BIRLA ERICSSON OPTICAL LTD.

CIN:L31300MP1992PLC007190

Regd. Office & Works : Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.) India.
Phone.: (07662) 400580 • Fax : (07662) 400680
E-Mail : headoffice@birlaericsson.com • Website : www.birlaericsson.com

BEOL/SH/15-16 26 JUN 2015

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East
MUMBAI – 400 051

Dear Sir,

Sub: Annual Report and Accounts for the year 2014-15 pursuant to Clause 31(a) of the Listing Agreement

Company Scrip Code :BIRLAERIC EQ

In pursuance of Clause 31(a) of the Listing Agreement, we are enclosing six copies of Annual Report and Accounts for the year 2014-15 of our Company alongwith **Form A** as applicable for your records.

Meanwhile, kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for Birla Ericsson Optical Limited

(Somesh Laddha)
Company Secretary

Encl: As above

IS / ISO 9001 IS / ISO 14001
QMS QMS

FORM A

FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILLED WITH THE STOCK EXCHANGE

(1)	Name of the Company	Birla Ericsson Optical Ltd.
(2)	Annual financial statements for the year ended	31st March 2015
(3)	Type of Audit Observation	Un-qualified/Matter of Emphasis: Non provision for the shortfall in the market value of the quoted investment for the reason stated in note no.31 of the financial statements.
(4)	Frequency of Observation	Repetitive/since FY 2011-12
(5)	To be signed by –	
	• CEO/Managing Director	R.Sridharan CEO & Manager
	• CFO/Secretary	Somesh Laddha DGM(Finance & Accounts) & Secretary/CFO
	• Auditor of the Company	For V Sankar Aiyar & Co. Chartered Accountants FRN: 109208W V.Rethinam Partner [Membership No.010412]
	• Audit Committee Chairman	R.C.Tapuriah Chairman of Audit Committee

M.P. Birla GROUP

Connect with Freedom...

ANNUAL REPORT & ACCOUNTS 2014-15

BIRLA ERICSSON OPTICAL LTD.

Syt. Madhav Prasadji Birla
(1918-1990)

Smt. Priyamvadaji Birla
(1928-2004)

Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration

BIRLA ERICSSON OPTICAL LIMITED

ANNUAL REPORT 2014-15

BOARD OF DIRECTORS

MR. HARSH V. LODHA *Chairman*
MR. D.R. BANSAL
MR. R.C. TAPURIAH
DR. ARAVIND SRINIVASAN
MR. ARUN KISHORE
MR. K. RAGHURAMAN
MRS. ARCHANA CAPOOR (w.e.f 10.11.2014)

AUDIT COMMITTEE

MR. R.C.TAPURIAH *Chairman*
DR. ARAVIND SRINIVASAN
MR. ARUN KISHORE
MR. K.RAGHURAMAN

MANAGER & CHIEF EXECUTIVE OFFICER

MR. R.SRIDHARAN

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.

REGISTERED OFFICE

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

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IS / ISO 9001 QMS

IS / ISO 14001 EMS

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Birla Ericsson Optical Limited will be held at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) on Thursday, July 23, 2015 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Harsh V Lodha (holding DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company 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 Mrs. Archana Capoor(DIN: 01204170) 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 Mrs. Archana Capoor 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, Mrs. Archana Capoor, (DIN: 01204170) 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.50,000/- (Rupees Fifty Thousand Only) with applicable Service Tax plus reimbursement of out of pocket expenses at actual to Messrs D. Sabyasachi & Co., Cost Accountants who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March, 2016, be and is hereby ratified and approved.

   FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary 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, Mr. R.Sridharan be and is hereby re-appointed as the Manager and Chief Executive Officer (Manager & CEO) of the Company for a further period of 5 (Five) years effective from 4th May, 2015 to 3rd May, 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 Mr. R.Sridharan 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 Mr. R.Sridharan 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 Mr. R.Sridharan, 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 15, 2015

By Order of the Board

Somesh Laddha
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING, i.e. BY 12.30 P.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 member 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, July 17, 2015 to Thursday, 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 INE800A01015. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
10. This Notice of the Meeting (AGM) along with the Attendance Slip, Proxy Form and the Annual Report 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.
11. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting (AGM).
12. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges in respect of the Directors/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.
13. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
14. Members desirous of obtaining any information on Annual Accounts of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
15. The Company was not required to transfer the unclaimed dividends for 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.
16. Members who have so far not encashed their dividend warrants during the year ended 31st March, 2014 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) • 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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).**

    (viii) After entering these details appropriately, click on "SUBMIT" tab.
    (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
    (xi) Click on the EVSN for Birla Ericsson Optical 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 Mr. Rajesh Kumar Mishra, Practicing Company Secretary or failing him Mr. R.S. Bajaj, Practicing 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.birlaericsson.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 Mrs. Archana Capoor as an Additional Director (Non-executive Independent) under Section 161(1) of the Companies Act, 2013 and Article 96 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 notice 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 Mrs. Archana Capoor 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.

Mrs. Archana Capoor 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, Mrs. Archana Capoor 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 Mrs. Archana Capoor as an Independent Director is available for inspection by any member at the Registered Office of the Company during 11:00 am and 1:00 pm 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 Mrs. Archana Capoor as an Independent Director. Mrs. Archana Capoor 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 Mrs. Archana Capoor 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 Mrs. Archana Capoor, 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 Mrs. Archana Capoor 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.50,000/- 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 setout 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 Annual General Meeting held on 29th June, 2012, had appointed Mr.R.Sridharan as Manager and Chief Executive Officer of the Company for a period of three (3) years with effect from 4th May, 2012. The current term of office of Mr.R.Sridharan as the Manager and Chief Executive Officer of the Company is due to expire on 3rd May, 2015. The Board of Directors at its meeting held on 31st March, 2015 has resolved to re-appoint Mr.R.Sridharan as Manager & Chief Executive Officer (Manager & CEO) for a further period of five (5) years with effect from 4th May, 2015 and also approved by the managerial remuneration payable to him based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee, subject to approval of the members of the Company at the General Meeting. 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 Mr.R.Sridharan, are as under:

I. Tenure of Re-appointment: Five (5) years with effect from 4th May, 2015 to 3rd May, 2020.

II. Remuneration:

(1) **Basic Salary:** Rs.2,00,000/- (Rupees Two lacs 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) **Special Allowance:** Rs.60,000/- (Rupees Sixty Thousand only) per month with such annual increase 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, subject to a ceiling of 60% of Basic Salary as defined in Para (1) above.

(3) **Allowances and Perquisites:** In addition to the Basic Salary and Special Allowance as outlined above, the Manager & CEO 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.

(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 one club in India, excluding admission and life membership fees.

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

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

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

(viii) **Leave Encashment:** Leave with full pay and allowances 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) Provision of Company's car(s) with driver for official use.

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

Explanation(s):

(a) Family mentioned above means the spouse, dependent parents and dependent children of the Manager & CEO.

(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 and contribution to superannuation or annuity fund and leave encashment benefits, the services of Mr. R.Sridharan 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.

(e) The Manager & CEO 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.

4. **Overall Remuneration:** The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board is entitled to revise the remuneration payable to the Manager & CEO 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.

5. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Manager & CEO, 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 Mr. R.Sridharan 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) The Manager & CEO shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(b) The terms and conditions for re-appointment of Manager & CEO as 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 Manager & CEO, 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 or remuneration, perquisites/allowances and other benefits as deemed appropriate.

(c) The Agreement may be terminated by either party (the Company or the Manager & CEO) by giving three months prior notice in writing.

(d) The said draft Agreement also contains further terms and conditions as to powers and authority of Mr. R.Sridharan, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Mr. R.Sridharan, etc.

Copy of the resolution passed by the Board of Directors in its meeting held on 31st March, 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 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.

Save and except Mr. R.Sridharan, who being interested in the resolution and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/other Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution setout at Item No. 7 of the Notice.

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

Details of Directors seeking appointment/re-appointment in the ensuing Annual General Meeting scheduled to be held on July 23, 2015:-

Name of Director	Mr. Harsh V Lodha
Date of Birth	13.02.1967
Date of Appointment	29.10.2007
Expertise in specific functional areas	He is an eminent Chartered Accountant and has served as Partner of M/s Lodha & Co., Chartered Accountants. He has been actively involved in significant assignments in the areas of takeovers and mergers/reconstructions and rehabilitations, international and domestic financing, project structuring, capital mobilization, joint-ventures and collaborations. He is serving on the Managing Committee of ASSOCHAM. He has served on the Executive Committee of FICCI and as Chairman of its Corporation Laws and Governance Committee and Co-Chairman of its Young Leaders Forum. He has served as a Member of Working Group on Corporate Governance set up by the Department of Company Affairs, Government of India and Working Group to frame guidelines for the registration and operations of the Securitisation Companies and Asset Reconstruction Companies constituted by the Reserve Bank of India. He has served as Member of the Accounting Standards Board of The Institute of Chartered Accountants of India. He has served as Vice President of the Indian Chamber of Commerce, Calcutta and as Chairman of its Economic Affairs Committee, Banking & Finance and Direct Tax Committees. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. Also served as the Vice Consul of the Republic of Philippines for Eastern India. He is on Boards of several reputed Companies.
List of outside Directorships held*	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Universal Cables Ltd. Vindhya Telelinks 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*	Chairman - Stakeholders Relationship Committee of Birla Corporation Ltd. - Investors Grievance Committee of Alfred Herbert (India) Ltd. Member - Audit Committee of J.K. Fenner (India) Ltd. and Punjab Produce Holdings Ltd.
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

Name of Director	Mrs. Archana Capoor
Date of Birth	17.09.1958
Date of Appointment	10.11.2014
Expertise in specific functional areas	Science Graduate and MBA (Finance & Market Research) from University of Allahabad. She possesses Corporate leadership experience of more than three decades which includes Chairperson and Managing Director of the Tourism Finance Corporation of India Ltd. (TFCI Ltd.), Finance Head of Housing and Urban Development Corporation (HUDCO), Member Secretary & Project Advisor to Indian Trust for Rural Heritage and Development (ITRHD) and leading several projects to help the economically under privileged people under Corporate Social Responsibility.
List of outside Directorships held*	SPML Infra Ltd. Star Global Aero Solutions Ltd. Ansal API Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member - Audit Committee of SPML Infra Ltd.
Shareholding of the Non-Executive Director	Nil
Relationship between Directors inter-se	None

* Number of other Directorships held by the Directors, as mentioned above, do not include Directorships held in foreign companies, Indian Private Limited companies and Section 8 companies under the Companies Act, 2013 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 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.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)
May 15, 2015

By Order of the Board

Somesh Laddha
Company Secretary

Directors' Report

TO THE SHAREHOLDERS

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

ACCOUNTS & FINANCIAL MATTERS

	2014-15 (Rs. in lacs)	2013-14 (Rs. in lacs)
Revenue from operations (gross)	**28914.00**	31945.23
Other income	**372.74**	219.88
	29286.74	32117.47
The year's working shows a -		
Profit before Depreciation and Tax	**2444.40**	2810.94
Less: Depreciation and Amortisation expense	**597.52**	463.38
Profit before tax	**1846.88**	2347.26
Current tax (MAT)	**580.00**	443.20
Less: Minimum alternate tax(MAT) credit entitlement	**(14.72)**	(365.00)
Net current tax	**565.28**	78.20
Deferred tax charge	**32.00**	345.00
Net Profit for the year	**1249.60**	1924.06

GENERAL & CORPORATE MATTERS

During the year under review, the Company's revenue from operations decreased to Rs. 28914 lacs from Rs. 31945.23 lacs in the previous year (a decrease of about 9.49%). The decline in sales was mainly because of non-release of orders by Bharat Broadband Network Ltd.(BBNL) and less than expected orders received from Reliance Jio Infocomm Ltd. The gross profit for the year decreased to Rs. 2444.40 lacs as against Rs. 2810.94 lacs in the previous year.The fall in gross profit was mainly due to increase in interest cost and additional expenses incurred on restoration of production after the fire accident.

With the ongoing National Optical Fibre Network (NOFN) Project, which constitutes one of the nine pillars of Digital India mission, aims to connect 250,000 gram panchayats (GPs) with 100 Mpbs backhaul through optical Fibre. This augurs well for the Company's growth, as the consumption of optical fibre cables increases multi-fold which is slated to cross more than 500,000 Kms during the coming years in terms of pan-India connectivity requirements.

