

# CENTRAL CABLES LTD.

CIN NO. : L31300MH1981PLC023772

Regd. Office: 5, Temple Road, Civil Lines, Nagpur - 440001, India | Tel. : +91-8550933381

Email : care.centralcables@gmail.com | Website : www.centralcables.in

Date: 04-09-2019

To,  
Metropolitan Stock Exchange of India Limited,  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No. C62, G Block,  
Opposite-Trident Hotel, Bandra Kurla Complex, Bandra (E ),  
Mumbai- 400098, India

**Ref: SYMBOL:CENTRAL  
SERIES : BE**

Dear Madam/Sir,

**Sub: Notice and Annual Report of 38<sup>th</sup> Annual General Meeting to be held on September 27, 2019 at the registered office of the Company with Record date and Book closures**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice and Annual Report of 38<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 27, 2019 at Registered Office of the Company, 5, Temple Road, Civil Lines, Nagpur-440001 at 11:00 am.

The Notice of AGM and the Annual Report 2018-19 is being sent to the Members at the postal address and emailed to email address, registered with the Company/Depository Participant (DP) as case may be and is also available at the Company's website [www.centralcables.in](http://www.centralcables.in) and on CDSL website at [www.evotingindia.com](http://www.evotingindia.com).

In compliance with the provision of Section 108 of the Companies Act, 2018, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provision of Regulation 44 of SEBI, Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings, the members are provided with facility to cast their vote electronically, through e-voting services provided by Central Depository Services (India) Limited (CDSL) on resolution set forth in the Notice, from the place other than the venue of the Meeting (Remote e-voting).

The remote e-voting period commences on Tuesday, 24<sup>th</sup> September, 2019 at 09:00 am and ends on Thursday, 26<sup>th</sup> September, 2019 at 05:00 pm. During this period, members holding the share either in the physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019, may cast their vote electronically.

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from 21<sup>st</sup> September, 2019 to 27<sup>th</sup> September, 2019 (both days inclusive) for taking record of Members of the Company for the purpose of 38<sup>th</sup> Annual General Meeting.





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The members, who have not cast their vote through remote e-voting, can exercise their right at the AGM through ballot. The Company will make the necessary arrangement in this regards in the AGM venue. The facility for voting through ballot shall be made available at the meeting. The detail instructions with respect to the voting are given in the enclosed notice of AGM.

This is for your information and ready reference.

Please acknowledge the receipt and take the above on record.

Thanking You.

Yours truly,

For Central Cables Limited,

*Mritunjay Kumar*

Mritunjay Kumar  
Company Secretary



Encl: as above

## CENTRAL CABLES LTD

CIN: L31300MH1981PLC023772

### BOARD OF DIRECTORS

#### Executive Director

Mrs. Swarna Mimani

#### Non-Executive Non-Independent Directors

Mr. Govinddas Daga

#### Independent Directors

Mr. Sanjay Dattatray Agnihotri

Mr. Abhishek Ravishankar Asati

#### Chief Financial Officer

Mr. Vijay Sharma

#### Company Secretary & Compliance Officer

Mr. Mritunjay Kumar

#### Bankers

State Bank of India

Union Bank of India

#### Statutory Auditors

M/s. R.K. Patodi & Co.

Chartered Accountants

2, Church Lane, 4<sup>th</sup> Floor, Suite No. 404A,

Kolkata -700001, Ph.: 033-2230 3160

Email: rkpatodi@gmail.com

#### Registrar & Share Transfer Agent

M/s. Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -83

Tel: +91-22-4918-6000

Email: manohar.shirwadkar@linkintime.co.in

URL: www.linkintime.co.in

#### Listing Details

The equity shares of the Company are listed on the Metropolitan Stock Exchange of India (MSEI).

Vibgyor Towers, 4th Floor, Plot No. C62, G Block

Opp-Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai : 400 098,

#### Registered Office

5 Temple Road, Civil Lines, Nagpur - 440001, Maharashtra, India

Tel: +91-8550933881

Email ID care.centralcables@gmail.com

Website [www.centralcables.in](http://www.centralcables.in)

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 38<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF CENTRAL CABLES LIMITED WILL BE HELD ON FRIDAY, 27<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5 TEMPLE ROAD, CIVIL LINES, NAGPUR-440001, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Govinddas Daga (DIN : 00202975) director, who retires by rotation and being eligible, offers himself for re-appointment.

Registered Office:  
5 Temple Road, Civil Lines  
Nagpur-440001  
CIN: L31300MH1981PLC023772  
Website: www.centralcables.in

By order of the Board of Directors  
For Central Cables Limited  
SD/-  
Mritunjay Kumar  
Company Secretary &  
Compliance Officer

Date : 14-08-2019

### **Notes:**

1. The Company's Statutory Auditor M/s. R.K. Patodi & CO., Chartered Accountant (FRN: 305091E) was appointed as Statutory Auditor for a period of five consecutive year at the 37<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditor.  
Pursuant to the amendments made to the companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification by the Members for the appointment of the Statutory Auditors had been withdrawn from the Statute.  
In view of the above, ratification by the members for the continuance of the appointment at the 38<sup>th</sup> AGM has not being sought. The Statutory Auditor has given a confirmation to the effect that it is eligible to continue with its appointment and that it has not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY IS NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY, DULY COMPLIED AND SIGNED, NOT LESS THAN FOURTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of Company carrying voting right. A member holding more than ten percent (10%) 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 the proxy for any other person or member.

Proxies submitted on behalf of societies, partnership firm etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. Proxy does not have the right to speak at the meeting and can vote on a poll.

During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would entitle to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days (3) of notice in writing is given to the company.

3. Members/ Proxies should bring the enclosed Attendance Slip duly filled in and signed in terms of specimen signature lodged with company for attending the meeting. Member attending the AGM are requested to bring with them DP & Client ID Number, Folio Number for dematerialised holding and physical holding respectively. The Company would accept only the Attendance Slip from a member actually attending the meeting or from the person attending as proxy under a valid proxy form registered with the Company not less than 48 hours

before the Commencement of the meeting. Attendance Slips of the members/ valid proxies not personally present at the meeting or relating to proxies which will be invalid will not be accepted from any other member/person.

4. Corporate members intending to send their authorised representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of Board Resolution authorising their representative to attend and vote at the meeting.
5. In case of joint holding, the joint holders whose name stands first, as per the Company's records, shall alone be entitled to vote.
6. Members holding shares in same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agent/Company.
7. Members are requested to notify immediately any changes in their address to the company in case their shares are held in dematerialised form. This information should be passed so that the information required can be made readily available at the meeting.
8. Pursuant to Section 72 of the Companies Act, 2013 members holding the shares in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 can be obtained from the Company at its Registered Office. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company at its Registered Office by quoting their respective folio number. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in the Form No. SH-14.
9. All the members are requested to register their e-mail ids with the Registrar and Share Transfer Agent- Link Intime Private Limited of the Company for the purpose of Service of Documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
10. Electronic copy of Notice of the 38<sup>th</sup> Annual General Meeting of the Company *inter alia* the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with company/ Depositor participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of notices *inter alia* indicating the process and manner of e-voting along with Attendance Sheet and Proxy Form is being sent in the permitted mode.
11. 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 mode are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the Shares in physical form can submit their PAN to the Company at its registered office address or to the Registrar & Share Transfer Agent, M/s. Link Intime Private Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai –83.
12. Pursuant to section 101 of the Companies Act, 2013 & Rule 18 of (Management and Administration) Rule, 2014, and regulation 36 of Listing Regulation, company can serve the Annual Report and other communications through electronic mode to the members who have registered their e-mail address either with the company or Depositories or the Members, who have not got their email ids registered, are requested to register their email address either with the company or with the depository. In view of the same the members who have not registered their e-mail addresses so far are requested to support Green Initiative and register their e-mail addresses for receiving the communication including Annual Report, Notices, Circulars, etc. from the company electronically.
13. The company is also in receipt of Complaints from various members from time to time regarding non-receipt of Annual Reports. Under Regulation 34 of SEBI (Listing Obligations and Disclosures Regulations) Regulations, 2015 (Listing Regulations), duly amended the company shall submit the annual report to the Stock Exchange not later than the day of commencement of dispatch to its shareholders. Hence, members may download the copy of full Annual Report of the Company from the website of the company i.e. [www.centralcables.in](http://www.centralcables.in). Or from the website of the CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
14. The facility for voting through ballot or polling paper shall be made available at the meeting and the member attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
15. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27<sup>th</sup> September, 2019 (both day inclusive).
16. The Register of Directors and Key Managerial Personnel and their shareholding Maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
17. The Register of Contract or Arrangements in which the directors, if any, are interested, maintained under section 189 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

18. All documents, if any, referred to in the accompanying notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, Sunday and Public holiday, during the business hours (11:00 a.m. to 1:00 p.m.) up to the date of meeting.
19. Pursuant to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vides Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, the company has stopped w.e.f 1<sup>st</sup> April, 2019 processing and effecting transfer of securities (except in case of transmission or transposition of securities) in physical mode if such requests have been received on or after 1<sup>st</sup> April, 2019. In other words, to get the equity shares transferred on or after 1<sup>st</sup> April, 2019, such shares are to be held in dematerialized mode. Letter have been sent to all the shareholders holding shares in physical mode informing them that the shares will be transferred only in dematerialised mode and therefore shareholders were requested to dematerialise their existing shares held in physical mode.
20. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not entitle to cast their vote again.
21. A brief resume of the director proposed to be appointed or re-appointed, nature of his expertise in functional areas, disclosures of relationship between directors inter-se, name of the entities in which he also holds the directorship and the memberships of committees of the Board and his shareholding in the company pursuant to the Regulation 36 of Listing Regulations with respect to directors seeking appointment or re-appointment at the forthcoming Annual General Meeting forms integral part of the notice and is given in the Annexure of this Notice.

