 2015

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____



NOTE:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006(M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Second Annual General Meeting.

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.), India
Telephone No. (07662) 400400 • Fax No. (07662) 400591
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

ATTENDANCE SLIP

Folio No. /DP Id/Client Id	
Name and Address of the Shareholder	
No. of Shares held	

- (1) I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of Vindhya Telelinks Limited being held on Thursday, the July 23, 2015 at 10.30 a.m. at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P).
- (2) Signature of the Shareholder/Proxy Present
- (3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- (4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

✂.....

Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	Default PAN/ Sequence No.
150616009	*

* Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP RIGHT SIDE IN BOLD.

NOTE: For e-voting, please read the instructions printed under the Note No.18 to the Notice dated May 16, 2015 of the Thirty Second Annual General Meeting. The Voting period for remote e-voting begins on July 19, 2015 at 9.00 a.m. and ends on July 22, 2015 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.



"BHAGWAN TIRUPATI BALAJI" IN THE COMPANY'S TOWNSHIP AT REWA, MADHYA PRADESH



Company Participated in Gitex Technology Week 2014, held at Dubai, UAE



Plant visit of Independent Directors of the Company

BOOK - POST

PRINTED MATTER

CORPORATE & HEAD OFFICE

Commercial Plaza,
Second Floor, Wing-B,
Radisson Blu Hotel,
National Highway No. 8,
Mahipalpur, New Delhi - 110 037
India
Tel. : +91-11-45538800
Fax : +91-11-25616571

EPC DIVISION

Commercial Plaza,
Ground Floor, Wing-B,
Radisson Blu Hotel,
National Highway No. 8,
Mahipalpur, New Delhi - 110 037
India
Tel. : +91-11-45538800
Fax : +91-11-25616571

MARKETING OFFICES

BENGALURU

287, 15th Main, RMV Extension,
Sadashiv Nagar,
Near Nagasena School,
Bengaluru - 560 080
Karnataka, India
Tel.: +91-80-23619981
Fax: +91-80-23612484

CHENNAI

1st Floor, Priyan Plaza,
76, Nelson Manickam Road,
Aminjikarai, Chennai - 600 029
Tamil Nadu, India
Tel.: (044) 23746623, 23746624
Fax: (044) 23746625

GOA

Plot No. L64A
Verna Industrial Estate,
Verna, Salcette - 403 722
Goa, India
Tel.: +91-832-6696400
Fax: +91-832-2782614

HYDERABAD

Plot No. 414, Road No. 22,
Jubilee Hills, Hyderabad - 500 033
Telangana, India
Tel.: (040) 23608218, 23550183
Fax: (040) 23553272

KOLKATA

27-B, Camac Street,
5th Floor, Kolkata - 700 016
West Bengal, India
Tel.: +91-33-22805043
Fax: +91-33-22805046

MUMBAI

Sharda Terraces,
9th Floor, Plot No. 65,
Sector 11, CBD Belapur,
Navi Mumbai - 400 614
Maharashtra, India
Tel.: +91-22-41268855
Fax: +91-22-41268899

www.vtlrewa.com

If undelivered please return to :

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Regd. Office & Works: Udyog Vihar, P. O. Chorhata, Rewa - 486 006 (M.P.), India

Tel.: +91-7662-400400, Fax: +91-7662-400591