Despite the decrease in revenue, as compared to the previous year, the Company is consistently getting good inflow of orders of various types from one of the leading Private Telecom Operator, building up a huge pan-India Greenfield network. Your Company's brand name and product quality played a major important role in catering to the evolving requirements of the Telecom operators in terms of both supply of high fibre count optical fibre cables and also lower count innovative fibre cable designs. Even after the trend of replacing the copper telecom cables with optical fibre cables, your Company has increased the market penetration by way of supplying structured copper cables predominantly used in broadband network for providing internet services to customers by various ISP companies. The cost of manufacturing of various products is kept under control by way of innovative monitoring and control methodologies being continuously implemented at the plant level. This augured very well in manufacturing competitively priced products so as to attract the customers on a long term basis.

The usage of smartphones has increased tremendously in India and is slated to continue in a robust manner which will catapult India as one of the largest users of smartphones in various types and costs. This obviously drives up the data consumption with reasonable speed of upload and download of data. The increase in data consumption necessitates the deployment of optical fibre cables in a big way throughout the network starting from transmission backhaul networks, access, metro and final last mile customer connectivity. All the telecom operators are even connecting the cell sites through optical fibre cables with various connection nodes. The entire 3G and 4G networks require optical fibre as the medium to cater to the needs of increased data consumption. This encouraging development enhances the consumption of optical fibre cables and the Company is well positioned to reap the benefits by way of having a lion's share of the business opportunities.

Apart from the building of green field fibre networks by the operators, the replacement of old networks is also gaining momentum. This further boosts the requirement of optical fibre cables and the Company is catering to this segment as well. We have seen tremendous growth over the last two years in the field of Fibre-To-The-Home (FTTH) with the usage of typical, technologically advanced cable types, which is slated to continue for the years to come. India has very low broadband penetration, which provides a huge opportunity for optical fibre networks to be deployed in FTTH configurations in the urban, semi-urban scenarios. Moreover, increased adoption of applications such as e-medicine, video conferencing, e-Learning and security surveillance will increase capacity and bandwidth requirements which can be fulfilled by optical fibre cables only. This definitely places the Company in a leveraging position to take the advantage of increased deployment of optical fibre cable networks across the usage tiers.

Your Company is also well positioned to grab the best opportunities coming in its lap for Export markets by way of adopting innovative cable designs coupled with competitive pricing mainly due to the bulk sourcing of raw materials and quality processing which drive up the customer's interest in company's products. The growth in Exports is the ample proof of the work being done to enhance this potential further to reap the benefits for 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 Re.1/- per equity share of Rs.10/- each (i.e. 10%) 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. 300.00 lacs while about Rs. 61.07 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. 300.00 lacs leaving a surplus of Rs. 1785.45 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 & Analysis, Report on Corporate Governance and a certification by the Chief Executive Officer (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:-

- 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;
- 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 31st March, 2015 and the profit of the Company for the year ended on that date;
- 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;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- 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 CONTROL SYSTEMS

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. 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 interalia 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 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 System IS/ISO 9001:2008 & ISO TS 16949:2009 and Environmental Management Standards IS/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 shall not be included in the total number of directors of the Company. Accordingly, Mr. H.V Lodha [DIN: 00394094], Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Archana Capoor [DIN: 01204170] was appointed as an Additional Director (Non-executive Independent Women Director) w.e.f. 10th November, 2014 and she shall hold office up to the date of this Annual General Meeting. The Company has received requisite notice in writing from a member proposing appointment of Mrs. Archana Capoor as an Independent Director, not liable to retire by rotation at the ensuing Annual General Meeting. Your Board has deemed it prudent and recommended to the Shareholders her appointment of Mrs. Archana Capoor as Independent Director not liable to retire by rotation for a period of 5 years i.e. up to 31st March, 2020 at the ensuing Annual General Meeting. Mrs. Archana Capoor is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The details of Directors 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 MANAGRIAL PERSONNEL

Mr. R Sridharan, Manager and Chief Executive Officer and Mr. Somesh Laddha, Dy. General Manager (Finance and Accounts) & Secretary are the Key Managerial Personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company viz. Mr. R.C.Tapuriah, Dr. Aravind Srinivasan, Mr. Arun Kishore , Mr. K.Raghuraman and Mrs. Archana Capoor 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 concerning provisions of Clause 49 of the Listing Agreement with stock exchanges.

MEETINGS OF BOARD AND COMMITTEES

During the year under review the Board five times viz. May 19, 2014, August 9, 2014, November 10, 2014, February 7, 2015 and March 31, 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 Manager & Chief Executive Officer 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

As per Section 139 of the Companies Act, 2013 read together with other provisions of The Companies (Audit and Auditors) Rules, 2014, in the last Annual General Meeting (22nd AGM), Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W), were appointed as Statutory Auditors to hold office until the conclusion of the next third Annual General Meeting (25th AGM) of the Company subject to ratification by shareholders in the subsequent Annual General Meetings. Accordingly, the ratification of appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors of the Company would be considered by the members of the Company at the ensuing Annual General Meeting.

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 AUDIT

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.birlaericsson.com/pdf/RPTPolicy_BEOL.pdf

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

PARTICULARS OF EMPLOYEES

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

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-V, 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) 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.

(d) 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, esteemed customers and other business associates. The Board also expresses its appreciation of the assistance and unstinted support received from venturer's and promoter companies viz. Universal Cables Limited, Vindhya Telelinks Limited and Ericsson Cables AB, Sweden.

Yours faithfully,

Harsh.V.Lodha (DIN: 00394094) — Chairman

D.R.Bansal (DIN: 00050612)
R.C.Tapuriah (DIN: 00395997)
Aravind Srinivasan (DIN: 00088037)
Arun Kishore (DIN: 00177831)
K.Raghuraman (DIN: 00320507)
Archana Capoor (DIN: 01204170)
— Directors

New Delhi, May 15, 2015

ANNEXURE-I

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.birlaericsson.com

(2) The Composition of the CSR Committee :

(a) Mr. D.R. Bansal, Chairman (Non – Executive Director)

(b) Mr. R.C.Tapuriah (Independent Director)

(c) Dr. Aravind Srinivasan (Independent Director)

(3) Average net profit of the Company for last three financial years :

Average Net Profit : Rs. 228.45 lacs

(4) Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :

The Company was required to spend Rs.4.57 lacs towards CSR. However, CSR Committee and the Board of Directors of the Company approved an enhanced outlay of Rs.5.00 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. 5.00 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.5 lacs	(a) Direct expenditure on projects or programmes: Rs.5 lacs (b) Overheads: Nil	Rs.5 lacs	Rs. 5 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.

R.C.Tapuriah
Director

D.R.Bansal
Chairman-CSR Committee

ANNEXURE-II

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,
Birla Ericsson Optical 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 Birla Ericsson Optical 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 Contact 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 Handing 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 15, 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	Mr. R.Sridharan (Manager & Chief Executive Officer)	41.91	32	24.23:1	The Revenue from Operations (Gross) of the Company is marginally lower by 9% and Profit after Tax has declined by 35%.
2	Mr. Somesh Laddha (Company Secretary & Chief Financial Officer)	11.48	17	6.64:1	

Note: None of the Directors of the Company 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. 1.73 lacs.

(iii) In the financial year 2014-15, there was an increase of 4.22% in the median remuneration of employees.

(iv) There were 275 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 has declined by 35% whereas the increase in median remuneration was 4.22%. 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
Manager & Chief Executive Officer	32%	(-) 35%	(-) 9%
Company Secretary & Chief Financial Officer	17%	(-) 35%	(-) 9%

(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	27.20	52.85	94.30%	4.24	12.67	8280.00	15855.00
NSE	27.60	52.05	88.59%	4.30	12.48	8160.00	15615.00

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 6.48% whereas the increase in the managerial remuneration for the same financial year was 32.24%.

(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: None of the Directors were paid remuneration other than sitting fees. The Manager and Chief Executive Officer of the Company was paid remuneration amounting to Rs. 41.91 lacs.

(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.

ANNEXURE-IV

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	:	L31300MP1992PLC007190
(ii)	Registration Date	:	30th June 1992
(iii)	Name of the Company	:	Birla Ericsson Optical 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) 400580 Fax No.: (07662) 400680 E-mail: headoffice@ birlaericsson.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	Optical Fibre Cable	90011000	85
2	Copper Cable	85444999	14

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
		NIL			

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	-	72241	72241	0.24	-	72241	72241	0.24	NIL
(b) Central Government	-	-	-	-	-	-	-	-	NIL
(c) State Government(s)	-	-	-	-	-	-	-	-	NIL
(d) Bodies Corporate	10453022	130220	10583242	35.28	10453022	130220	10583242	35.28	NIL
(e) Bank/FI	-	-	-	-	-	-	-	-	NIL
(f) Any other-	-	-	-	-	-	-	-	-	NIL
Society	1000260	-	1000260	3.33	1000260	-	1000260	3.33	NIL
Sub-Total (A) (1)	**11453282**	**202461**	**11655743**	**38.85**	**11453282**	**202461**	**11655743**	**38.85**	**NIL**

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	
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	NIL
(b) Other-Individuals	-	-	-	-	-	-	-	-	NIL
(c) Bodies Corporate	-	8250000	8250000	27.50	-	8250000	8250000	27.50	NIL
(d) Bank/FI	-	-	-	-	-	-	-	-	NIL
(e) Any other	-	-	-	-	-	-	-	-	NIL
Sub-Total (A) (2)	**-**	**8250000**	**8250000**	**27.50**	**-**	**8250000**	**8250000**	**27.50**	**NIL**
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	**11453282**	**8452461**	**19905743**	**66.35**	**11453282**	**8452461**	**19905743**	**66.35**	**NIL**
B. Public Shareholding									
(1) Institutions									
(a) Mutual Fund	-	500	500	-	-	500	500	-	NIL
(b) Bank/FI	100	2520	2620	0.01	100	2520	2620	0.01	NIL
(c) Central Government	-	-	-	-	-	-	-	-	NIL
(d) State Government(s)	-	-	-	-	-	-	-	-	NIL
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
(g) FIIs	-	-	-	-	-	-	-	-	NIL
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
(i) Other (Specify)	-	-	-	-	-	-	-	-	NIL
Sub-Total (B) (1)	**100**	**3020**	**3120**	**0.01**	**100**	**3020**	**3120**	**0.01**	**NIL**
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	989558	26881	1016439	3.39	1039609	26781	1066390	3.56	(+) 0.17
(ii) Overseas	-	-	-	-	-	-	-	-	NIL
(b) Individuals									
(i) Individual Shareholders holding nominal Share Capital upto Rs.1 lac	5133067	1376984	6510051	21.70	5652325	1317065	6969390	23.23	(+) 1.53
(ii) Individual Shareholders holding nominal Share Capital in excess of Rs.1 lac	2295027	-	2295027	7.65	1590010	-	1590010	5.30	(-) 2.35
(c) Others (Specify) -									
(i) Society	91240	-	91240	0.30	91240	-	91240	0.30	NIL
(ii) NRIs	93192	1200	94392	0.32	296933	1200	298133	0.99	(+) 0.67
(iii) Directors/Relative (not in control of the Company and the share-holding does not constitute the promoters holding)	7100	-	7100	0.02	5100	-	5100	0.02	NIL

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	
(iv) Clearing Members/Clearing House	76888	-	76888	0.26	70874	-	70874	0.24	(-) 0.02
Sub-Total (B) (2)	**8686072**	**1405065**	**10091137**	**33.64**	**8746091**	**1345046**	**10091137**	**33.64**	**NIL**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**8686172**	**1408085**	**10094257**	**33.65**	**8746191**	**1348066**	**10094257**	**33.65**	**NIL**
C. Shares held by Custodian for GDRS & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
GRAND TOTAL (A+B+C)	**20138854**	**9861146**	**30000000**	**100**	**20199473**	**9800527**	**30000000**	**100**	**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	Estate of Late Smt Priyamvada Devi Birla represented by Justice R.V. Raveendran, Mr. Amal Chandra Chakrabortti and Mr. Mahendra Kumar Sharma in their capacity as Administrators pendente lite.	72241	0.24	-	72241	0.24	-	NIL
2	Vindhya Telelinks Ltd. (held under 2 Folios)	4000100	13.33	4.17	4000100	13.33	4.17	NIL
3	Universal Cables Ltd.	3900100	13.00	-	3900100	13.00	-	NIL
4	The Punjab Produce & Trading Co Pvt. Ltd.	1043169	3.48	-	1043169	3.48	-	NIL
5	Birla Corporation Ltd.	938515	3.13	-	938515	3.13	-	NIL
6	East India Investment Company Private Ltd.	500100	1.67	-	500100	1.67	-	NIL
7	Baroda Agents & Trading Co. Pvt.Ltd. (held under 2 Folios)	135920	0.45	-	135920	0.45	-	NIL
8	Punjab Produce Holdings Ltd.	64438	0.22	-	64438	0.22	-	NIL
9	Varunendra Trading & Agents Pvt. Ltd.	300	-	-	300	-	-	NIL
10	Birla Financial Corporation Ltd.	100	-	-	100	-	-	NIL
11	Express Dairy Company Ltd.	100	-	-	100	-	-	NIL
12	Gwalior Webbing Company Private Ltd.	100	-	-	100	-	-	NIL
13	Hindustan Gum & Chemicals Ltd.	100	-	-	100	-	-	NIL
14	Mazbat Properties Pvt.Ltd.	100	-	-	100	-	-	NIL
15	Mazbat Investments Pvt. Ltd.	100	-	-	100	-	-	NIL
16	Hindustan Medical Institution	1000260	3.33	-	1000260	3.33	-	NIL
17	Ericsson Cables AB, Sweden	8250000	27.50	-	8250000	27.50	-	NIL
	Total	**19905743**	**66.35**	**4.17**	**19905743**	**66.35**	**4.17**	**NIL**