22. **Instruction for E-Voting**

**Pursuant to the provision of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014, as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standarad-2 on General meeting, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passes in the meeting by the electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. The Company has engaged the services from CDSL for the purpose of providing e-voting facility to all its members.**

**In Case of Members who receive the Notice in electronic mode:**

Open the email and the PDF file with your Client ID No. or Registration Folio No. as Password. The said PDF file contains your user ID and Password for remote e-voting. Please note that the password is an initial password.

**The procedure with respect to remote e-voting is provided below:**

- i. The voting period begins on Tuesday, 24<sup>th</sup> September, 2019 at 9.00 AM and ends on Thursday, 26<sup>th</sup> September, 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Voting right will be reckoned on the Paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off 20<sup>th</sup> September, 2019.
- iii. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on Shareholders.
- vi. 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.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

ix. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for CENTRAL CABLES LIMITED on which you choose to vote.
- xiv. 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.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 and send it to the email id of Scrutinizer i.e. [vedpragati@rediffmail.com](mailto:vedpragati@rediffmail.com)
- xxii. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## GENERAL INSTRUCTIONS

- a. There will be one vote for every client No. / Registered Folio No. irrespective of the number of joint holders.
- b. The Result of E-voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. Declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the company's corporate website [www.centralcables.in](http://www.centralcables.in) and on the website of CDSL, such Results will be forwarded to the Stock Exchange.
- c. The e-voting period begins from Tuesday, 24<sup>th</sup> September, 2019 at 9.00 AM and ends on Thursday, 26<sup>th</sup> September, 2019 at 5.00 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 20<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- d. Members of the Company holding shares either in physical form or in dematerialized form as on the cutoff/entitlement date of 20<sup>th</sup> September, 2019 may cast their vote electronically.
- e. The Board of Director of the Company has appointed Mrs. Pragati Ved Kakani, (C.P. No. 8109. and Membership No. 5309), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper.
- g. The Scrutinizer shall, immediately after the conclusion of the AGM, count the vote cast at the AGM and thereafter, unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total vote cast in favour of or against, if any, not later than 48 hours after the conclusion of AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- h. The Result so declared, along with the scrutinizer's Report, shall be placed on the Company website viz. [www.centralcables.in](http://www.centralcables.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).within two (2) working days of passing of the resolution at the AGM of the company. The result shall also be forwarded to Stock Exchange.
- i. **A Road Map along with prominent landmark for easy location to reach the venue of Annual General Meeting is annexed to this notice.**

Registered Office:  
5 Temple Road, Civil Lines  
Nagpur-440001  
CIN: L31300MH1981PLC023772  
Date : 14-08-2019

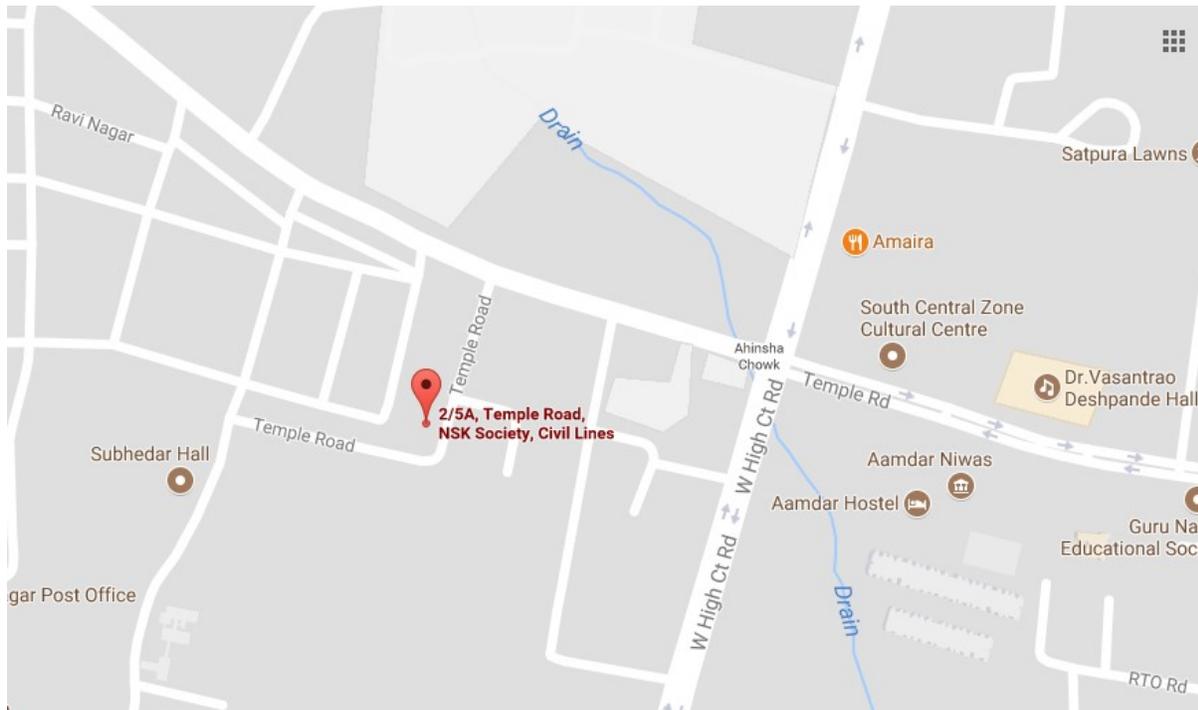
By order of the Board of Directors  
For Central Cables Limited  
Sd/-  
Mritunjay Kumar  
Company secretary &  
Compliance Officer

**ANNEXURE TO NOTICE OF 38<sup>th</sup> AGM**

**Details of the Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (Listing Regulation).**

Name of Director	Mr.Govinddas Daga
Date of Birth	16/12/1951
Date of Appointment	29/01/1981
Relationship with Directors	Mrs. Swarna Mimani- Daughter
Expertise in Specific functional area	Mr. Govindas Govardhandas Daga has more than 35 years of experience in the field of manufacturing, finance & management. Mr. Daga provides the strategic guidance and foresight to the Company. He is supported by a team of qualified and professional executives with considerable experience in theirrespective fields.
Qualification	Master of Science & MSEE from USA
Board Membership of Companies as on March 31, 2019	He is not a director in any other listed entity & accordingly does not have membership of any Board Committee of the listed entity.
Chairman/Member of the Committees of the Board of Directors as on March 31, 2019	
Total Number of Shares	1066875

**Route map for the location of the venue of the 38<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 27<sup>th</sup> September, 2019, is given below:**



## Director's Report to the Members

**Dear Members,**

Your Directors have pleasure in presenting their 38th Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2019.

### **1. FINANCIAL SUMMARY:**

Key highlights of financial performance for the Company for the financial year ended 31<sup>st</sup> March, 2019 is summarised as under:  
(Rs. In lakhs)

<b>Particulars</b>	<b>FY 2018-19</b>	<b>FY 2017-18</b>
Revenue from Operation	135.71	137.70
Other Income	36.68	109.79
Gross Revenue	172.39	247.49
Profit before Tax(after exceptional item)	25.19	82.44
Profit after Tax	0.58	59.79
Other Comprehensive Income	0	0
Total Comprehensive Income	0.58	59.79

### **2. DIVIDEND**

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

### **3. TRANSFER TO RESERVES**

During the Financial Year 2018-19 no amount has been transferred to General Reserve out of the amount available for appropriation.

### **4. OPERATIONS**

The Company is presently engaged in the business of providing rented services for storage of Goods or other materials or for different other purposes. The Company is improving its performance significantly and continues to focus on its growth and achieving new heights. During the Financial Year 2018-19 the operational performance of the Company has been reviewed and marked as satisfactory. Looking ahead, the company is moving closer towards achieving a much better performance in the coming year.

### **5. CHANGES IN THE NATURE OF BUSINESS**

During the financial year 2018-19, there were no material changes and commitments affecting financial position of the Company, which have occurred in the period to which the financial statements and the report relate. Further, there has been no change in the nature of business of the Company.

### **6. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

The Company does not have any subsidiaries or joint ventures or Associates as on March 31, 2019. Hence, the statement containing the salient feature of the financial statement of associate companies in Form AOC-1 is not applicable to the Company.

### **7. DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### **8. Director Responsibilities Statement:**

Pursuant to the Directors Responsibilities Statement as referred to in Section 134(3)(C) and 134(5) of the Companies Act, 2013, your Directors hereby confirmed that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and eliminates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- (iv) The directors have prepared the annual accounts on a going concern basis; and
- (v) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors have devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

#### **9. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014, pertaining to conversion of energy, technology absorption and foreign exchanges earnings and outgo to the extent possible in opinion of your Directors, is annexed hereto being **Annexure-I** and forming part of this Report.

#### **10. Company's Website**

The website of your Company [www.centralcables.in](http://www.centralcables.in) displays the company's businesses up-front on the home page. The site carries a comprehensive database of information of your Company including Financial Results of your Company, Shareholding Pattern of your Company, Director's & Corporate Profile, details of Board Committees, Corporate Policies and Business Activities of your Company. All mandatory information and disclosures as per the requirements of the Companies Act, 2013 and Companies Rules 2014 and as per SEBI (Listing Obligation and Disclosures Requirement), Regulation 2015 (Listing Regulations) has been uploaded.