(iii) Change in Promoters' Shareholding

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	Radhey Shyam Agrawal	612011	2.04	185635	0.62
2	Religare Finvest Ltd.	199491	0.67	198491	0.66
3	Raghvendra Mohta	188230	0.63	-	-
4	Sanjay Lunawat	143500	0.48	4711	0.02
5	Asha Devi Mohta	107154	0.36	-	-
6	Anuj Shantilal Badjate	85658	0.29	-	-
7	Shilpa Nayak	85000	0.28	85000	0.28
8	Ashima Gupta	77304	0.26	-	-
9	Akash	62267	0.21	57767	0.19
10	Pashupati Capital Services Pvt. Ltd	60000	0.20	-	-
11	Techpro Project Pvt. Ltd.	46000	0.15	83000	0.28
12	Evermore Stock Brokers Pvt. Limited	46205	0.15	81854	0.27
13	Sandeep Bipinchandra Jhaveri	-	-	60026	0.20
14	Sunil Kumar Gupta	-	-	60000	0.20
15	Chetan Rasiklal Shah	-	-	60000	0.20
16	Heena Biren Gandhi	-	-	60000	0.20

(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 (Mr. S. K Daga, Alternate Director upto 12.08.2014 was holding 2000 Shares (0.01%) as on 01.04.2014)			
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	2558.89	2212.65	-	4771.54
(ii) Interest due but not paid	-	-	-	
(iii) Interest accrued but not due	14.99	11.65	-	26.64
Total (i+ii+iii)	**2573.88**	**2224.30**	**-**	**4798.18**
Change in Indebtedness during the financial year				
• Addition	1550.53	-	-	1550.53
• Reduction	-	524.30	-	524.3
Net Change	**1550.53**	**(-)524.30**	**-**	**1026.23**
Indebtedness at the end of the financial year				
(i) Principal Amount	4113.45	1700.00	-	5813.45
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	10.96	-	-	10.96
Total (i+ii+iii)	**4124.41**	**1700.00**	**-**	**5824.41**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Manager & CEO

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Name of Manager & CEO – Mr. R. Sridharan
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	32.40
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	6.35
	(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 [Company's contribution to Provident and Superannuation Fund(s) to the extent not taxable]	3.16
	Total (A)	**41.91**

B. Remuneration to other Directors

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount
1	Independent Directors	Mr. R.C. Tapuriah	Dr. Aravind Srinivasan	Mr. Arun Kishore	Mr. K. Raghuraman	Mrs. Archana Capoor	
	Fees for attending Board/ Committee Meetings	3.45	1.25	3.10	3.10	0.80	11.70
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	3.45	1.25	3.10	3.10	0.80	11.70

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Name of Director		Total Amount
2	Other Non-Executive Directors	Mr. Harsh V. Lodha	Mr. D.R. Bansal	
	Fee for attending Board/ Committee meetings	1.75	2.10	3.85
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	1.75	2.10	3.85
	Total (B)=(1+2)			**15.55**

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

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Mr. Somesh Laddha- Company Secretary and CFO
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	10.54
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.94
	(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	-
	Total (C)	**11.48**

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

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 being made to optimize the process parameters and energy conservation methods. While undertaking the modernization and technology up-gradation of production facilities, due consideration is also given in selection of plant and equipment which conforms to the benchmarking standards in terms of energy conservation methodologies. The key initiatives for conservation of energy during the year were;

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

- energy efficient air wipes are installed on the extrusion lines for drying operation;
- air distribution circuit has been redesigned to reduce the overall air line pressure from 6.8 Bar to 6 Bar, resulting in energy saving;
- increased use of LED lighting solutions to replace the conventional lighting systems which paves the way for a substantially reduced energy consumption;
- redesigned the ducting of air conditioning system for transmission laboratory and fibre storage area for optimum energy consumption.

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

- The options for installing solar street lights and solar panels for plant lighting are evaluated for using renewable energy.

(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:

- design parameters of cable are customized in line with the specific industry and customer needs;
- special products are being designed and developed with highest technological standards of the cable industry;
- company keeps itself abreast of the technological upgradation at all stages of production;
- development of products having diversified applications by modifying the manufacturing processes and methodology.

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

- Better understanding and knowledge of customer needs to cater the varied range of products. As a result, Company has been able to expand its business reach apart from becoming more competitive.
- Flexible and agile manufacturing, keeping pace with rapidly changing market needs. Launch of new products, improvement in productivity and overall operating efficiency.
- Enhanced product range to address emerging market opportunities.
- Optimum integration of human and technical resources to enhance the overall performance and satisfaction. As a result, the engineering staff is keenly harnessing the best of technology to manufacture world class product.

(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. However, the Company has access for technical information and assistance from its Collaborator, Ericsson Cables AB, Sweden being a promoter.

(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.40(a), 40(b), 40(d) and 42 respectively of the Notes to the Financial Statements.

Harsh.V.Lodha (DIN: 00394094)	Chairman
D.R.Bansal (DIN: 00050612) R.C.Tapuriah (DIN: 00395997) Aravind Srinivasan (DIN: 00088037) Arun Kishore (DIN: 00177831) K.Raghuraman (DIN: 00320507) Archana Capoor (DIN: 01204170)	Directors

New Delhi, May 15, 2015

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company' is engaged in the business of manufacturing and sales of primarily Telecommunication cables consisting of both copper and optical fibre and other types of speciality wires and cables.

The ever increasing requirements for mobile broadband demand-led speed and bandwidth are driving the development of telecommunication cables using optical fibre technology, replacing the traditional copper conductor in new installations, especially for the transmission of communication signals, over long distances. Indian Government's nation-wide National Optical Fibre Network (NOFN) plans to make available broadband connectivity across India. Indian telecom space has been seeing incessant growth over the past and current years. The industry has seen many technological innovations, together with remarkable growth in overall telecom subscriber base. These two factors are pushing the telecom infrastructure further and in turn the telecom cable market in India, which is becoming true with the Greenfield roll-out of 4G LTE networks predominantly eying the growth in data usage in high speeds. Hence, the next level of demand for bandwidth for data and video can only be met by fiber.

The advantages offered by optical fibre cables in terms of high bandwidth carrying capacity, have a clear bearing on replacement of PIJF Copper telecom cables in the entire telecom network. The cable manufacturers have been facing increasing heat especially due to the high volatility on Copper price levels coupled with foreign exchange fluctuations. As telecom operators are increasingly opting for the deployment of optical fibre cables in all forms of their networks, the industry is heavily banking upon the revenue generation from the supplies of optical fibre cables.

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

OVERALL REVIEW

Business Review and Outlook

Growing number of commercial places, offices and corporate clusters, vision of "smart cities" and explosion of the smartphones culture are other key factors driving telecom cable requirements to hill-top. A similar push from the Government of India is also visible in terms of "Digital India" project which will run on the backbone and access network being developed under the aegis of NOFN. Many public services have been pushed on-line and on mobile networks, while it is also evident from projects like NOFN, which would connect around 250,000 Gram Panchayats of India warranting the usage of more than 500,000 Kms of optical fibre cables.

With growing saturation of interactive voice services in the country, the telecom cable market is expected to grow further at a faster growth rate, which has been forecasted to reach US $ 354 million by 2019, according to Research and Markets. In line with this, the optical fibre cable industry is working at a break-neck speed to improve its range and penetration into the optical fibre network arena, in tune with various policy pronouncements, by Government of India towards bringing about improved connectivity and to enable the digital divide between the rural and urban population.

The worldwide optical fibre cable shipments in Q1 of 2015 already touched 77 million fibre Kms showing a clear increase of 8% over Q1 of 2014. This growth gives a firm indication of the worldwide fibre demand in the region of 330-340 million fibre kms, out of which India is expected to consume around 19-20 million fibre kms, which is around a level of 6% out of the worldwide deployment to be done. Of course, the credit goes to the increasing usage of smartphones requiring high speed bandwidth connections to be provided by telecom service providers. The penetration of broadband usage definitely has a bearing on standard of living of hugely populous country like India and thereby paving the way for an overall growth of the country. This will immensely benefit the cable manufacturing industry as a whole in terms of revenue growth and employment generation.

After the recent spectrum auction by the Government of India, most of the operators bagged the premium 3G and 2G spectrum and as an natural flow of things to come, they are slated to invest heavily in the network expansion and augmentation. This augurs well for the cable industry, as multinational and domestic operators are competing with each other to attract the consumers by way of their improved service offerings in terms of high speed broadband access applications.

Another important private sector corporate plans to invest huge sums of money over the next two years to launch 4G LTE services on a pan-India level along with FTTH offerings. Other private operators are also beefing up their networks in order to retain the customer base and further enhancing the network usage experience.

Telecommunication Cables

(A) Optical Fibre Cables (OFC)

The decrease in revenue from OFC business at Rs. 24645.70 lacs as compared to Rs. 27975.22 lacs in the previous year is mainly due to monsoon effects which resulted in less off-tak from certain private sector customers and government customers. There is always good demand for our optical fibre cables in export markets. The Company has been constantly looking for export opportunities to compliment the demand in domestic market which is evident from the Company achieving export sales of Rs. 4922.63 lacs in the financial year 2014-15.

Although, there is an increase in demand of OFC, 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.

Data consumption in the urban and rural areas of the country has been steadily increasing owing to the continuing penetration of mobile service providers backed up by fibre network. This paves the way for an increased use of optical fibre cables across the complete telecommunication network, starting from long distance backhaul, intra-city, metro access and final last mile connectivity.

Some of the big ticket telecom projects announced are National Optic Fibre Network from Bharat Broadband Network Limited (BBNL), a special purpose vehicle promoted by public sector companies like BSNL, PGCIL, and RailTel under USO funding mechanism. This ambitious project plans to bring rural India into the high-speed broadband network by way of connecting 250,000 villages using more than 500,000 kms of optical fibre cables. Other private telecom operators are also in the anvil for upgrading the existing network in 2G and 3G and some are implementing ambitious Greenfield state-of-the-art network using latest technologies like 4G-LTE for high speed broadband applications to offer superior customer experience and delight.

The policy guidelines from the Government is definitely paving the way for a robust growth in the deployment of optical fibre cable network on a pan-India basis so as to create an inclusive knowledge society through proliferation of affordable and high quality broadband services and also to reposition the mobile device as an instrument of socio-economic empowerment of citizens.

(B) Jelly Filled Telephone Cables (JFTC)

The Company's domestic sales turnover on account of JFTC slightly decreased from Rs. 921.77 lacs in the previous year to Rs. 717.16 lacs during the year under review, mainly due to reduced demand from telecom operators. Also, additional sales of switchboard cables, coaxial cables and other specialty cables like structured cabling products in the JFTC business has kept the momentum to a decent increase in sales.

As a strategy, the Company is concentrating more on export markets, for which the necessary platform and credentials have already been established in the last few years. The JFTC business has been undergoing the shift to Specialty Cables for end user connectivity and broadband applications that has been predicted for in last few years.

Other Wires & Cables

The Company's sale of Automobile Wires has increased from Rs. 19.54 lacs to Rs. 37.95 lacs which is due to a marginal increase in off-take from existing automotive customers.

Financial Review

(a) The revenue from operations (gross) decreased by 9.5 % to Rs. 28914.00 lacs as compared to Rs. 31945.23 lacs in previous year primarily due to reduction in sales of OFC both in value and volume terms.

(b) The raw material consumption was slightly lower as compared to previous year.

(c) The other borrowing cost increased from Rs. 144.67 lacs in previous year to Rs. 184.10 lacs mainly due to higher utilization of working capital limits during the year under review. Also, the interest cost has slightly increased to Rs. 646.14 lacs (previous year Rs. 645.86 lacs) due to extended credit to private sector customers as per evolving industry norms.

(d) The profit after tax for the year under review was at Rs.1249.60 lacs significantly lower from Rs.1924.06 lacs in the year 2013-14. The steep decline in profit is mainly because of lower turnover due to less than expected orders

from main customers, increase in interest cost due to extended debtor cycle and interest cost on procurement of raw materials on credit following damaged to stocks in fire accident and additional expenses on restoration of production after the fire accident.

(e) There was no change in the capital structure during the year. However, the increase in Reserves & Surplus of Rs. 1249.60 lacs is because of the net profit in the current year.

(f) The total gross fixed asset for the financial year 2014-15 stood at Rs. 11903.96 lacs up from Rs. 11537.05 lacs in the previous year. The increase in gross block of Rs. 941.72 lacs during the year comprises of Secondary Coating Line, Sheathing Line, etc. towards technological up-gradation and scaling up Optical Fibre Cables manufacturing capacity.

(g) For detailed information on the financial performance with respect to operational performance, a reference may please be made to the financial statements

OPPORTUNITIES AND THREATS

The telecom sector, wherein, with the growth rate of data demand and usage in the country shooting skywards, the capacity crunch is becoming more pronounced. The introduction of high speed services like 3G and 4G has made backhaul as important for operators as access networks. Given the growing bandwidth demand, existing backhaul networks at many cell sites have themselves become bottlenecks for mobile operators and are affecting their ability to offer quality networks and data services. Without an efficient mobile backhaul strategy, 3G and 4G operators will find it extremely difficult to offer an uninterrupted user experience to smart-phone wielding public who demand high speed internet data downloads on the move.

As per the recent market studies, mobile data traffic is expected to grow 13-fold between 2014 to 2019, at a compound annual growth rate of 67 %. As per the current estimates, backhaul needs immediate fiberization of towers which is presently hovering at around 15 % and needs to go up to 50 % in order to cater to the burgeoning data needs and make the networks future-ready.

This augers well for the optical fibre cable industry in terms of huge business opportunities as the industry is finally doing a brisk business with almost all plants are working at full capacity 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. The youth of our country is data hungry with the explosive use of Social Media networks with 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. At last, Optical fibre cable industry is set to explode and considerable requirement is on the anvil.

The outlook for the coming years looks promising for the telecom cable sector, with clarity on the licensing and spectrum front, recently concluded successful spectrum auctions, with merger and acquisition guidelines finalized, government investments committed in various projects like NOFN, NFS, Smart Cities, Digital India, etc.

Although the domestic requirement for optical fibre cables is on the surge mode, price pressures continue to strain the margin levels. Despite the timely supply of cables to the telecom operators, operators are not able to lay the cables due to RoW (Right of Way) issues which stretches the network deployment considerably. Your Company with the excellent brand image apart from the value addition from the Joint Venture Partner viz. Ericsson Cables AB, Sweden, is set to capitalize the surging growth opportunities in exports segments as well to a great extent.

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 on a long term basis.

RISKS AND CONCERNS

Risks are always there in doing the business in India despite strong fundamentals of our country's economy in terms volatile foreign currency fluctuations, easy availability of funds at a competitive interest rates, high cost of transporting the materials, general taxation issues, retaining of talent, non-availability of skilled work force. Although these are pulling down the growth rates, your company is well placed to face these challenges by way of innovative and robust system implementation to ward off the same.

Technological

(a) The consumption of JFTC is expected to remain low due to increasing telephone density and large scale deployment of wireless technology as compared to JFTC in access networks in India.

(b) The Competition within the OFC business is becoming fierce due to emerging new technologies and frequent new product introductions in optical fibre arena by certain integrated overseas players that command competitive prices and preference in the market place

Financial

Financial risks would include, interalia, low capacity utilization, unremunerative prices, highly concentrated customers base, shorter delivery schedule and liquidated damages, foreign exchange exposure and related exchange rates variation, commodity price including adverse movements in prices of raw-materials, warranty and security, current or future litigations, working capital management and interest rate, contingent liabilities, etc. In addition, the credit risks could increase, if the financial condition of Company's customers decline. The Company regularly identifies and monitors the financial risks as well as potential business threats and develops appropriate risk mitigation plans. The Company's crisis management capability is also reasonably honed to protect its reputation with its stakeholders.

INTERNAL CONTROL SYSTEMS

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 established system also provides a reasonable assurance on the efficiencies of operations, safety of 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 industrial safety and environmental protection measures and these are ongoing processes at the Company's plant and facilities. As a recognition of these objectives, the entire range of activities of the Company continue to remain certified to the requirement of international standard IS/ISO 14001:2004 by the Bureau of Indian Standards.

The Company has taken initiative for RoHS (Restriction of Hazardous Substances Directive) compliance in its products and manufacturing processes in accordance with existing and anticipated environmental legislations and relevant market requirements.

INDUSTRIAL RELATIONS & HUMAN RESOURCE DEVELOPMENT AND CORPORATE SOCIAL RESPONSIBILITIES

The Company sees its relationship with its employees as critical to the future and believes that every employee needs to possess apart from competence, capacity and capabilities, sustainable values, current and contemporary which would make them useful, relevant and competitive in managing the change constructively for overall growth of the organisation. To this end, the Company's approach and efforts are directed towards creating a congenial work atmosphere for individual growth, creativity and greater dedicated participation in organisational development. In-house and external training and instructions are also provided to employees at all levels, which help in attaining professional and productive culture by a blend of technology and highly skilled manpower.

The Company is committed to maintain good industrial relations through active participation of workers, regular meetings and discussions on all legitimate and legally tenable issues. The Company employed 275 number of permanent employees on its Roll as on 31st March, 2015.

CAUTIONARY STATEMENT

Statements in the Management's Discussion & Analysis Report which seek to describe the Company's objectives, projections, estimates, expectations and predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and product analysis contained in this Report has been obtained from internal Company reports and industry 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 31st March, 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 seven (7) including one Woman Director, out of which five (5) are Independent Non-Executive Directors. The remaining two (2) Directors comprises of one Non-Executive Chairman and one Non-Executive Director being nominees of Indian Promoters in accordance with the rights enshrined in the Joint Venture Agreement and Articles of Association of the Company. The constitution of the Board reflects compliance in respect of appointing independent directors in terms of Clause 49 of the Listing Agreement.

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 31st March, 2015, five Board Meetings were held on May 19, 2014, August 9, 2014, November 10, 2014, February 7, 2015 and March 31, 2015. The maximum time gap between any two meetings was not more than four months.

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
Mr. Harsh .V.Lodha (Chairman)	Non-Executive Chairman	5	No	7	2	2
Mr. D.R.Bansal	Non-Executive	5	Yes	2	1	None
Mr. Mats O.Hansson (upto 12.08.2014)	Non-Executive	-	-	-	-	-
Mr. R.C. Tapuriah	Independent Non-Executive	5	Yes	7	4	2
Dr. Aravind Srinivasan	Independent Non-Executive	2	No	None	None	None
Mr. Arun Kishore	Independent Non-Executive	5	No	1	None	None
Mr. K. Raghuraman	Independent Non-Executive	5	No	9	5	2
Mrs. Archana Capoor (w.e.f. 10.11.2014)	Independent Non-Executive	2	-	3	1	None
Mr. S.K.Daga (Alternate to Mr. Mats O.Hansson) (Upto 12.08.2014)	Non-Executive	-	-	-	-	-

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) No disclosure regarding number of other Directorship and Committee Membership/Chairmanship is given in the above table in respect of Mr. Mats O Hansson and Mr. S.K.Daga (Alternate Director) on their having ceased to be a Director/Alternate Director consequent upon retirement from such office with effect from August 12, 2014.

(iii) None of the Non-Executive Directors hold any equity shares of the Company as per declarations received from them.

(iv) None of the Directors on the Board of our Company 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 of Clause 49 of the Listing Agreement(s). The Board has 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 take informed decisions. 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 confirmed their adherence to the provisions of the said Code.

A brief resume and the profile of Director retiring by rotation and eligible for re-appointment and Woman Director for confirmation of appointment 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 over the years as per legal requirements from time to time. The existing Audit Committee consists of four Independent Non-Executive Directors as specified below:-

(i)	Mr. R.C.Tapuriah	:	Chairman	(Independent Non-Executive Director)
(ii)	Dr. Aravind Srinivasan	:	Member	(Independent Non-Executive Director)
(iii)	Mr. Arun Kishore	:	Member	(Independent Non-Executive Director)
(iv)	Mr. K.Raghuraman	:	Member	(Independent 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 held during the year and attendance thereof are given below:

Name of Members	Meetings held and attendance particulars			
	May 18, 2014	August 9, 2014	November 10, 2014	February 7, 2015
Mr. R.C. Tapuriah	Yes	Yes	Yes	Yes
Dr. Aravind Srinivasan	Yes	-	Yes	-
Mr. Arun Kishore	Yes	Yes	Yes	Yes
Mr. K. Raghuraman	Yes	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. 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. Chief Executive Officer 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 four(4) meetings of the Nomination and Remuneration Committee of the Company were held on August 9, 2014, November 10, 2014, February 6, 2015 and March 31, 2015 . The Composition and the attendance of Directors at these meetings are as under :

Name of the Members	Category	No. of Meetings attended
Mr. R.C.Tapuriah [Chairman]	Independent Non-Executive Director	4
Mr. D.R.Bansal [Member]	Non-Executive Director	4
Dr. Aravind Srinivasan [Member]	Independent Non-Executive Director	1

The details of remuneration paid to Non-Executive Directors for the financial year ended March 31, 2015, are set out below:-

Name of the Non-Executive Director	Sitting Fees (Rs. in lacs)
Mr. Harsh V. Lodha	1.75
Mr. D.R. Bansal	2.10
Mr. Mats O.Hansson	-
Mr. R.C. Tapuriah	3.45
Dr. Aravind Srinivasan	1.25
Mr. Arun Kishore	3.10
Mr. K. Raghuraman	3.10
Mrs. Archna Capoor	0.80
Mr. S.K. Daga	-

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

(ii) The Company does not have any scheme for grant of Stock Options to its Directors or other employees.

(iii) None of the employees is related to any of the Directors 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
Mr. R.C.Tapuriah [Chairman]	Independent Non-Executive Director	1
Mr. D.R.Bansal [Member]	Non-Executive Director	1
Dr. Aravind Srinivasan [Member]	Independent Non-Executive Director	1

Mr. Somesh Laddha, Company Secretary also functions as the Compliance Officer.

During the year under review, twenty three (23) 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 complainants during the year except in cases which are constrained by disputes or legal impediments or other sub-judice matters, if any. No request for share transfer was pending for approval as on 31st March, 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:

(i) 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;

(ii) to recommend the amount of expenditure to be incurred on the activities referred to in Clause (i) in a financial year;

(iii) to monitor the Corporate Social Responsibility Policy of the Company from time to time; and

(iv) 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 6, 2015. The Composition and the attendance of Directors at these meetings are as under:

Name of the Members	Category	No. of Meetings attended
Mr. D.R.Bansal [Chairman]	Non-Executive Director	2
Mr. R.C.Tapuriah [Member]	Independent Non-Executive Director	2
Dr. Aravind Srinivasan [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 31, 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 except Dr. Aravind Srinivasan were present at 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, interalia, 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 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 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	June 29, 2012	11.30 a.m.
2012-13	Same as above	AGM	July 9, 2013	5.00 p.m.
2013-14	Same as above	AGM	Aug. 12, 2014	4.30 p.m.

All the resolutions set out in the respective notices of the above mentioned meetings were passed by the members as ordinary resolutions except a special resolution concerning appointment of Mr. R.Sridharan, as "Manager & Chief Executive Officer" which was passed on by show of hands at the AGM of the Company held on June 29, 2012. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a special resolution through Postal Ballot.

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. 700 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. 700 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	17340325	99.97	17340265	99.97
Total number of votes cast against the resolution	3601	0.03	3361	0.03

(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	12448339	99.92
Total number of votes cast against the resolution	5535	0.08

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. Mr. Ashish C Bhatt, Practicing Company Secretary and Mr. 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 :

(a) 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. 36 of Notes to financial statements in the Annual Report.

(b) 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.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

(g) The CEO and the CFO have furnished a duly signed Certificate to the Board for the year ended March 31st, 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 15, 2015.

(h) In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, Mr. Somesh Laddha, 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.

(i) 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.