#### **11. Listing of Securities in Stock Exchange**

The Share of Company is presently listed at Metropolitan Stock Exchange of India (MSEI). The Script Code of the company is "CENTRAL" and the ISIN is "INE672G01015". The Company is registered with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited CDSL for holding the shares in dematerialized form and open for trading. The Company has paid the Annual Listing Fees to the Stock Exchange for the Financial Year 2018-19. Annual Custody/issuer fees for the financial year 2018-19 have been paid by the Company to NSDL & CDSL on receipt of the invoice.

#### **12. Directors and Key Managerial Personnel (KMP)**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Companies Article of Association, Mr. Govinddas Daga (DIN: 00202975), Director retires by rotation and being eligible, offer himself for reappointment at the ensuing Annual General Meeting. The Board recommended his reappointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

During the financial year 2018-19, Mr. Bhaskar Nandadulal Manna, Non- Executive non Independent Director of the Company had resigned from directorship on 11<sup>th</sup> September, 2018. Since, the Optimum composition Board directors and constitution of Committees had not been hindered, therefore no Directors were appointed during the year.

Details of Directors seeking reappointment as required under Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements), 2015 forms a part of the notice calling 38<sup>th</sup> Annual General Meeting of the Company.

The present Whole-Time Director & Key Managerial Personnel are as follows:

- i. Mrs. Swarna Mimani- Whole-time Director
- ii. Mr. Mritunjay Kumar- Company Secretary & Compliance Officer
- iii. Mr. Vijay Sharma- Chief Financial Officer

None of the directors of the Company are disqualified as per Section 164(2) of the Companies Act, 2013 and the rules made thereunder or any other provisions of the Companies Act, 2013. The Directors have also added the necessary disclosures to the extent as required under provisions of Section 184(1). In accordance with Section 149(7) of the Companies Act, 2013, the Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation & Disclosure Requirements), 2015.

All members of the Board of Directors and Senior Management Personnel affirmed compliances with the Company's code of conduct on an annual basis.

#### **13. PARTICULARS OF PERSONNEL**

Disclosures with respect to the remuneration of Directors, KMPs and other employees as required under provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure-II and forming part of this Report.

Details of employees remuneration as required under the provisions of section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this report in **Annexure III**.

#### **14. Board Evaluation and Nomination and Remuneration Policy**

Pursuant to Section 134(3)(p), Schedule IV (VIII) of the Companies Act, 2013 and Regulations of the Securities and Exchange Board India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the performance evaluation of Directors, Board and Committee was done at three levels by the Independent Directors at a separate meeting, Nomination and Remuneration Committee and the Board. Firstly, the Board of Directors has carried out an evaluation of performance of Independent Directors, its own, the Committee and individuals directors based on the evaluation making by the Directors. Secondly, at a Separate Meeting of Independent Directors of the Company held on 10th March, 2019, performance of the Non-Independent Directors, the Board as whole and the Chairman of the Company was evaluated, taking into account views of Executive and Non-executive Directors. Lastly, the Nomination and Remuneration Committee of the Company carried out the evaluations as appropriate and whenever required as per the prescribed criteria adopted by the Board. The performance was evaluated by the Board on the basis of the criteria such as composition of Board and Committee and structure, effectiveness of Board and committee processes, information and functioning. The performance was considered satisfactory.

The detailed Nomination & Remuneration Policy of the Company is annexed as **Annexure-IV** to this Board Report.

## **15. Board Diversity**

The Company recognizes and believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing different skills, qualifications, professional experiences, knowledge, gender, ethnicity, background and other distinguished qualities etc. of the members of the Board, necessary for effective Corporate Governance, sustainable and balanced development.

The Board recognized the importance of diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Board Diversity Policy is available on website: [www.centralcables.in](http://www.centralcables.in).

## **16. Internal Financial Control :**

Your Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. The Scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the reporting is done to the Chairman of the Audit Committee of the Company.

The Audit Committee monitors and evaluates the efficacy and adequacy of the Internal Control System in your company, its compliance with the operating systems, accounting procedures and policy of your company. Based on the Internal Audit Report, the management undertakes corrective actions in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions suggested are presented to the Audit committee of the Board. In the view of the Statutory Auditor of the Company, the internal financial controls with respect to the financial reporting were adequate and operating effectively during the financial year.

## **17. Risk Management:**

Pursuant to section 134 of the Companies Act, 2013, your Company has developed, implemented and adopted a risk management policy to identifying and evaluate business risk and opportunities for mitigation of the same on a continual basis. The Company has in place a mechanism to inform the Board members about the risk assessment, their comparison against benchmarks or standards, and determination of an acceptable level of risk and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

## **18. Corporate Social Responsibility (CSR)**

In pursuance to the Provision of the Section 135 of the Companies Act, 2013 and the rules made hereunder, read with Schedule V of Act, the CSR is not applicable on the Company. Thus, no committee is formed and no investment is made for the purpose of the Social Responsibility.

## **19. Auditors and Auditors' Report**

### **i. Statutory Auditor**

M/s. R. K. Patodi & Co., Chartered Accountant (FRN. 305091E), was appointed as the Statutory Auditor of the Company at the 37th Annual General Meeting held on 28th September, 2018 for a period of five (5) consecutive years. They have submitted a certificate confirming that their appointment is in according with Section 139 read with Section 141 of the Companies Act, 2013.

The report of the Statutory Auditors along with the notes to accounts is enclosed to this report and contains an unmodified opinion. The report does not contain any qualification, reservation, adverse remarks or disclaimer. Also, no offence or fraud was reported by the Auditor of the Company.

### **ii. Internal Auditor**

During the Financial Year 2018-19, the Internal Auditor Ms. Minu Rohila had resigned as the Internal Auditor of the Company. Pursuant to Section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, your Board based on the recommendation of Audit Committee the Board had appointed M/s. Rathi Kaushik & Associates, Chartered Accountant (FRN: 136214W) as the Internal Auditor for a period of five (5) consecutive years from the financial year 2018-19.

### **iii. Secretarial Auditor**

The Board had re-appointed M/s P. M. Kakani & Co., Practicing Company Secretary, Nagpur (FCS Pragati Kakani, Sole Proprietor) Membership No. F-8109 & CP No – 5329, as the Secretarial Auditor of the Company to carry out the Secretarial Audit for the year 2018-19 under the provision of Section 204 of the Companies Act, 2013.

The report on Secretarial Audit for the financial year ended 31st March, 2019 is enclosed as **Annexure-V** MR-3 to this Board's Report. The Secretarial Audit Report doesn't contain any qualification, reservation or adverse remarks.

## **20. HUMAN RESOURCES**

The Company has always provided a congenial atmosphere for work to all sections of society. It has provided equal opportunities of employment to all irrespective to their caste, religion, color, marital status and sex. The Company believes that human capital of the Company is its most valuable assets and its human resource policies are aligned towards this objective of the Company.

The relation amongst its employees remained harmonious and the year under review remained free from any labor unrest.

## **21. CFO CERTIFICATION**

CFO Certification on the Financial Details of the Company is attached to the Report, **Annexure-VI**.

## **22. Corporate Governance**

Your Company has practiced sound Corporate Governance and takes necessary actions at appropriate time for enhancing and meeting stakeholder's expectations while continuing to comply with mandatory provisions and strive to comply non-mandatory requirements of Corporate Governance. Your Company has complied with the requirements of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015 hereinafter referred to as "Listing Regulation", as issued by SEBI and amended from time to time. Your Company has given its deliberations to provide all the information in the Board's Report and the Corporate Governance Report as per the requirements of Companies Act, 2013 and the Listing Regulations, as matter of prudence and good governance.

### **23. Management Discussion & Analysis Report**

A report on Management Discussion & Analysis Report is given as **Annexure-VII** to this report.

### **24. Code of Conduct**

The Code of Conduct for Directors, KMPs and Senior Executive of the Company is already in force and the same has been placed on the Company's website: [www.centralcables.in](http://www.centralcables.in).

### **25. Code of Conduct for Prevention of Insider Trading**

In term of amended SEBI (Prohibition of Insider Trading) Regulation, 2015, Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015, your Company has adopted the Code of Conduct for Prevention of Insider Trading and the same is also placed on the Company's website: [www.centralcables.in](http://www.centralcables.in). Further, in accordance with the amended provision of the Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015, your company has also adopted the code of practices and procedures for fair disclosures of Unpublished Price Sensitive Information and formulated the Code of Conduct of the Company.

### **26. Indian Accounting Standard**

The Minister of Corporate Affairs (MCA), vide its notification in Official Gazette dated February 16, 2015, notified the Indian Accounting Standard (IND AS) applicable to Certain classes of Companies. Ind AS has replaced the Existing Indian GAAP prescribed under section 133 of the Companies Act, 2013, read with the rules 7 of the Companies (Accounts) Rules, 2014. Thus Ind AS is applicable to your Company and the accounts have been prepared accordingly.

### **27. Disclosures**

#### **i. Extract of Annual Return**

The details forming part of the extract of Annual Return of the Company in form MGT-9, as required under section 92(3) of Companies Act, 2013 is annexed herewith as **Annexure-VIII** to this Report.

#### **ii. Related Party Transaction**

During the year, no related party transactions were entered into by the Company under section 188 of the Companies Act, 2013. There have been no material significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013 and the Listing Regulation which may have potential conflict of interest with the Company at large. Accordingly, disclosure in Form AOC-2 is not required.

The Company has also formulated a policy on dealing with Related Party Transaction and necessary approval of Audit Committee and Board of Directors were taken whenever required in accordance with the policy.

The necessary disclosures regarding related party transactions in accordance to IND AS are given in the notes of accounts.