(j) 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.birlaericsson.com/pdf/familiarisation_programme_BEOL.pdf

(k) 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.birlaericsson.com

(d) **Whether it also displays official news releases :** No

(e) **The presentations made to institutional investors or to the analysis :** Nil

12. GENERAL SHAREHOLDER INFORMATION:

12.1 **Annual General Meeting:**

- Date and Time : July 23, 2015 at 12.30 P.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) :

Quarter ending June 30, 2015	:	Second week of August, 2015
Quarter ending September 30, 2015	:	Second week of November, 2015
Quarter ending December 31, 2015	:	Second week of February, 2016
Quarter 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 Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001

(b) National Stock Exchange of India Ltd.(NSE), Exchange Plaza, Plot No.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 - 500060
NSE, Mumbai - BIRLAERIC EQ

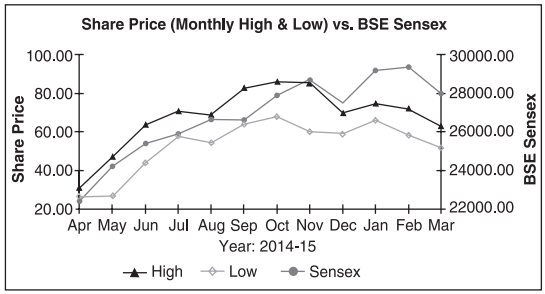
Demat ISIN Number for NSDL & CDSL : INE800A01015

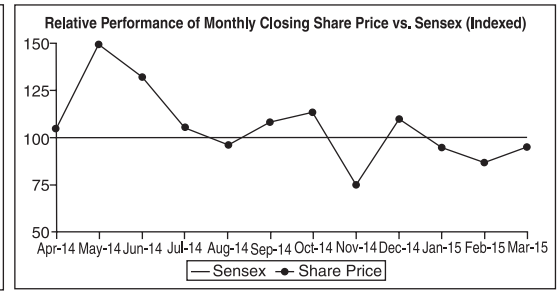
12.7 **Market Price Data :**

Monthly high and low quotations of shares and Volume of Equity Shares traded on Bombay Stock Exchange Ltd., 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	31.00	26.20	321461	31.80	26.35	214141
May, 2014	47.00	26.75	504576	47.00	26.80	593488
June, 2014	63.50	43.75	545366	63.80	43.75	851782
July, 2014	70.80	57.75	493004	69.70	57.10	650609
August, 2014	68.70	54.30	408009	69.00	54.10	573848
September, 2014	82.80	64.00	1157435	84.05	64.30	1516641
October, 2014	86.00	68.00	655596	85.95	68.00	749619
November, 2014	85.25	60.15	564838	84.45	60.15	828651
December, 2014	69.85	59.00	246180	69.95	59.00	423222
January, 2015	74.80	66.05	242190	75.80	65.60	449420
February, 2015	72.00	58.20	200003	71.50	58.70	181237
March, 2015	62.90	51.55	298622	63.85	48.55	389469

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,
LBS 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 31st March, 2015 :**

No. of Equity Shares held	Number of Shareholders	% of shareholders	Number of shares held	% of shareholding
1 - 500	26095	92.17	3541523	11.80
501 - 1000	1085	3.83	923179	3.08
1001 - 2000	476	1.68	742949	2.48
2001 - 3000	224	0.79	583725	1.95
3001 - 4000	99	0.35	357358	1.19
4001 - 5000	108	0.38	522318	1.74
5001 - 10000	130	0.46	976153	3.25
10001 and above	97	0.34	22352795	74.51
GRAND TOTAL	**28314**	**100.00**	**30000000**	**100.00**
Physical Mode	**11364**	**40.14**	**9800527**	**32.67**
Electronic Mode	**16950**	**59.86**	**20199473**	**67.33**

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

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Indian Promoter & Promoter Group*	18	0.06	11655743	38.85
Foreign Promoter*	1	-	8250000	27.50
Resident Individuals & Corporates	28022	98.97	9630890	32.11
Financial Institutions/Banks/Mutual Funds	8	0.03	3120	0.01
NRI's	185	0.65	298133	0.99
Society	5	0.02	91240	0.30
Clearing Member	75	0.27	70874	0.24
GRAND TOTAL	**28314**	**100.00**	**30000000**	**100.00**

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

12.12 **Dematerialisation of Shares and liquidity:** 20199473 equity shares representing 67.33% of the total Equity Capital of the Company are held in a dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited(CDSL) as on 31st March,2015.

Company's shares are reasonably liquid and quite actively traded on the Bombay Stock Exchange Ltd.(BSE) and National Stock Exchange of India Ltd.(NSE). 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
23199	30544	53743

(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 "Birla Ericsson Optical 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 "Birla Ericsson Optical Limited – Unclaimed Securities Suspense Account" as on 31st March, 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	46	4410
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	46	4410

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

12.16 **Address for Correspondence :**

Messrs Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup, West, Mumbai - 400 078

Phone : +91-22-25946970
Fax : +91-22-25946969
Email : rnt.helpdesk@linkintime.co.in

OR

Share Department,
Birla Ericsson Optical Ltd.,
Udyog Vihar, P.O. Chorhata, Rewa(M.P.) - 486 006

Phone : +91-7662-400580
Fax : +91-7662-400680
Email : headoffice@birlaericsson.com;
investorservices@birlacables.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 Birla Ericsson Optical Limited

Place : Mumbai
Date : May 2, 2015

R. Sridharan
Chief Executive Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE SHAREHOLDERS OF BIRLA ERICSSON OPTICAL LIMITED

1. We have examined the compliance of conditions of Corporate Governance by Birla Ericsson Optical 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

V.Rethinam
Partner
Membership No. 010412

Place : New Delhi
Date : May 15, 2015

Independent Auditors' Report

TO THE MEMBERS OF BIRLA ERICSSON OPTICAL LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of Birla Ericsson Optical 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 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 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 judgements 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 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 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 judgement, 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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. 31 to the 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

1. 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.
2. As required by Section 143 (3) of the Act, we report 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.

(b) 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 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 29 and 30 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

V.Rethinam
Partner
Membership No. 010412

Place : New Delhi
Date : May 15, 2015

Annexure referred to in the Independent Auditors' report to the members of Birla Ericsson Optical Limited on the 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 (excluding stocks lying with third party and stocks in transit) have been physically verified by the 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 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) and (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.

v. The Company has not accepted within the provisions of section 73 of the Act and the Rules framed thereunder.

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, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Cess, Value Added tax and any other material 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. We are informed that there is no liability on account of Employees' State Insurance.

(b) There are no disputed dues which have remained unpaid as on 31st March, 2015 on account of Income-tax, Value Added tax, Duty of Excise, Duty of Customs, Sales-tax, Wealth Tax, Service tax, cess except as follows:

Name of the Statute	Nature of dues	Amount (₹ in lacs)	Period to which amount relates	Forum where dispute pending
MP VAT Act, 2003	Interest on deferred Payment of Tax	86.86	FY 2011-12	M.P. Commercial Tax Appellate Board

(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 Vindhya Telelinks Limited (joint venturer) amounting to Rs. 86687.00 lakhs as stated in Note no. 29 (a) (v). In our opinion, the terms and conditions of the guarantee given by the Company, for the credit facilities sanctioned to the joint venturer 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

V. Rethinam
Partner
Membership No. 010412

Place : New Delhi
Date : May 15, 2015

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	**3000.00**	3000.00
Reserves and surplus	4	**5685.90**	4797.37
		8685.90	7797.37
NON-CURRENT LIABILITIES			
Long-term borrowings	5	**1358.69**	1513.34
Deferred tax liabilities (net)	6	**377.00**	345.00
Long-term provisions	7	**144.58**	116.04
		1880.27	1974.38
CURRENT LIABILITIES			
Short-term borrowings	8	**4385.96**	3195.55
Trade payables	9	**4724.70**	9283.08
Other current liabilities	10	**1679.99**	500.92
Short-term provisions	11	**470.29**	455.67
		11260.94	13435.22
	Total	**21827.11**	23206.97
ASSETS			
NON-CURRENT ASSETS			
Fixed assets	12		
Tangible assets		**4107.10**	3848.11
Intangible assets		**-**	0.08
Capital work-in-progress		**93.36**	144.35
		4200.46	3992.54
Non-current investments	13	**1406.19**	1406.19
Long-term loans and advances	14	**457.10**	460.06
Other non-current assets	15	**121.66**	195.88
		6185.41	6054.67
CURRENT ASSETS			
Inventories	16	**4376.53**	5341.13
Trade receivables	17	**8168.13**	9393.54
Cash and cash equivalents	18	**1018.79**	649.50
Short-term loans and advances	19	**1082.10**	1520.56
Other current assets	20	**996.15**	247.57
		15641.70	17152.30
	Total	**21827.11**	23206.97
Significant accounting policies	2		

The accompanying notes 1 to 43 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

V .Rethinam
Partner
Membership No.010412

New Delhi, May 15, 2015

Harsh V.Lodha (DIN: 00394094) — Chairman

D.R.Bansal (DIN: 00050612)
R.C.Tapuriah (DIN: 00395997)
Aravind Srinivasan (DIN: 00088037)
Arun Kishore (DIN: 00177831)
K.Raghuraman (DIN: 00320507)
Archana Capoor (DIN: 01204170)
— Directors

R.Sridharan — Manager & CEO

Somesh Laddha — DGM (Finance & Accounts) & Secretary

New Delhi, May 15, 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	**28914.00**	31945.23
Less: Excise duty		**2524.35**	2885.95
Revenue from operations (net)		**26389.65**	29059.28
Other income	22	**372.74**	219.88
Total revenue		**26762.39**	29279.16
EXPENSES			
Cost of materials consumed	23	**19379.64**	22988.61
Purchase of stock -in-trade (traded goods)		**172.22**	136.41
Changes in inventories of finished goods, work-in-progress and stock in trade, etc.	24	**27.21**	(788.21)
Employee benefits expense	25	**1220.88**	978.24
Finance costs	26	**830.24**	886.97
Depreciation and amortisation expense		**597.52**	463.68
Other expenses	27	**2687.80**	2266.20
Total expenses		**24915.51**	26931.90
PROFIT BEFORE TAX		**1846.88**	2347.26
Current tax		**580.00**	443.20
Less: Minimum alternate tax (MAT) credit entitlement		**(14.72)**	(365.00)
Net current tax		**565.28**	78.20
Deferred tax charge		**32.00**	345.00
Total tax expense		**597.28**	423.20
PROFIT FOR THE YEAR		**1249.60**	1924.06
Earning per equity share (EPS)			
Basic and diluted EPS (Nominal value of shares Rs.10/- each)	28	**4.17**	6.41
Significant accounting policies	2		

The accompanying notes 1 to 43 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

V .Rethinam
Partner
Membership No.010412

New Delhi, May 15, 2015

Harsh V.Lodha (DIN: 00394094) — Chairman

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K.Raghuraman (DIN: 00320507)
Archana Capoor (DIN: 01204170)
— Directors

R.Sridharan — Manager & CEO

Somesh Laddha — DGM (Finance & Accounts) & Secretary

New Delhi, May 15, 2015

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		**1846.88**		2347.26
Non-cash adjustment to reconcile profit before tax to net cash flows:				
Depreciation/amortization	597.52		463.68	
(Profit)/loss on disposal of fixed assets (net)	4.34		34.37	
(Gain)/loss on unrealised foreign exchange rate fluctuations	(111.07)		38.08	
Interest income	(205.76)		(213.19)	
Dividend income	(0.02)		(0.01)	
Interest expense	646.14	**931.15**	645.86	968.79
Operating Profit/(loss) before working capital changes		**2778.03**		3316.05
Movement in working capital:				
Increase/(decrease) in trade payables and provisions	(3351.94)		5475.24	
Decrease/(increase) in trade receivables	1231.56		(5666.02)	
Decrease/(increase) in inventories	964.60		(2370.26)	
Decrease/(increase) in loans and advances	(705.04)	**(1860.82)**	40.67	(2520.37)
Cash generated from/(used in) operations		**917.21**		795.68
Direct taxes paid (net of refunds)		**(162.17)**		(436.89)
Net cash flow from/(used in) operating activities (A)		**755.04**		358.79
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets	(890.73)		(1158.47)	
Proceeds from sale of fixed assets	93.56		30.53	
Investment in bank deposits	(1038.07)		(675.90)	
Redemption/maturity of bank deposits	675.90		490.12	
Interest received	187.92		213.06	
Dividend received	0.02		0.01	
Net cash flow from/(used in) investing activities (B)		**(971.40)**		(1100.65)

	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

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (Contd.)

C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long-term borrowings	-		1516.81	
(Repayment) of long-term borrowings	(62.65)		(75.61)	
Proceeds/(repayment) from short-term borrowings	1203.35		(105.60)	
Interest paid	(650.17)		(634.98)	
Dividend paid	(341.27)		-	
Net cash flow from/(used in) financing activities (C)		**149.26**		700.62
Net increase/(decrease) in cash and cash equivalents		**(67.10)**		(41.24)
Cash and cash equivalents at the beginning of the year		**169.48**		210.72
Cash and cash equivalents at the end of the year (Refer Note No. 18)		**102.38**		169.48
Components of cash and cash equivalents:				
Cash on hand		**1.00**		1.01
Cheques, drafts on hand		**81.11**		163.19
In current accounts		**10.55**		5.28
In unpaid dividend account*		**9.72**		-
		102.38		169.48

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

(a) Difference of Rs.1038.07 lacs (Rs.675.90 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

V .Rethinam
Partner
Membership No.010412

New Delhi, May 15, 2015

Harsh V.Lodha (DIN: 00394094) — Chairman

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Archana Capoor (DIN: 01204170)
— Directors

R.Sridharan — Manager & CEO

Somesh Laddha — DGM (Finance & Accounts) & Secretary

New Delhi, May 15, 2015

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

1. NATURE OF OPERATIONS

The Company's operations are predominantly classified into Wires and Cables comprising primarily Telecommunications Cables and other types of Wire and Cables.

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 subsidies/ 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 adjustments, estimates and assumptions that effect 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 result and estimates are recognised in the period in which the results are known/materialised.

(c) Revenue Recognition:

Revenue from the sale of products is recognised on transfer of all 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 recognized 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.

Interest income is recognised on time proportion basis. Dividend income is recognised when the right to receive payment is established.

Export incentives, etc. are accounted for in the year of export.

(d) Fixed Assets including Intangible Assets:

Tangible assets are stated at cost less accumulated depreciation and amortisation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. 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. When assets are sold or discarded their cost and accumulated depreciation are removed from the accounts and any gain or loss resulting from their disposal is included in the Statement of Profit and Loss.

Intangible assets are recorded at consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation.

(e) Depreciation and Amortisation:

Depreciation on fixed assets is provided on Straight Line Method on the life of the asset specified in Schedule II to the Companies Act, 2013 on pro-rata basis from the month the assets are put to use. Depreciation on sale of 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 amortized over the period of the 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.

(f) Impairment:

The carrying amount of the fixed assets is reviewed at each Balance Sheet date for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss is recognised in the financial statement when the carrying amount of fixed assets exceeds the assessed estimated recoverable amount. The recoverable amount is the greater of assets' net selling price or its value in use. An impairment loss is reversed if there has been change in recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets.

(g) Investments:

(a) Non-current investments are stated at cost. The diminution, if any, in the value of investments, is recognised when such diminution is considered other than temporary.

(b) Current investments are stated at lower of cost and fair value.

(h) Leases :

Where the Company is the Lessor:

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

(i) Inventories:

Inventories except scrap materials are valued at lower of cost or net realisable value. Scrap materials are valued at estimated net realisable value. Cost is computed on the transaction moving weighted average basis and is net of cenvat/vat. Cost of finished goods and material under process is determined by taking direct materials, labour cost and related manufacturing overheads including depreciation based on normal operating capacity. Finished goods and scrap materials also include excise duty. Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary.

(j) Foreign Currency Transactions:

(i) Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of the transaction. Foreign currency monetary assets and liabilities at the year end are translated using closing exchange rates except those covered by forward exchange contracts which are translated at contracted rates, where the difference between the contracted rate and spot rate on the date of the transaction is dealt with in the Statement of Profit and Loss over the life of the contract.

(ii) The exchange difference arising on settlement of monetary items or on reporting, these items at rates different from rates at which these were initially recorded/reported by previous financial statement are recognised as income/expenses in the period in which they arise.

(iii) In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortised as income or expense over the life of contract as well as exchange difference on such contract, i.e. difference between the exchange rate at the reporting/settlement date and the exchange rate on the date of inception/the last reporting date, is accounted for as income/expense for the period.

(k) Employee Benefits:

The Company makes regular contributions to recognised Provident Fund/Family Pension Fund and also to duly constituted and approved Superannuation Fund and Gratuity Fund, which are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Gratuity, Pension and Leave Encashment benefits payable as per Company's schemes 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 Cost 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 recognized 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.

(l) Interest on Borrowings:

Interest and other borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other interest and borrowing costs are expensed in the period they accrue and occur.

(m) Taxes on Income:

Tax expense for the relevant period comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Minimum

Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in 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 specified period.

Deferred Tax is measured based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax is recognised, subject to consideration of prudence, on all timing differences between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. 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.

(n) 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 neither recognised nor disclosed in the financial statements.

(o) Cash and Cash Equivalents:

Cash and cash equivalent in the cash flow statement comprises cash at bank and in 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
3. SHARE CAPITAL				
Authorised				
42500000	(42500000)	Equity shares of Rs.10/- each	**4250.00**	4250.00
7500000	(7500000)	Preference Share of Rs.10/- each	**750.00**	750.00
			5000.00	5000.00
Issued, Subscribed and Fully paid-up				
30000000	(30000000)	Equity shares of Rs.10/- each, fully paid up	**3000.00**	3000.00
			3000.00	3000.00

(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	**30000000**	**3000.00**	30000000	3000.00
Equity shares at the end of the year	**30000000**	**3000.00**	30000000	3000.00

(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 Re. 1/- 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
Ericsson Cables AB, Sweden	**8250000**	**27.50**	8250000	27.50
Vindhya Telelinks Limited	**4000100**	**13.33**	4000100	13.33
Universal Cables Limited	**3900100**	**13.00**	3900100	13.00

	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
4. RESERVES AND SURPLUS		
Securities premium account		
Opening balance	**2000.00**	2000.00
Closing balance	**2000.00**	2000.00
General reserve		
Opening balance	**1600.45**	1600.45
Add : Transferred from surplus in the Statement of Profit and Loss	**300.00**	-
Closing balance	**1900.45**	1600.45
Surplus/(Deficit) in Statement of Profit and Loss		
Opening balance	**1196.92**	(376.15)
Add : Profit for the year	**1249.60**	1924.06
	2446.52	1547.91
Less: Appropriations		
Transferred to general reserve	**300.00**	-
Proposed dividend on equity shares	**300.00**	300.00
Tax on dividend on equity shares	**61.07**	50.99
	661.07	350.99
Closing balance	**1785.45**	1196.92
	5685.90	4797.37
5. LONG-TERM BORROWINGS		
Secured (From Banks)		
Term loan	**37.50**	87.50
Supplier's Credit (In foreign currency)	**389.99**	475.84
Unsecured		
Sales tax loans (Interest free)	**-**	12.65
From a body corporate	**1000.00**	1000.00
	1427.49	1575.99
Less: Current maturities of long-term borrowings at the year end (disclosed under Note No. 10)		
Supplier's Credit	**31.30**	-
Term loan	**37.50**	50.00
Sales tax loans (Interest free)	**-**	12.65
	68.80	62.65
	1358.69	1513.34

(a) Suppliers Credit and Term Loan 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 hypothecation of inventories, cash and other current assets, book debts, outstanding moneys, receivables, claims, etc., both present and future. As a collateral security the term loan is also backed by a cross corporate guarantee of Vindhya Telelinks Limited, a joint venturer. The outstanding term loan of Rs.37.50 lacs is repayable in 3 equal quarterly instalments payable on 30.06.2015 and thereafter and carries interest 13.15% (rate as on the reporting date).

(b) Suppliers Credit (in foreign currency) is due for payment in two instalments in February, 2016 and April, 2016 and carries interest rate 1.84% - 2.11% (rate as on reporting date). The Company has an option on the due date, to convert the said Supplier's Credit into Rupee Term Loan to be repaid in 17 quarterly instalments and accordingly the said Supplier's Credit is classified under long-term borrowings.

(c) Loans from a body corporate are repayable in full on or after March 31, 2017 in one or more instalments and carries interest 10.50% (rate as on reporting date).

	As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred tax liability		
Depreciation and amortisation on fixed assets	**443.00**	428.00
	443.00	428.00
(b) Deferred tax assets		
Provision for doubtful trade receivables	**3.34**	-
Taxes/expenses allowable for tax purpose when paid	**62.66**	83.00
	66.00	83.00
Net deferred tax liability	**377.00**	345.00
7. LONG-TERM PROVISIONS		
Provision for employee benefits		
Compensated absences	**122.69**	95.87
Pension	**21.89**	20.17
	144.58	116.04
8. SHORT-TERM BORROWINGS		
Working capital loans/cash credits from banks (Secured)		
Cash credit facilities	**1012.08**	946.85
Buyer's credit	**882.76**	840.61
Export packing credit	**1791.12**	208.09
	3685.96	1995.55
Other short term loans (Unsecured)		
From bodies corporate(repayable on demand)	**700.00**	1200.00
	700.00	1200.00
	4385.96	3195.55

(a) Working capital loans/cash credit facilities from banks being working capital credit facilities, sanctioned by banks are renewable within twelve months from the date of sanction or immediately previous renewal, unless otherwise stated. The lender bank has a right to cancel the credit limits (either fully or partially) and, interalia, demand repayment in case of non-compliance of terms and conditions of sanctions or deterioration in the loan account 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 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 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. As a collateral security, working capital loans are also backed by a cross corporate guarantee of Vindhya Telelinks Limited, a joint venturer.

9. TRADE PAYABLES		
Due to micro,small and midium enterprises	**206.80**	267.26
Due to others	**4517.90**	9015.82
	4724.70	9283.08
10. OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings	**68.80**	62.65
Interest accrued but not due on borrowings	**10.96**	14.99
Unclaimed Dividend*	**9.72**	-
Other payables		
Assigned creditors	**886.57**	-
Mobilisation and other advances from customers	**313.38**	84.77
Statutory dues	**190.47**	171.43
Accrued employee benefits expense	**30.07**	27.62
Liability for capital expenditure	**170.02**	139.46
	1679.99	500.92

* 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)	**62.29**	62.29
Proposed dividend on equity shares	**300.00**	300.00
Tax on dividend on equity shares	**61.07**	50.99
Provision for employee benefits		
Gratuity	**8.69**	-
Compensated absences	**21.67**	24.49
Pension	**2.79**	2.79
Others	**13.78**	15.11
	470.29	455.67

12. FIXED ASSETS

Rs. in lacs

Nature of fixed assets	Gross Block				Depreciation / amortisation				Net Block	
	As at 01.04.2014	Additions	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:										
Leasehold Land	24.35	-	-	**24.35**	8.34	0.41	-	**8.75**	**15.60**	16.01
Buildings	1047.21	24.94	-	**1072.15**	527.93	52.31	-	**580.24**	**491.91**	519.28
Plant & Equipments	10271.97	869.90	567.10	**10574.77**	7030.44	512.75	485.12	**7058.07**	**3516.70**	3241.53
Furniture & Fixtures	81.10	10.67	7.31	**84.46**	53.36	6.02	4.16	**55.22**	**29.24**	27.74
Office Equipments	39.46	9.77	0.40	**48.83**	14.53	17.00	0.24	**31.29**	**17.54**	24.93
Vehicles	49.90	26.44	-	**76.34**	31.28	8.95	-	**40.23**	**36.11**	18.62
TOTAL (A)	11513.99	941.72	574.81	**11880.90**	7665.88	597.44	489.52	**7773.80**	**4107.10**	3848.11
(B) INTANGIBLE ASSETS:										
Computer Software	23.06	-	-	**23.06**	22.98	0.08	-	**23.06**	**-**	0.08
TOTAL (B)	23.06	-	-	**23.06**	22.98	0.08	-	**23.06**	**-**	0.08
(C) CAPITAL WORK-IN-PROGRESS (at cost):										
Under installation/ commissioning	-	-	-	-	-	-	-	**-**	**49.55**	-
In transit	-	-	-	-	-	-	-	**-**	**43.81**	144.35
TOTAL (C)	-	-	-	-	-	-	-	**-**	**93.36**	144.35
TOTAL (A+B+C)	11537.05	941.72	574.81	**11903.96**	7688.86	597.52	489.52	**7796.86**	**4200.46**	3992.54
Previous Year	11170.21	1415.76	1048.92	11537.05	8198.89	463.68	973.71	**7688.86**	**3848.19**	

			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				
1,107,407	(1,107,407)	Universal Cables Limited	**1404.04**	1404.04
280	(280)	Birla Corporation Limited	**0.13**	0.13
100	(100)	Vindhya Telelinks Limited	**0.06**	0.06
Aggregate amount of quoted investments			**1404.23**	1404.23
Unquoted - Fully paid up equity shares of Rs. 10/- each				
9,800	(9,800)	Universal Telelinks Private Limited	**0.98**	0.98
9,800	(9,800)	Universal Electricals Private Limited	**0.98**	0.98
Aggregate amount of unquoted investments			**1.96**	1.96
			1406.19	1406.19
Aggregate market value of quoted investments (Refer Note No. 31)			**424.12**	288.34