#### **iii. Number of Board Meeting**

During the financial year 2018-19, the Board of Directors had 6 (Six) meetings. These were held on 30th May, 2018, 18th June, 2018, 13th August, 2018, 14th November, 2018, 13th February, 2019 and 28th March, 2019 the maximum interval between two meetings did not exceed 120 days.

#### **iv. Composition of Audit Committee:**

During the financial year 2018-19, Mr. Bhaskar Nandadulal Manna, Non- Executive non Independent Director of the Company had resigned from directorship on 11th September, 2018 and he ceased to be the member of Audit Committee. The Board has appointed Mrs. Swarna Mimani as the member of Audit Committee on the Place of Mr. Bhaskar Nandadulal Manna to fill the vacancy caused by his resignation.

The Audit Committee comprises of three (3) Members amongst which two (2) are Non-Executive Independent Directors, namely Mr. Abhishek R Asati (Chairman) and Mr. Sanjay Dattatray Agnihotri (Member) and one Executive Non-Independent Director namely Mrs. Swarna Mimani (Member). All the recommendation made by the Audit Committee were accepted by the Board.

#### **v. Number of Audit Committee Meetings**

During the financial year 2018-19, the Audit Committee had 5 (Five) meetings. These were held on 30th May, 2018, 18th June, 2018, 13th August, 2018, 14th November, 2018 and 13th February, 2019 the maximum interval between two meetings did not exceed 120 days.

#### **vi. Nomination and Remuneration Committee and Number of Meetings**

During the financial year 2018-19, Mr. Bhaskar Nandadulal Manna, Non- Executive non Independent Director of the Company had resigned from directorship on 11th September, 2018 and he ceased to be the member of Nomination and Remuneration Committee. The Board has appointed Mr. Govinddas Daga as the member of Nomination and Remuneration Committee on the Place of Mr. Bhaskar Nandadulal Manna to fill the vacancy caused by his resignation.

The Nomination and Remuneration Committee comprises of three (3) Members amongst which all of them are Non-Executive directors Namely, Mr. Abhishek R Asati (Chairman) and Mr. Sanjay Dattatray Agnihotri (Member) and Mr. Govinddas Daga (Member).

#### **vii. Stakeholders Relationship Committee**

The Stakeholder Relationship Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 20 of Listing Regulations. The Committee is primarily responsible to review all matters connected with transfer and transmission of shares, issues of Duplicate shares and Consolidation and Splitting of certificates etc. and handling/redressal of Shareholder's/Investors Complains.

The Composition of Committee of three (3) directors Mr. Abhishek R Asati (Chairman) and Mr. Sanjay Dattatray Agnihotri (Member) and Mr. Govinddas Daga (Member).

**viii. Separate Meeting of Independent Directors**

Pursuant to Section 149 and Schedule IV of the Act and Regulation 25 of Listing Regulation, Separate Meeting of Independent Directors was held on 10th March, 2019 without the attendance of Non-independent directors and members of management. All the independent directors of the company were present at the meeting. They reviewed the performance of non-independent directors, Committees and the Board as a whole and evaluated the performance of the Chairperson of the company and found them to be satisfactory.

**ix. Secretarial Standards of ICSI**

The company is in compliance with the secretarial standards on meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretary of India and approved by the Central Government.

**x. Vigil mechanism/Whistle Blower Policy**

Pursuant to the Section 177 of the Companies Act, 2013, the Board of Director at its meeting has adopted a Vigil Mechanism/Whistle Blower policy of the Company. The policy provides a framework for directors and employees to report genuine concern about unethical behaviours, actual and suspected fraud or violation of the Company's code of conduct or ethics policy. No person has been denied access to the Chairman of the Audit Committee. The provisions of the policy are in line with the provisions of Section 177 of the Companies Act, 2013, read with Regulation 22 of Listing Regulations. The Vigil Mechanism/Whistle Blower Policy can be access on the Company Website: [www.centralcables.in](http://www.centralcables.in).

**xi. Disclosures as per Sexual Harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has Zero tolerance towards Sexual Harassment at workplace and has an Internal compliant Committee to consider and redress complaints of sexual harassment and the Company also adopted policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rule framed thereunder for the benefit of employees. During the year 2018-19 the Company has received no complaint on Sexual Harassment.

**xii. Particulars of Loans Given, Investment Made, Guarantees Given and Security Provided.**

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements.

**xiii. General**

Your Directors state that no disclosure on reporting is required in respect of the following items as there were no transactions on these items during the financial year 2018-19 under review:

1. Details relating to deposits cover under Chapter V of the Companies Act, 2013.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity share) to the employee of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impacted the going concern Status and Company's Operations in future.

**28. Acknowledgement**

Your Directors take this opportunity to thank the Regulatory and Government Authorities, Bankers, Business Associates, Shareholders and the Customers of the Company for their continued support to the Company.

The Directors express their deep sense of appreciation towards all the employees and staff of the Company and wish the management all the best for achieving greater heights in the future.

Registered Office  
5 Temple Road, Civil Lines,  
Nagpur - 440001, Maharashtra  
August 14, 2019

Govinddas Daga  
Director  
(DIN- 00202975)

**For and on Behalf of the Board  
Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)

**Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014:-**

**A) Conservation of Energy-**

- i) the steps taken or impact on conservation of energy – The Operation of your company are not energy intensive, however adequate measures have been taken to reduce energy consumption.
- ii) the steps taken by the company for utilizing alternate source of energy- All effort are made to use natural lights to optimize the consumption of energy.  
The Company is committed to conserve energy at its various establishments and has explored possibilities to exploit alternate source of energy as well. The company is steadily progressing in this endeavor and is hopeful that improvements will be made going forward.
- iii) the capital investment on energy conservation equipments;  
a. Replacement of the Existing tube light with LED Strip.  
b. Replacement of 50 watt light with 6 watt light in the garden.

**B) Technology Absorption**

- i. The effort made towards technology absorption.- N.A.
- ii. The benefit derived like product improvement, cost reduction, product development or import substitution-N.A.
- iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year).
- a) Details of Technology imported }  
b) Year of import }  
c) Whether the technology been fully absorbed } N.A.  
d) If not fully absorbed, areas where absorption has not taken place, reasons thereof: and }
- iv. The expenditure incurred on Research and Development  
- No R&D expenditure has been made this year.

**(C) Foreign Exchange Earning and Outgo - N.A.**

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Director  
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Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)

**Annexure-II**

**Particulars of Managerial remuneration as stated in section 197 of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014**

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2018-19 (Rs. in Lakhs)	% increase in Remuneration in the financial year 2018-19	Ration of Remuneration of Director/ to median remuneration of employees
1.	Mrs. Swarna Mimani- Whole-time Director	N.A.	N.A.	N.A.
2.	Mr. Govinddas G Daga- Non- Executive Director	N.A.	N.A.	N.A.
3.	Mr. Abhishek Ravishankar Asati	N.A.	N.A.	N.A.
4.	Mr. Sanjay Dattatray Agnihotri	N.A.	N.A.	N.A.
5.	Mr. Vijay Sharma-Chief Fiancial Officer	5.28	28.15%	N.A.
6.	Mr. Mritunjay Kumar	2.60	11.11%	N.A.

**Note(s):**

- a) None of the Directors of the Company has received any remuneration, for the Meeting(s) of the Board of Directors or any Committee thereof during the financial year 2018-19.
- b) "Median" means the numerical value separating the higher half of employees of the Company from the lower half and the median of a finite list of number may be found by arranging all the observations from the lowest value to highest value and picking the middle one.

- i. The median remuneration of employees during the financial year 2018-19 was 3.60 Lacs.
- ii. As on March 31, 2019, there are 4 employees on the payroll of the Company.
- iii. Average percentile increase already made in the salaries of the employees other than the managerial personnel in the financial year 2018-19 was NIL whereas the increase in the managerial remuneration for the same financial year was 19.63%.

It is hereby affirmed that the remuneration paid during the year ended 31st March, 2019 is as per Remuneration Policy of the Company.

Registered Office

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August 14, 2019

Govinddas Daga  
Director  
(DIN- 00202975)

**For and on Behalf of the Board  
Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)

**Annexure-III**

Information as per Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Names	Designation	Remuneration (Rs .)	Nature of Employment	Qualification	Experience in (Year)	Date of Commencement of employment	Age in (year)	Previous employment	% of Shares held in the company	Whether related to any director
<b>The name of Top Ten Employees in term of remuneration drawn:</b>											
1.	Mr. Vijay Sharma-	CFO	552000	Full Time	B.Com	10 Years	16/02/2017	32	Arjava Projects Pvt. Ltd.	0	No
2.	Mr. Mritunjay Kumar	CS	300000	Full Time	B.Com , M.com , ACS	3 Years	29/01/2018	29	Jet Air Agencies Pvt. Ltd.	0	No
3	Vasant D. Thakre	Sr. Accounts Officer	270000	Full Time	B.CO M	25 YEA RS	20.09.2010	58 yr.	Sunil Polipack Ltd.Raipur	0	No
4	Shrikant D Sonak	Accounts Officer	420000	Full Time	M.CO M	24Y EAR S	01.06.2017	56 Yr	Vishal Nirmiti P. Ltd. Nagpur	0	No
Personnel who are in receipt of remuneration aggregating not less than Rs. 10,200,000 per annum and employed throughout the year.											
NIL											
(C) Personnel who are in receipt of remuneration aggregating not less than Rs. 8,50,000 per month and employed for the part of the year:											
NIL											
(D) Personnel who are in receipt of remuneration aggregating in excess of that drawn by the Managing Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company and employed through the year or part of the financial year:											
NIL											

**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Definitions:**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** in relation to a Company means: i) Managing Director, or Chief Executive Officer or Manager, ii) Company Secretary; iii) whole-time director; iv) chief financial officer; and v) such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

**Objective:**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**Role of the Committee:**

The role of the Nomination and Remuneration Committee will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- To formulate criteria for evaluation of Independent Directors and the Board of directors.
- To devise a policy on diversity of board of directors.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board policy relating to all remuneration, in whatever form, payable to senior management.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company’s Policy.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

**TERM / TENURE****a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

#### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

#### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

##### **1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

##### **2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied: i) The Services are rendered by such Director in his capacity as the professional; and ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

##### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

#### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee may Delegate any of its powers to one or more of its members.