		As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
14.	**LONG-TERM LOANS AND ADVANCES**		
	(Unsecured and considered good)		
	Capital advances	**327.43**	-
	Loans and advances to employees	**5.46**	8.67
	Loan to a related party	**6.08**	6.98
	(Due from the Manager and Chief Executive Officer)		
	Security deposits	**117.74**	40.91
	Advance Income Tax/tax deducted at source (net)	**0.39**	38.50
	MAT credit entitlement	**-**	365.00
		457.10	460.06
15.	**OTHER NON-CURRENT ASSETS**		
	Non-current bank balance	**121.66**	195.88
		121.66	195.88
16.	**INVENTORIES [Refer Note No. 2(i) for mode of valuation]**		
	Raw materials [including in transit Rs.428.27 lacs (Rs. 1082.67 lacs)]	**2273.12**	3296.15
	Packing Materials	**109.90**	74.28
	Stores and spares	**158.59**	108.57
	Stock-in-trade	**2.78**	0.68
	Materials under process (Refer Note No. 24)	**1538.28**	1685.09
	Finished goods	**282.75**	131.35
	Scrap materials	**11.11**	45.01
		4376.53	5341.13
17.	**TRADE RECEIVABLES (Unsecured)**		
	Outstanding for a period exceeding six months from the date they are due for payment		
	Considered good	**927.10**	191.29
	Considered doubtful	**9.74**	-
		936.84	191.29
	Others		
	Considered good	**7241.03**	9202.25
		8177.87	9393.54
	Less: Provision for doubtful trade receivables.	**9.74**	-
		8168.13	9393.54
18.	**CASH AND CASH EQUIVALENTS**		
	Cash & Bank Balances	**1.00**	1.01
	Cash on hand	**81.11**	163.19
	Cheques, drafts on hand		
	Balance with banks	**10.55**	5.28
	-In current accounts	**9.72**	-
	-In unpaid dividend account	**102.38**	**169.48**
	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)	**1038.07**	675.90
		1140.45	845.38
	Less : Term deposit account having more than 12 months maturity at the year end (disclosed under Note No. 15)	**121.66**	195.88
		1018.79	649.50

		As at March 31, 2015 Rs. in lacs	As at March 31, 2014 Rs. in lacs
19.	**SHORT TERM LOANS AND ADVANCES**		
	(Unsecured and considered good)		
	Loans and advances to employees	**7.97**	14.53
	Loan to a related party	**0.90**	0.90
	(Due from the Manager and Chief Executive Officer)		
	Security deposits	**-**	20.15
	Inter-corporate deposit with a related party	**-**	500.00
	Advance Income Tax/Tax deducted at source (net)	**42.19**	28.43
	Excise duty refund receivables	**275.23**	267.49
	MAT credit entitlement	**189.19**	-
	Advances recoverable in cash or in kind	**566.62**	689.06
		1082.10	1520.56
20.	**OTHER CURRENT ASSETS**		
	Interest accrued but not due on term deposits	**38.59**	20.75
	Claims, export benefits etc. receivables	**937.89**	186.12
	Unamortised premium on forward contracts	**0.17**	8.59
	Assets held for sale/disposal (at lower of net book value and net realisable value)	**19.50**	32.11
		996.15	247.57

		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	**27953.98**	31248.10
	Other Wires & Cables	**113.57**	112.24
	Traded goods*	**220.01**	162.07
		28287.56	31522.41
	Other operating revenues		
	Scrap materials	**190.86**	76.84
	Processing & job work income	**54.07**	37.20
	Export incentives	**381.51**	308.78
		626.44	422.82
		28914.00	31945.23

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

22.	**OTHER INCOME**		
	Interest income	**205.76**	213.19
	Dividend income on non-current investments	**0.02**	0.01
	Foreign exchange rate fluctuation (net)	**166.75**	-
	Rent received	**-**	2.40
	Other non operating income	**0.21**	4.28
		372.74	219.88

	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	**3296.15**	1661.89
Add: Purchases [Less : Sales and Claims Rs. 1645.21 lacs (Rs. 249.54 lacs)]	**18356.61**	24622.87
	21652.76	26284.76
Less: Closing stock	**2273.12**	3296.15
	19379.64	22988.61
Details of Raw materials consumed		
Optical Fibre	**9240.05**	11232.90
Copper	**1820.71**	1771.73
Polyethylene	**3355.77**	3059.67
Others*	**4963.11**	6924.31
	19379.64	22988.61

* 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		
Work in process*	**1538.28**	1685.09
Finished goods	**282.75**	131.35
Stock-in-trade	**2.78**	0.68
Scrap materials	**11.11**	45.01
	1834.92	1862.13
Opening inventories		
Work in process*	**1685.09**	898.51
Finished goods	**131.35**	153.17
Stock-in-trade	**0.68**	11.42
Scrap materials	**45.01**	10.82
	1862.13	1073.92
	27.21	(788.21)

*Work in process materially pertain to Telecommunication Cables.

25. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, bonus and benefits, etc.	**1040.12**	820.76
Contribution to provident and other funds, etc.	**102.83**	91.63
Welfare expenses	**77.93**	65.85
	1220.88	978.24

26. FINANCE COSTS		
Interest expense	**646.14**	645.86
Foreign exchange rate fluctuation*	**-**	96.44
Other borrowing costs	**184.10**	144.67
	830.24	886.97

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

		For the year ended March 31, 2015 Rs. in lacs	For the year ended March 31, 2014 Rs. in lacs
27.	**OTHER EXPENSES**		
	Consumption of stores and spares	**87.62**	107.94
	Packing materials	**661.50**	598.62
	Processing/job work and testing charges	**161.00**	135.15
	Power and fuel	**414.13**	345.61
	Freight and Transportation (net)	**333.33**	279.14
	Rent	**46.08**	5.85
	Repair & maintenance		
	- Plant & equipments	**225.55**	120.58
	- Buildings	**53.05**	26.72
	- Others	**3.31**	2.01
	Insurance	**16.34**	16.25
	Rates & taxes	**25.11**	34.01
	Travelling and conveyance	**142.39**	119.47
	Payment to auditors		
	Statutory auditors		
	-Audit fees	**7.00**	6.00
	-Tax audit fee	**0.60**	0.60
	-Quarterly reviews	**1.50**	1.50
	-Taxation matters	**0.25**	0.25
	-Certification, etc.	**1.50**	1.10
	-Reimbursement of expenses	**0.52**	0.47
	Cost auditors		
	-Audit fees	**0.40**	0.35
	-Reimbursement of expenses	**0.29**	0.25
	-Audit fees	**9.74**	-
	-Reimbursement of expenses	**43.18**	4.67
	Loss on disposal/discard of fixed assets (net)	**4.34**	34.37
	Foreign exchange rate fluctuation (net)	**-**	48.52
	Excise duty on Increase/(Decrease) in stocks	**12.68**	2.17
	Miscellaneous expenses	**436.39**	374.60
	[(Including contribution towards CSR activities Rs. 5.00 lacs (Nil)]		
		2687.80	2266.20

28. Earnings per equity share (EPS):

Particulars	As at March 31, 2015	As at March 31, 2014
Basic/ weighted average number of equity shares outstanding during the year	**30000000**	30000000
Profit for the year (Rs. in lacs)	**1249.60**	1924.06
Nominal value of equity share (Rs.)	**10.00**	10.00
Basic and diluted EPS (Rs.)	**4.17**	6.41

29. Contingent Liabilities and Commitments (to the extent not provided for):

(a) Contingent Liabilities:

(i) Claims against the Company not acknowledged as debts Rs.0.32 lac (Rs.0.32 lac).

(ii) Disputed sales tax claim under appeal Rs. 108.58 lacs (Rs.108.58 lacs).

(iii) The Company has an ongoing process for collection and submission of the relevant declaration forms under the Sales Tax Act to the concerned authorities and the Company does not forsee any liability in this regard.

(iv) Bills of exchange under letter of credit discounted with a bank and outstanding at the end of the year Rs. 380.31 lacs (Rs. 2443.67 lacs).

(v) Cross corporate guarantee given in connection with loan/credit facilities aggregating to Rs. 86687.00 lacs (outstanding as on March 31, 2015 Rs. 37759.82 lacs) to a joint venturer and corporate guarantee of Rs. 3000.00 lacs given in connection with supply of Raw Material to a joint venturer [Refer Note No. 41(b)].

The future cash outflow in respect of items (i) to (ii) 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. 1739.43 lacs (Rs. 142.74 lacs)

(ii) Derivatives related commitments are disclosed in Note No. 33.

30. 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.

31. In the opinion of the management, the decline in the market value of a quoted Non-Current Investment (trade) (carrying cost Rs.1404.04 lacs) by Rs. 981.56 lacs (Rs. 1116.67 lacs) at the year end is temporary, in view of the strategic long term nature of the investment and assets base/intrinsic worth of the investee company and hence, does not call for any provision thereagainst.

32. During the year, a fire accident occurred in the factory premises on October 27, 2014. The Company 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. 500.00 lacs from the insurer, subsequent to the end of financial year. The management is hopeful of settlement and recovery of remaining claim amount.

33. 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
Forward exchange contracts outstanding						
Payables	**USD**	**112506**	**71.09**	USD	2498961	1514.62
	EUR	**-**	**-**	EUR	13730	11.48
Total	**USD**	**112506**	**71.09**	USD	2498961	1514.62
	EUR	**-**	**-**	EUR	13730	11.48
Payables	**USD**	**2281004**	**1439.76**	USD	2214516	1340.54
	EUR	**762936**	**522.04**	EUR	580962	484.99
	GBP	**96845**	**90.72**	GBP	6078	6.14
Receivable	**USD**	**1438336**	**894.44**	USD	340894	203.28
	EUR	**350553**	**234.48**	EUR	13912	11.59
Bank balances	**USD**	**155**	**0.10**	USD	155	0.09
Total	**USD**	**3719495**	**2334.30**	USD	2555565	1543.91
	EUR	**1113489**	**756.52**	EUR	594874	496.58
	GBP	**96845**	**90.72**	GBP	6078	6.14

(b) A sum of Rs. 0.17 lac (Rs.8.59 lacs) on account of unamortized 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.

34. Employee Benefits:

(a) The Company's defined benefit plans include the approved funded gratuity scheme which is administered through Group Gratuity Scheme with The Life Insurance Corporation of India and non-funded Pension Scheme (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 (Funded)		Pension (Unfunded)	
	2014-15 Rs.in lacs	2013-14 Rs.in lacs	**2014-15 Rs.in lacs**	2013-14 Rs.in lacs
Current service cost	**13.92**	11.46	**-**	-
Interest cost on benefit obligation	**12.25**	13.35	**1.47**	1.92
Expected return on plan assets	**(14.70)**	(12.84)	**-**	-
Net actuarial (gain)/loss recognized in the year	**24.28**	(6.74)	**3.04**	(1.52)
Net employee benefits expense	**35.75**	5.23	**4.51**	0.40
Actual return on plan assets	**(14.72)**	(12.40)	**-**	-

(ii) Amount recognized in the Balance Sheet:

Particulars	Gratuity (Funded)		Pension (Unfunded)	
	2014-15 Rs. in lacs	2013-14 Rs.in lacs	**2014-15 Rs.in lacs**	2013-14 Rs.in lacs
Defined benefit obligation	**200.40**	162.25	**24.68**	22.96
Fair value of the plan assets	**191.71**	166.07	**-**	-
Net asset/(liability)	**(8.69)**	3.82	**(24.68)**	(22.96)

(iii) Changes in present value of the Defined Benefit Obligation :

Particulars	Gratuity (Funded)		Pension (Unfunded)	
	2014-15 Rs. in lacs	2013-14 Rs.in lacs	**2014-15 Rs.in lacs**	2013-14 Rs.in lacs
Opening defined benefit obligation	**162.25**	147.11	**22.96**	25.35
Interest cost	**12.25**	13.35	**1.47**	1.92
Current service cost	**13.92**	11.46	**-**	-
Benefit paid	**(12.31)**	(2.49)	**(2.79)**	(2.79)
Actuarial (gain)/loss on obligations	**24.29**	(7.18)	**3.04**	(1.52)
Closing Defined Benefit Obligation	**200.40**	162.25	**24.68**	22.96

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

Particulars	Gratuity (Funded)		Pension (Unfunded)	
	2014-15 Rs. in lacs	2013-14 Rs.in lacs	**2014-15 Rs.in lacs**	2013-14 Rs.in lacs
Opening fair value of plan assets	**166.07**	131.54	**-**	-
Actual returns	**14.72**	12.40	**-**	-
Contribution by employer	**23.23**	24.62	**-**	-
Benefits paid	**(12.31)**	(2.49)	**(2.79)**	(2.79)
Closing fair value of plan assets	**191.71**	166.07	**-**	-

(v) The major category of plan assets in case of funded gratuity scheme 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. 25.00 lacs to Gratuity Fund during the financial year 2015-16.

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

Particulars	Gratuity (Funded)		Pension (Unfunded)	
	2014-15	2013-14	**2014-15**	2013-14
Mortality table	**IAL 2006-08 Ultimate**	IAL 2006-08 Ultimate	**LIC1996-98 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.**	9.10% p.a.
Salary rise	**7.50% p.a.**	7.50% p.a.	**N.A.**	N.A.
Return on plan assets	**8.75% p.a.**	9.23% p.a.	**N.A.**	N.A.
Remaining working life	**14.58 years**	14.11 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 under para 120(n)(ii) of the Accounting Standard (AS-15) (revised) on employee benefits is not available with the Company. The impact of the same is not material.

(b) Company's contribution to defined contribution schemes such as Government administered Provident/Family Pension Fund and approved Superannuation Fund 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 as an expense and included in employee benefits expense in the Statement of Profit and Loss:

Sl. No.	Defined Contributions Schemes	2014-15 Rs.in lacs	2013-14 Rs.in lacs
(i)	Contribution to provident and family pension fund	**60.55**	49.51
(ii)	Contribution to superannuation fund	**18.77**	17.12

35. (a) The Company has only one reportable primary business segment. Hence, no separate segment wise information of revenue, results and capital employed is given.

(b) The following table shows the distribution of Company's Revenue from operations by geographical market, 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)	**21467.02**	23955.71
(ii)	Overseas market (outside India)	**4922.63**	5103.57
	Total	**26389.65**	29059.28

All the assets of the Company, except the carrying amount of trade receivables aggregating to Rs. 882.20 lacs (Rs. 227.90 lacs), are within India.

36. Disclosures in respect of Related Parties as defined in Accounting Standard (AS-18), with whom transactions were carried out in the ordinary course of business during the year are given below:

Venturers in respect of which the Company is a joint venture	:	Universal Cables Ltd. (UCL) Vindhya Telelinks Ltd. (VTL) Ericsson Cables AB, Sweden (ECA)
Enterprise over which a director is able to exercise significant influence	:	Shakun Polymers Ltd. (SPL)
Key Management Personnel	:	Mr. R. Sridharan, Manager & Chief Executive Officer

(a) Transactions with related parties (other than Key Management Personnel) :

Sl. No.	Particulars	2014-15 (Rs. in lacs)				2013-14 (Rs. in lacs)			
		ECA	**UCL**	**VTL**	**SPL**	ECA	UCL	VTL	SPL
(i)	Purchase of fixed asset	**-**	**-**	**-**	**-**	-	0.07	-	-
(ii)	Sales of fixed asset	**-**	**6.72**	**-**	**-**	-	31.20	-	-
(iii)	Purchase of raw materials/ consumable & traded goods	**-**	**150.27**	**1549.31**	**35.39**	-	15.70	4769.38	101.48
(iv)	Sale of products /traded goods	**-**	**2.33**	**70.17**	**-**	-	3.67	19.51	-
(v)	Sale of raw materials /consumables	**-**	**1235.10**	**28.02**	**-**	-	20.28	283.90	-
(vi)	Processing charges paid	**-**	**-**	**133.89**	**-**	-	0.17	118.47	-
(vii)	Processing and job work income	**-**	**11.38**	**42.69**	**-**	-	25.95	10.79	-
(viii)	Rent received	**-**	**-**	**-**	**-**	-	2.40	-	-
	Rent paid	**-**	**-**	**0.60**	**-**	-	-	-	
(ix)	Inter corporate deposits accepted	**-**	**-**	**370.00**	**-**	-	-	-	-
(x)	Inter corporate deposit repaid		**-**	**370.00**	**-**	-	-	-	
(xi)	Interest paid	**-**	**-**	**0.48**	**-**	-			
(xii)	Inter corporate deposits granted	**-**	**900.00**	**5109.00**	**-**	-	550.00	12575.00	-
(xiii)	Inter corporate deposits refunded	**-**	**900.00**	**5609.00**	**-**	-	550.00	12075.00	
(xiv)	Interest received	**-**	**77.62**	**40.66**	**-**	-	12.07	127.28	-
(xv)	Cross corporate guarantee given	**-**	**-**	**86687.00**	**-**	-	-	22950.00	-
(xvi)	Cross corporate guarantee accepted	**-**	**-**	**13750.00**	**-**	-	-	10700.00	-
(xvii)	**Balance outstanding at the year end**								
	Non-current investment in equity shares	**-**	**1404.04**	**0.06**	**-**	-	1404.04	0.06	-
	Receivable	**-**	**-**	**-**	**-**	-	-	-	-
	- Sales of rm & consumables	**-**	**1229.16**	**-**	**-**	-	-	-	-
	- Unsecured loan	**-**	**-**	**-**	**-**	-	-	500.00	-

(b) Transaction with Key Management Personnel :

Particulars	**2014-15 Rs. in lacs**	2013-14 Rs. in lacs
Salary & Benefits:		
Salary & Benefits*	**41.91**	31.69
Loan refunded during the year	**0.90**	0.90
Balance Outstanding at the year end:		
Loan recoverable	**6.98**	7.88

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

(i) Under the renewed technical collaboration agreement with Ericsson Cables AB, Sweden, no royalty or lumpsum fee is payable.

(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 related parties have not been considered in the above disclosures.

(iv) All transactions with related parties as above have been entered into at arm's length basis in the ordinary course of business.

37. The Company has taken certain warehouses/ office premises under operating lease agreements. The lease agreements generally have an escalation clause and are renewable or cancellable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The aggregate lease rental of Rs. 27.96 lacs (Rs. 2.64 lacs) are charged to the Statement of Profit and Loss.

In respect of an Office premise taken on operating lease by the Company, the Company had charged to the statement of Profit and Loss Rs. 23.95 lacs(Nil). (Net of rent recovered Rs. 20.95 lacs).

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

39. Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006":

Sl. No.	**Particulars**	**As at March 31, 2015 Rs. in lacs**	As at March 31, 2014 Rs. in lacs
(a)	the principal amount and interest due thereon remaining unpaid to any supplier		
	- Principal amount	**206.80**	267.26
	- Interest thereon	**-**	-
(b)	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.	**-**	-
(c)	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.	**-**	-
(d)	the amount of interest accrued and remaining unpaid.	**-**	-
(e)	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 deductable expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	**-**	-

40. Additional information by way of notes pursuant to 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	**4797.89**	7450.24
(ii)	Components & spare parts	**118.98**	50.97
(iii)	Capital goods	**617.20**	1074.03
(iv)	Traded goods	**14.79**	-

(b) Expenditure in Foreign Currency :

Sl. No.	**Particulars**	**2014-15 Rs. in lacs**	2013-14 Rs. in lacs
(i)	Interest	**14.98**	23.31
(ii)	Travelling	**42.98**	38.65
(iii)	Others	**92.11**	107.28

(c) Total value of all 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/materials				
	Imported	**5541.87**	**28.60**	7390.96	32.15
	Indigenous	**13837.77**	**71.40**	15597.65	67.85
	Total	**19379.64**	**100.00**	22988.61	100.00
(ii)	Components & spares parts*				
	Imported	**68.14**	**38.40**	67.90	57.30
	Indigenous	**109.33**	**61.60**	50.59	42.70
	Total	**177.47**	**100.00**	118.49	100.00

*Grouped under "Consumption of stores & spares" and "Repairs & maintenance of plant & equipments" vide Note No. 27.

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

Sl. No.	Particulars	**2014-15 Rs.in lacs**	2013-14 Rs.in lacs
(i)	Exports of goods on FOB basis in – Foreign currency [based on exchange rate(s) prevailing on Bill of Lading date(s)	**4783.37**	4743.04
(ii)	Indian Rupees	**0.57**	211.25
(iii)	Others (Freight & insurance)	**159.51**	96.17

41. Particulars of loans given, guarantee given or security provided and investment made during the year as per section 186(4) of the Companies Act, 2013 :

(a) Unsecured Loan 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	900.00	900.00	Nil	12.75	Deployment of surplus funds for short term. repayable on demand.
(ii)	Vindhya Telelinks Ltd.	500.00	5109.00	5609.00	Nil	12.25/ 12.75	

(b) Guarantee 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)	Vindhya Telelinks Ltd. (VTL)	22950.00	63737.00	86687.00	Cross corporate guarantee given to banks as collateral against term loan(s) and working capital credit facilities granted to VTL by banks.
(ii)	Corning Technologies India Pvt. Ltd.	-	3000.00	3000.00	Corporate guarantee given to body corporate against supply of a raw material to VTL on open credit basis.

*The Company has also accepted cross corporate guarantee from VTL of Rs. 13750.00 lacs against total credit facilities availed from the banks.

42. Remittance in Foreign Currency on account of Dividend

The company has paid dividend in respect of share held by non-resident on repatriation basis. The total amount remitted in this respect is as under:

Sl. No.	Particulars	2014-15 Rs. in lacs
(i)	Number of non-resident shareholder	**1**
(ii)	Number of Equity share held by them	**8250000**
(iii)	Amount of dividend paid	**82.50**
(iv)	Year to which dividend relates	**2013-14**

43. 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.

As per our attached report of even date

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

V .Rethinam
Partner
Membership No.010412

New Delhi, May 15, 2015

Signature to Notes 1 to 43

Harsh V.Lodha (DIN: 00394094) — Chairman

D.R.Bansal (DIN: 00050612)
R.C.Tapuriah (DIN: 00395997)
Aravind Srinivasan (DIN: 00088037)
Arun Kishore (DIN: 00177831)
K.Raghuraman (DIN: 00320507)
Archana Capoor (DIN: 01204170)
— Directors

R.Sridharan — Manager & CEO

Somesh Laddha — DGM (Finance & Accounts) & Secretary

New Delhi, May 15, 2015

BIRLA ERICSSON OPTICAL LIMITED

CIN: L31300MP1992PLC007190

Registered Office:
Udyog Vihar, P.O.Chorhata, Rewa - 486 006 (M.P.), India
Telephone No. (07662) 400580 • Fax No. (07662) 400680
E-mail: headoffice@birlaericsson.com • Website: www.birlaericsson.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 Twenty Third Annual General Meeting of the Company, to be held on Thursday, the 23rd day of July, 2015 at 12.30 p.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 Audited Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2015
2.	Declaration of Dividend on Equity Shares
3.	Re-appointment of Mr.Harsh V Lodha who retires by rotation.
4.	Ratify appointment of Messrs V. Sankar Aiyer & Co. Chartered Accontant as Auditors and fix their remuneration
Special Business	
5.	Appointment of Mrs.Archna Capoor as an Independent Director
6.	Ratification of Remuneration to Cost Auditors
7.	Re-appointment of Mr.R Sridharan as Manager & Chief Executive Officer

Signed this _____ day of _____ 2015

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

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 Twenty Third Annual General Meeting.

BIRLA ERICSSON OPTICAL LIMITED

CIN: L31300MP1992PLC007190
Registered Office:
Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400580 • Fax No. (07662) 400680
Email: headoffice@birlaericsson.com • Website: www.birlaericsson.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 TWENTY THIRD ANNUAL GENERAL MEETING of Birla Ericsson Optical Limited being held on, Thursday, the 23rd day of July, 2015 at 12.30 p.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

✂.....

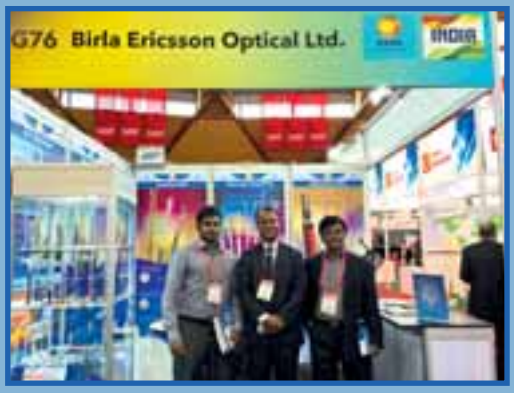
ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/ Sequence No.
150616008	*

* 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 15, 2015 of the Twenty Third 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 STAFF'S TOWNSHIP AT REWA, MADHYA PRADESH



Company participated in CEBIT 2014, held at Sydney, Australia

Company Participated in ECOC 2014, held at Cannes, France

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