Registered Office

5 Temple Road, Civil Lines,  
Nagpur - 440001, Maharashtra  
August 14, 2019

Govinddas Daga  
Director  
(DIN- 00202975)

**For and on Behalf of the Board  
Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2019**

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

To,

The Members,  
 Central Cables Limited  
 CIN - L31300MH1981PLC023772  
 5 Temple Road, Civil Lines,  
 Nagpur - 440001, Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Central Cables Limited** (hereinafter called the Company). 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 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Central Cables Limited** for the financial year ended on **31<sup>st</sup> March, 2019** according to the provisions complied 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. Company has not made any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings so the Foreign Exchange Management Act, 1999 is not applicable.
- v. The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-  
 Company was Listed on OTC stock exchange of India and due to the exit route provided to the OTC Exchange of India where the company was listed and w.e.f. March 31, 2015 Company has been moved to Dissemination Board of BSE Limited and Listed on MSE w.e.f. October 2017 viz. :-
  - 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 (Listing Obligations and Disclosures Requirements) Regulations, 2015 (herewith referred as Listing Regulations).
- vi. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **which were not required to be complied with** viz. :-
  - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vii. Whereas the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **which was complied with:**  
 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;
- viii. Other Laws applicable to the Company
  - The Employees Provident Fund Act, 1952
  - The Income Tax Act, 1961
  - Service tax Act, 1994
  - Goods and Service Tax Act, 2017
  - Payment of Gratuity Act, 1997

I have also examined compliance with applicable clauses of the following

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the MSE Stock exchange w.e.f. October 2017

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations,

Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. **Company was unable to comply with the provisions of section 124 of the Companies Act 2013 relating to transfer of Unpaid or unclaimed Dividend to Investors Education and Protection fund Account due to the unavailability of data now the company is in process of comply with the provision of the same.**

I further report that

- The Board of Directors of the Company is duly constituted as per the balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance.
- All decision at board meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee 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

Date: 11<sup>th</sup> AUGUST 2019

Place: Nagpur

For **P.M. Kakani & Co.**  
**Practising Company Secretaries**

**FCS Pragati Ved Kakani**  
Proprietor  
C.P. No. 5329  
Membership No. 8109

Note :- This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,  
The Members  
Central Cables Limited  
Nagpur

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 11/08/2019

Place: Nagpur

For **P.M. Kakani & Co.**  
**Practicing Company Secretaries**

**FCS Pragati Ved Kakani**  
Proprietor  
C.P. No. 5329  
Membership No. 8109

To  
The Board of Directors  
Central Cables Limited  
5, Temple Road, Civil Line  
Nagpur-440001

Dear Sir,

**Sub: Compliance Certificate furnished by Chief Financial Officer of the Company as for the quarter ended (Q4) and financial year ended 31<sup>st</sup> March, 2019 as per Part B of Schedule II of Regulation 17(8) and 33 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.**

I, Vijay Sharma, in capacity of Chief Financial Officer of Central Cables Limited (the company) to the best of our knowledge and belief certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2019:
  - I) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 are fraudulent, illegal or violating of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware and have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under review.
  - ii) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting

**VIJAY SHARMA**  
Chief Financial Officer

Place: Nagpur

Date : 30.05.2019

## MANAGEMENT DISCUSSION & ANALYSIS

### **Indian Economy overview**

India emerged as the sixth-largest and retained its position as the fastest-growing trillion-dollar economy. However, after growing 7.2% in 2017-18, the Indian Economy slow down to 7% in 2018-19 (as per the second advance estimate released by The Central Statistics Office, CSO in February 2019). (Source: CSO, Economic Time).

On the positive side, the country attracted more foreign inflows than China-~US\$ 38 billion- that was higher than China's US\$ 32 Billion. India witnessed a 23-notch jump to a record 77<sup>th</sup> position in the world Bank's ease of doing business ranking. The commencement of the US-China trade was opened a new opportunity for India. Inflation (including food and energy prices) was pegged at 2.6% on an annual basis, one of the lowest in year and below in years below the RBI's medium-term target of 4%.the rupees rebounded after touching a low of Rs. 74.45 to a dollar to close the financial year at Rs. 69.44. (Source: Business Standard, Economic Times).

India is expecting to grow at 7.3% in FY 2019-20, benefiting from the ongoing structural reforms. (Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today, IMF)

### **GLOBAL ECONOMIC OVERVIEW**

The Global Economy grew 3.7% in 2018 compared to 3.8% in 2017, largely on account of the failure of Brexit negotiations, tightened financial conditions, geopolitical tension and higher crude oil costs. Global growth is estimated at 3.5% in 2019 and 3.6% in 2020 on account of a sustained weakening in advanced economies. (Source: World Economy Outlook).

### **Industry Overview**

Warehouses refer to storage facilities where goods are stored until they are dispatched to customers and end-users. The time lag between production and consumption of goods necessitates the existence of warehouses for the temporary storage of goods. For instance, certain goods are produced only during a particular season but consumed throughout the year. Similarly, certain goods are produced throughout the year, but have demand only during a particular season. Thus, warehouses play an important role in maintaining the quality of products and minimizing wide fluctuations in the prices of goods. Additionally, value-added services such as packaging, sorting, grading, kitting, bar coding, and reverse logistics can be carried out at warehouses. Modern warehouses equipped with the modern IT systems can also track inventory and management of orders, product data and storage.

The total warehousing space is estimated to be 68 million sq m in 2019 for the manufacturing sector, which is projected to grow at a compounded annual growth rate of 5 percent in the next five years to 86 million sq m by 2024. The sector attracted around Rs 47,385 crore funds since 2014 from institutional investors and developers amid increasing demand for logistic spaces, according to a report by Knight Frank titled 'India Warehousing Market 2019'.

Leasing of warehousing spaces went up by 77 percent last calendar year to 46.2 million sq ft of which, at 128 percent growth, the e-commerce segment is the fastest growing occupier segment for the Indian warehousing market, the report noted.

The warehousing industry has witnessed massive participation from institutional investors, as well as developers, who have collectively invested over \$6.8 billion since 2014, with an average investment per deal of \$282 million. Private equity funds had a 49 percent share of the total investments into the warehousing industry. This was followed by sovereign and pension funds at 31 percent and 20 percent of the pie belonging to the developers, it said.

Warehousing comprises industrial and agricultural storage of the total warehousing space of about 1,800 million sq ft, the industrial and agricultural segments constitute about 86 per cent and 14 per cent, respectively. Government organizations including Food Corporation of India, Central Warehousing Corporation and the state warehousing corporations account for about two-thirds of the agricultural warehousing segment. Warehousing also includes cold storage, comprising over 5,300 units; most of which are concentrated in the states of Uttar Pradesh, Punjab and West Bengal. According to the Ministry of Agriculture, at present, the cold chain capacity is about 9 million tonnes.

### **Operations**

Presently, the Company is engaged in the business which is similar to warehouse keepers, warehouse owners, warehouse builders & contractors. The company business is to take or give on lease or on rent, let-out or otherwise gives or takes land, godowns, building, and premises for Storage of Goods, Materials and for other services.

The Company is under the Corporation of Maharashtra Industrial Development Corporation (MIDC) Hingna, Nagpur notified backward area, and is spread over in an area of 30,000 square meters. However, the Company has stopped the manufacturing business activities and started Renting and Leasing of land, godowns, building, and premises for Storage of Goods, Materials and for other services.

The Company plan to maximize the revenue through capacity expansion and enhancing the storage efficiency. The company focused on reduction of operational cost and minimizing the losses. The company also performs in environment friendly conditions.

### **Our Strengths**

- Our experienced management and dedicated employee base.
- Customer satisfaction.
- Security
- Technically Secured.

- Well Established Relationships with Trade Partners.
- We enjoy cordial relations with our employees.

**Our overall business strategy shall be to:**

- Maximize revenue through capacity expansion and increase in efficiency
- Enhancing storage efficiency and minimize process losses
- Reduce operational costs and be cost competitive
- Have a consumer centric approach
- Adopt best practices in all functions and processes
- Perform in an environment friendly condition
- To constantly expand to new geographies

**Financial and operational Performance:**

Operational Performance

The Company is engaged in the business of warehouse keepers, warehouse owners, warehouse builders & contractors, to take or give on lease or on rent, let out or otherwise give or take land, godowns, building, and premises for warehouse business. During the year under review, our Company has recorded total revenue of Rs.1.72 crores.

The operational performance of the Company during the period under review was satisfactory. We intend to achieve sustainable and profitable growth through our consistent efforts.

During the year, the company improved its performance significantly. The company continues to focus on growing the topline, keeping the cost under control and improving the performance of our company. The demand for our company is increasing on increasing rate, so the management of our Company has decided and started expansion of business. The company has renovated the premises, given a modern and attractive look and made it technically good and secured.

Operating Results

Key highlights of financial performance for the Company for the financial year 2018-19 on standalone basis are tabulated below:

**(Rs. in Lacs other than EPS)**

Particulars	FY2018-19	FY 2017-18
Sales and Other Income	172.39	247.49
Earnings before interest, tax, depreciation and amortization	48.35	103.29
Profit before Tax	25.19	82.44
Profit after Tax	0.58	59.79
EPS	0.04	3.68

**Opportunities, threats, risks and concerns:**

Spiraling inflation and lowing interest rates during the last year have overpowered both investment and consumption in the economy. To survive and sustain in the current global scenario has been a very challenging task. The current economic environment is combined of substantial growth as well as evolving risks for which appropriate changes are done to face them.

**Internal Control Systems:**

Your company has in place an adequate system on internal controls, with documented procedures covering all corporate functions. System of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the feasibility of financial controls, and compliance with applicable laws and regulations. Adequate internal control measures are in the form of various policies and procedures issued by the management covering all critical and important activities viz. revenue management, Finance, Human Resources, safety, etc. These policies and procedures are updated from time to time and compliance is monitored by internal audit.

The effectiveness of internal control is reviewed through the internal audit process, which is undertaken for every operational unit and all measure corporate functions under the directions of the operations departments. The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementation of internal audit recommendation through the compliance reports submitted to them. The Statutory Auditor of your company have opined in their report that your company has adequate internal controls over financial reporting.

**Debt Structure**

During the year under review your Company has not raised any amount by way of debt.

**Human Resources:**

Human resources play a key role in helping the Company deal with the fast-changing competitive environment. So, the company endeavors to provide individual development and growth to the employees that motivate them to give high performance helping the Company to achieve its goals.

The company continues to maintain a very cordial and healthy relationship with its work force across all its units. The number of people employed on roll by the hotels as on 31<sup>st</sup> March, 2019 was 4. Caring for our people so that that can be their best has been one of the objectives of the company in our survey. Further, the company continuously reviews and re-aligns its people practices and policies with an aim to provide its employees with the best working environment.

**DETAILS OF SIGNIFICANT CHANGES IN FINANCIAL RATION:**

In accordance with the SEBI (Listing Obligations and Disclosures Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (Change of 25% or more as compared to the immediately preceding financial year) in key sector-specific financial ratios.

The Company has indentified the following ratios as key financial ratios:

<b>Ratio Calculation</b>		
Particulars	F.Y. 2018-19	F.Y. 2017-18
Debtors Turnover Ratio	1.01	1.07
Inventory Turnover Ratio	N.A.	N.A.
Current Ratio	22.80	31.04
Debt Equity Ratio	0.10	0.13
Operating Margin%	17	45
Net Profit margin%	15	33

During the year, the company improved its performance significantly. The company continues to focus on growing the topline, keeping the cost under control and improving the performance of our company. The demand for our company is increasing on increasing rate, so the management of our Company has decided and started expansion of business. The company has renovated the premises, given a modern and attractive look and made it technically good and secured. The profit margin of the company has declined in f.y. 2018-19 because of the investment in expansion and development of the business of the company.

#### **Net Worth of Central Cables Limited**

Particular	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018	Changes
Net worth	12,50,10,844.28	12,49,53,230	57,614.28

#### **Networth is increase due to increase in Business Profit during the Financial Year 2018-19**

Net Comprehensive Income	57,614.28	Due to increase in net comprehensive income
Less: Dividend Paid	0	Nil
Less: Dividend Distribution Tax	0	Nil
Net Increase Business Profit	57614.28	

#### **Cautionary Statement:**

Statements made in the Management Discussion and analysis describing the Company's objectives, projections, estimates, predictions and expectations may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.

Registered Office  
5 Temple Road, Civil Lines,  
Nagpur - 440001, Maharashtra  
August 14, 2019

Govinddas Daga  
Director  
(DIN- 00202975)

#### **For and on Behalf of the Board Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)





Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2018				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
share capital in excess of Rs. 1 lakh									
(c) Others (specify)									-
Trust									
Hindu Undivided Family	400	-	400	0.025	400	-	400	0.025	-
Non-Residential Indians									
Directors & Relative of Directors	2,000	1,21,675	1,23,675	7.61	0	120375	120375	7.41	-0.20
Clearing Members									
<b>SUB TOTAL (B)(2):</b>	<b>2,55,100</b>	<b>2,99,025</b>	<b>5,54,125</b>	<b>34.10</b>	<b>2,56,900</b>	<b>297225</b>	<b>554125</b>	<b>34.10</b>	<b>-</b>
<b>Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>255100</b>	<b>300225</b>	<b>5,55,325</b>	<b>34.17</b>	<b>256900</b>	<b>298425</b>	<b>555325</b>	<b>34.17</b>	<b>-</b>
<b>Total (A) + (B)</b>	<b>13,23,975</b>	<b>3,01,025</b>	<b>16,25,000</b>	<b>100.00</b>	<b>13,26,575</b>	<b>2,98,425</b>	<b>16,25,000</b>	<b>100.00</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total(A+B+C)</b>	<b>13,23,975</b>	<b>3,01,025</b>	<b>16,25,000</b>	<b>100.00</b>	<b>13,26,575</b>	<b>2,98,425</b>	<b>16,25,000</b>	<b>100.00</b>	<b>-</b>

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year [ As on 1 <sup>st</sup> April, 2018]			Shareholding at the end of the Year [ As on 31 <sup>st</sup> March, 2019]			% 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	Govinddas G Daga	10,66,875	65.6538	55.7292	10,66,875	65.6538	55.7292	-
2	Vimal Kishore Kacholia	2,000	0.1231	-	2,000	0.1231	-	-
3	Shashikant M Lad	800	0.0492	-	800	0.0492	-	-
	<b>Total</b>	<b>10,69,675</b>	<b>65.8262</b>	<b>-</b>	<b>10,69,675</b>	<b>65.8262</b>	<b>55.7292</b>	<b>-</b>

iii) Change in Promoters' Shareholding:

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year 01.04.2017/ end of the year 31.03.2018		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of shares	% of total shares of the			No. of shares	% of total shares of	No. of shares	% of total shares of the company

			company				the company		
No Change during the year									

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

Sl. No.	Name Of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2018/ end of the year 31 <sup>st</sup> March, 2019		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year (1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019)	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	J M Financial & Investment Consultancy Services Pvt. Ltd	1,07,500	6.61%	-	-	-	-	1,07,500	6.61%
2	Sudha Daga	96,775	5.96%	-	-	-	-	96,775	5.96%
3	JSB Securities Ltd	93,500	5.75%	-	-	-	-	93,500	5.75%
4	Kalash Mercantile Pvt. Ltd	26,100	1.61%	-	-	-	-	26,100	1.61%
5	Reliance Capital Ltd.	24,600	1.51%	-	-	-	-	24,600	1.51%
6	S G Daga	23,000	1.41%	-	-	-	-	23,000	1.41%
7	Rakhi	9,700	0.60%	-	-	-	-	9,700	0.60%
8	Manali Trading & Holdings Pvt. Ltd.	7,000	0.43%	-	-	-	-	7,000	0.43%
9	Nipun Sumanlal Mehta	6,200	0.38%	-	-	-	-	6,200	0.38%
10	Nirmala	5,000	0.31%	-	-	-	-	5,000	0.31%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder For Each of the Directors and KMP	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2018/ end of the year 31 <sup>st</sup> March, 2019		Date	Reason	Reason Increase/Decrease in		Cumulative Shareholding during the year (1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019)	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Govinddas Goverdhandas Daga	10,66,875	65.65	-	-	-	-	10,66,875	65.65
2	Swarna Mimani	23,000	1.41	-	-	-	-	23,000	1.41
4	Mr. Sanjay Dattatray Agnihotri	-	-	-	-	-	-	-	-
5	Mr. Abhishek R. Asati	-	-	-	-	-	-	-	-
6	Mr. Vijay Sharma	-	-	-	-	-	-	-	-
8	Mr. Mritunjay Kumar	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>10,89,875</b>	<b>67.06</b>	-	-	-	-	<b>10,89,875</b>	<b>67.06</b>

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Additions	-	13882544	-	13882544
Reduction	-	5057356	-	5057356
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	8825188	-	8825188
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>8825188</b>	-	<b>8825188</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/manager	Total Amount (Rs. in Lakhs)
		Mrs. Swarna Mimani	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>	-	-

Note: No remuneration has been paid to the Whole time Director during the year under review.

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rs. in Lakhs)
1.	Independent Directors	Mr. Abhishek R. Asati	Mr. Sanjay D. Agnihotri	
	<ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	-	-	-
	Total (1)			
2.	Other Non-Executive Directors	Mr. Govinddas G Daga	Mr. Bhaskar N. Manna*	
	<ul style="list-style-type: none"> <li>Fee for attending board /committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	-	-	-

	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

Note -

- 1) No remuneration either by way of salary, commission or sitting fees has been paid to any of the Independent Directors and Non-Executive Directors of the Company during the year under review.
- 2) \*Mr. Bhaskar Manna ceased to be director with effect from 15<sup>th</sup> September, 2018 due to his resignation on 11<sup>th</sup> September, 2018.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD (Rs. in Lakhs)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Vijay Sharma CFO	Mr. Mritunjay Kumar Company Secretary	Total Amount (Rs. in Lakhs)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (per annum) (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	5.28	2.60	7.88
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>5.28</b>	<b>2.60</b>	<b>7.88</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Registered Office  
5 Temple Road, Civil Lines,  
Nagpur - 440001, Maharashtra

August 14, 2019

Govinddas Daga  
Director  
(DIN- 00202975)

**For and on Behalf of the Board**  
**Central Cables Limited**

Swarna Mimani  
Whole-time Director  
(DIN - 01186819)

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF CENTRAL CABLES LIMITED

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of CENTRAL CABLES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of 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 and presentation 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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;

- (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2019,
- (b) In case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In case of the Cash Flow Statement, for the year ended on that date.

#### **Emphasis of Matters**

Our opinion is not modified in respect of these matters.

#### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
  - f) On the basis of written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.

g) Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")- is enclosed as annexure to this report.

h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

i) The Company does not have any litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii) There is a delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the Company.

**For R.K.PATODI & CO.**  
*Chartered Accountants*  
(FRN : 305091E)

**Place: Kolkata**  
**Date : 30.05.2019**

**CA S.PATODI**  
**(Partner)**  
**Memb No. 059144**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CENTRAL CABLES LIMITED.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the the internal financial controls over financial reporting of M/s CENTRAL CABLES LIMITED" as of 31.03.2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. "

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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. We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process 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. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2019.

**For R.K.PATODI & CO.**  
*Chartered Accountants*  
(FRN : 305091E)

**Place : Kolkata**  
**Date : 30.05.2019**

**CA S.PATODI**  
**(Partner)**  
**Memb No. 059144**

## Annexure to the Auditors' Report

### COMPANIES (AUDITOR'S REPORT) ORDER, 2016 for CENTRAL CABLES LIMITED

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

**(i)** In respect of fixed assets & immovable properties:

- (a)** The Company is maintaining proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b)** The fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification.
- (c)** The title deeds of immovable properties are held in the name of the company.

**(ii)** In respect of Inventory:

- (a)** The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.

**(iii)** In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:

- (a)** The company has granted loans, secured or unsecured to companies, firms, LLPs, or other parties covered in the register maintained under section 189 of the Companies Act,

**(iv)** In respect of loans, investments guarantees and security, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with..

**(v)** The company has not accepted deposits, during the relevant year.

**(vi)** The maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act is not required by the company.

**(vii)** In respect of Statutory Dues:

- (a)** The Company is regular in depositing undisputed statutory dues including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues to the appropriate authorities. However the Company has not deposited the instalment of ₹1,13,74,262 due under Sales Tax deferred Scheme due up to 31.03.2019.
- (b)** The company has service tax liability of ₹53,703 which has not been paid, and is due.
- (c)** An Income Tax demand for Rs 28,76,280 is outstanding with respect to A.Y 2014-15 against order u/s 143(3) of the I T Act. An appeal has already been filed against the demand.
- (d)** Unpaid Dividend amounting to Rs.5,12,568/- was required to be transferred by the Company to the Investor Education and Protection Fund, balance unpaid dividend amounts to Rs.39,575/- which would be due to be transferred to the Fund the next year.
- (e)** Details of dues of Sales Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess which have not been deposited as on March 31<sup>st</sup>, 2019 on account of disputes, are given below :

PARTICULARS	AMOUNT	
	BST	CST
<b>Sales Tax Demand disputed and pending in appeal</b>		
1) 1994-95	302000	812000
2) 1995-96	10152904	1535238
3) 1996-97	1227628	11890684
4) 1997-98	1274361	1284975
5) 1998-99	20282892	12240097
6) 1999-00	4183753	8461297
<b>TOTAL</b>	<b>37423538</b>	<b>36224291</b>

**(viii)** The company has not defaulted in repayment of Loans & Borrowings to a financial institution, Bank, Government or dues to debenture holders.

**(ix)** No money has been raised by the way of initial public offer or further public offer (including debt instruments) and term loans during the year.

**(x)** No fraud by the company or any fraud on the company by its officers/employees has been noticed or reported during the year.

- (xi) The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) The provisions regarding the Nidhi company is not applicable to the reporting company.
- (xiii) The transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial Statements etc. as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For R.K.PATODI & CO.**  
*Chartered Accountants*  
(FRN : 305091E)

**Place : Kolkata**  
**Date : 30.05.2019**

**CA S.PATODI**  
**(Partner)**  
**Memb No. 059144**

**CENTRAL CABLES LIMITED**  
**STATEMENT OF ASSETS AND LIABILITIES AS ON 31.03.2019**

PARTICULARS	NOTES	AS ON 31.03.2019	AS ON 31.03.2018
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	2	37,55,50,110.00	34,47,43,110.43
(b) Financial Assets			
Other Financial Assets	3	1,77,091.00	1,77,091.00
(c ) Other Non-Current Assets	4	2,17,30,702.38	8,08,74,041.51
		<b>39,74,57,903.38</b>	<b>42,57,94,242.94</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	6	-	-
(b) Financial Assets			
Trade Receivables	7	3,85,89,696.45	3,91,55,834.45
Cash & Cash Equivalents	8	1,11,49,456.45	1,09,84,876.52
Other Financial Assets	5	2,10,17,547.00	26,73,621.00
(c ) Other Current Assets	9	3,09,65,252.00	2,96,57,304.32
		<b>10,17,21,951.90</b>	<b>8,24,71,636.29</b>
<b>TOTAL</b>		<b>49,91,79,855.28</b>	<b>50,82,65,879.23</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	1,62,50,000.00	1,62,50,000.00
(b) Other Equity	11	42,74,50,715.28	42,73,93,101.41
		<b>44,37,00,715.28</b>	<b>44,36,43,101.41</b>
<b>NON CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
Other Financial Liabilities	12	3,34,44,743.00	5,43,70,343.12
Other Long Term Liabilities	14	23,00,000.00	36,08,705.00
Long Term Provisions	15	17,21,629.00	17,21,629.00
(b) Deferred Tax Liabilities	13	47,26,937.00	22,65,465.82
		<b>4,21,93,309.00</b>	<b>6,19,66,142.94</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
Borrowings	16.1	88,25,188.00	-
Trade Payables	16.2	40,08,948.00	24,14,920.88
(b) Provisions	17	4,51,695.00	2,41,714.00
		<b>1,32,85,831.00</b>	<b>26,56,634.88</b>
<b>TOTAL</b>		<b>49,91,79,855.28</b>	<b>50,82,65,879.23</b>

Significant Accounting Policies and Notes on Account

"1-29"

Signed as per our report of even date attached

**FOR CENTRAL CABLES LIMITED**

**FOR R.K PATODI CO.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG NO. 305091E**

**ABHISHEK R ASATI**  
**WTD (DIN-06506167)**

**GOVINDDAS DAGA**  
**DIRECTOR(DIN-00202975)**

**(CA S. Patodi)**  
**PARTNER**  
**MEMBERSHIP NO. 059144**

**VIJAY SHARMA**  
**CHIEF FINANCIAL OFFICER**

**MRITUNJAY KUMAR**  
**COMPANY SECRETARY**

**PLACE : NAGPUR**  
**DATE : 30th MAY 2019**

<b>CENTRAL CABLES LIMITED</b>			
<b>PROFIT &amp; LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH ,2019</b>			
PARTICULARS	NOTES	AS ON 31.03.2019	AS ON 31.03.2018
<b>INCOME</b>			
Revenue From Operations	18	1,35,71,406.00	1,37,70,308.00
Other Income	19	36,67,869.00	1,09,78,815.63
<b>TOTAL</b>		<b>1,72,39,275.00</b>	<b>2,47,49,123.63</b>
<b>EXPENDITURE</b>			
Changes in Inventories of FG, Stock in proess & Stock In	20	-	3,15,097.00
Employees Expenses	21	15,82,064.00	14,47,524.00
Financial Costs	22	6,65,639.00	11,48,019.36
Depreciation & Amotisation	23	23,16,265.00	20,84,688.69
Other Expenses	24	1,01,56,221.72	1,15,09,651.55
<b>TOTAL</b>		<b>1,47,20,189.72</b>	<b>1,65,04,980.60</b>
<b>Profit Before Tax</b>		<b>25,19,085.28</b>	<b>82,44,143.03</b>
Add/ (Less) : Provision for Taxation			
Income Tax for current year			-
Deferred Tax for current year		24,61,471.00	22,65,465.82
Income Tax for Earlier Year			-
<b>Profit After Tax</b>		<b>57,614.28</b>	<b>59,78,677.21</b>
Other Comprehensive Income			
Total Comprehensive Income after tax		57,614.28	59,78,677.21
<b>Details of Equity Share Capital</b>			
Paid up Equity Share Capital		1,62,50,000.00	1,62,50,000.00
Face value of Equity Share Capital		10.00	10.00
<b>Details of Debt Securities</b>			
Paid up Equity Share Capital		-	-
Face value of Equity Share Capital		-	-
<b>Reserves excluding revaluation reserves as per</b>		-	-
<b>Balance sheet of previous accounting year</b>		-	-
<b>Debenture Redemption Reserve</b>		-	-
<b>Earnings per share(in Rs.)</b>		25	
Basic		<b>0.04</b>	<b>3.68</b>
Diluted		<b>0.04</b>	<b>3.68</b>
Debt Equity Ratio		-	-
Debt Service Coverage Ratio		-	-
Interest Service Coverage Ratio		-	-
Significant Accounting Policies and Notes on Account "1-29"			

Signed as per our report of even date attached

FOR CENTRAL CABLES LIMITED

FOR R.K PATODI CO.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. 305091E

ABHISHEK R ASATI  
WTD (DIN-06506167)

GOVINDDAS DAGA  
DIRECTOR(DIN-00202975)

(CA S. Patodi)  
PARTNER  
MEMBERSHIP NO. 059144

VIJAY SHARMA  
CHIEF FINANCIAL OFFICER

MRITUNJAY KUMAR  
COMPANY SECRETARY

PLACE : NAGPUR  
DATE : 30th MAY 2019

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended March 31, 2019

(a) Equity Share Capital

	Amount
Balance as at April 1, 2017	1,62,50,000
Changes in equity share capital during the year	0
<b>Balance as at March 31, 2018</b>	<b>1,62,50,000</b>
Changes in equity share capital during the year	0
<b>Balance as at March 31, 2019</b>	<b>1,62,50,000</b>

(b) Other Equity

	Capital Reserve	Revaluation reserve	General Reserve	Securities Premium A/c	Retained Earnings	TOTAL
<b>Balance as at April 1, 2017</b>	46,250.00	31,86,89,871.00	6,75,59,835.00	3,04,79,728.00	46,38,740.20	42,14,14,424.20
Profit/(loss) for the year	-	-	-	-	59,78,677.21	59,78,677.21
Other Comprehensive income for the year, net of income tax	-	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59,78,677.21</b>	<b>59,78,677.21</b>
<b>Balance as at March 31, 2018</b>	<b>46,250.00</b>	<b>31,86,89,871.00</b>	<b>6,75,59,835.00</b>	<b>3,04,79,728.00</b>	<b>1,06,17,417.00</b>	<b>42,73,93,101.00</b>
Profit/(loss) for the year	-	-	-	-	57,614.28	57,614.28
Other Comprehensive income for the year, net of income tax	-	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>57,614.28</b>	<b>57,614.28</b>
<b>Balance as at March 31, 2019</b>	<b>46,250.00</b>	<b>31,86,89,871.00</b>	<b>6,75,59,835.00</b>	<b>3,04,79,728.00</b>	<b>1,06,75,031.28</b>	<b>42,74,50,715.28</b>

FOR CENTRAL CABLES LIMITED

Signed as per our report of even date attached  
FOR R.K PATODI CO.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. 305091E

ABHISHEK R ASATI  
WTD (DIN-06506167)

GOVINDAS G DAGA  
DIRECTOR(DIN-00202975)

(CA S. Patodi)  
PARTNER  
MEMBERSHIP NO. 059144

VIJAY SHARMA  
CHIEF FINANCIAL OFFICER

MRITUNJAY KUMAR  
COMPANY SECRETARY

PLACE : NAGPUR  
DATE : 30th MAY 2019

**CENTRAL CABLES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019**

SR.NO.	PARTICULARS	31st March 2019		31st March 2018	
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net profit before tax and extraordinary items		2519085.28		82,44,143.03
	Adjustments				
	Interest Received	(28,17,146.00)		(1,04,08,172.00)	
	Dividend Received	(2,22,797.00)		(1,06,689.70)	
	Depreciation	23,16,265.00		20,84,688.69	
	Miscellaneous income	(2,28,164.00)		-	
	Interest & Financial Charges Paid	6,65,639.00	(2,86,203.00)	11,48,019.36	(72,82,153.65)
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES</b>		<b>22,32,882.28</b>		<b>9,61,989.38</b>
	<b>ADJUSTMENTS FOR</b>				
	Inventory	-		3,15,097.00	
	Receivables	5,66,138.00		24,07,649.32	
	Other Current Assets	(1,83,43,926.00)		(5,90,331.20)	
	Loans & Advances	(13,07,947.68)		(11,52,052.32)	
	Current Liabilities	15,94,027.12	(1,74,91,708.56)	7,14,819.88	16,95,182.68
	<b>CASH GENERATED FROM OPERATIONS</b>		<b>(1,52,58,826.28)</b>		<b>26,57,172.06</b>
	DIRECT TAXES PAID				-
	<b>CASH FLOW BEFORE EXTRA ORDINARY ITEM</b>		<b>(1,52,58,826.28)</b>		<b>26,57,172.06</b>
	<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>(1,52,58,826.28)</b>		<b>26,57,172.06</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Addition / Sale of Fixed Assets	(3,31,23,264.50)		(71,89,578.06)	
	Addition / Sale of Investment			-	
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(3,31,23,264.50)</b>		<b>(71,89,578.06)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Decrease in Cash Credit			-	
	Decrease in Long Term Loans Given	5,91,43,339.13		91,76,661.52	
	Increase in Short Term Provision	2,09,981.00		61,846.00	
	Decrease in Unsecured Loan	(2,09,25,600.12)		(1,00,29,998.00)	
	Decrease in Long Term Liability	(13,08,705.00)		(35,321.55)	
	Interest & Financial Charges Paid	(6,65,639.00)		(11,48,019.36)	
	Interest Received	28,17,146.00		1,04,08,172.00	
	Dividend Received	2,22,797.00		1,06,689.70	
	Miscellaneous income	2,28,164.00			
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>3,97,21,483.01</b>		<b>85,40,030.31</b>
	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>		<b>(86,60,607.77)</b>		<b>40,07,624.31</b>
	CASH AND CASH EQUIVALENTS- OPENING BALANCE	1,09,84,876.52		69,77,252.21	
	CASH AND CASH EQUIVALENTS- CLOSING BALANCE	1,11,49,456.75		1,09,84,876.52	
	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>		<b>1,64,580.23</b>		<b>40,07,624.31</b>

FOR CENTRAL CABLES LIMITED

FOR R.K PATODI CO.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. 305091E

SWARNA MIMANI  
WTD (01186819)

GOVINDDAS DAGA  
DIRECTOR (00202975)

(CA S. Patodi)  
PARTNER  
MEMBERSHIP NO. 059144

VIJAY SHARMA  
CHIEF FINANCIAL OFFICER

MRITUNJAY KUMAR  
COMPANY SECRETARY

PLACE : NAGPUR  
DATE : 30th May 2019

**Note 1 : Summary of significant accounting policies & other explanatory information :**

**1 Basis of Preparation :**

These financial statements have been prepared in accordance with India Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 & relevant amendments rules issued thereafter.

**1 Significant Accounting Policies :**

The Financial statements are prepared to comply in all material aspects with the applicable accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of "The Companies Act, 2013". The Significant Accounting Policies are as follows:-

**(a) Use of Accounting Estimates:**

The preparation of standalone Financial Statements in conformity with the generally accepted accounting principles in India requires the management to make judgments, estimates and judgments that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**(b) Impairment of Tangible and Intangible Assets :**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an assets or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transaction can be identified, an appropriate valuation method is used. There was no impairment loss on Fixed Assets on the basis of review carried out by the Management.

**(c) Depreciation :**

After impairment, depreciation is provided on the historical cost of the asset on SLM basis.

**(d) Investments :**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Any inter class transfer should be with the approval of the Board and as per RBI regulation. Current investments are carried at a lower rate of cost and fair value determined on an individual investment basis. Unquoted investments in the unit of Mutual Fund in the nature of current investment are also carried at lower of cost and fair value determined on an individual investment basis.

**(e) Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In a situation where management believes that the recovery of amount is uncertain, the uncollectible amount, or the amount in respect of which recovery has ceased to be probable, is recognised as an expense. Interest income on loans given is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized on establishing the entity's right to receive payment.

**(f) Inventories Valuation**

Finished goods and Trading goods including equity shares are valued at cost or net realizable value which are lower and are arrived as per FIFO basis.

(g) **Recognition of Expenditure:**

**a. Employee Benefits:**

Short Term Employee Benefit is recognised as an expense in the Profit and Loss Account of the year in which related service is rendered.

Post employment and other Long term Benefit are not yet being provided for in the accounts. These benefit scheme has not yet been framed by the company.

**b. Taxes on Income:**

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax Assets/Liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

(h) **Provisions :**

i) A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation on the balance sheet date. These are reviewed on each balance sheet date and adjusted to reflect the current management estimates.

(i) **Contingent Liabilites :**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

(j) **Cash & Cash Equivalentents :**

Cash and Cash Equivalentents in the Balance Sheet comprise of Cash at Bank, Cash in Hand and Short-term investments with an original maturity of three months or less.

(k) **Trade Receivables :**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment

(l) **Other Income:**

Other Income comprised primarily of Interest Income, Dividend Income and gain on sale of investments.

(m) **Borrowing Costs:**

Borrowing Costs 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 are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(n) **Income Taxes:**

Income Tax expense comprises current & deferred income tax, Income Tax expense is recognised in net profit in the statement of profit and loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in other comprehensive manner. Current Income tax for current & prior period is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

(m) **Recent Accounting Pronouncements:**

**Ministry of Corporate affairs has notified Ind AS 116-** Leases which is effective from April 1, 2019, which will replace the existing lease standard, Ind AS 17 Leases and related interpretations. The new standard sets out the principles for the recognition, measurement, presentation and disclosure of lease for both parties to a contract, i.e. the lessee and the lessor, Ind AS 11 introduces a single lessee accounting model requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.

**Appendix C to Ind AS 12, Uncertainty over Income Tax Treatment** - On March 30, 2019, MCA has notified Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit or loss, tax bases, unused tax losses, unused tax credits, and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit or loss tax bases, unused tax losses, unused tax credits and tax rates. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements and its effect on the financial statements.

**Amendments to Ind AS 12 - Income Taxes** : On March 30, 2019, MCA issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transaction or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not expect any impact from this pronouncement.

**Ind AS 23 - Borrowing Costs** : The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

## 1 **Notes to the Accounts**

(a) **Related Party Disclosures**

Relationships (Related Party relationship are as identified by the Company)

**Related Parties:**

**Sister Concerns**

Central Collories Company Limited  
Kalash Mercantile (P) Ltd  
Krishna Associates  
Riddhi Associates  
NEIL Holding Pvt. Ltd.

**Key Management Personnel**

1. Govinddas Daga (Director)  
2. Swarna Abhishek Mimani (Director)  
3. Vijay Sharma (CFO)  
4. Mritunjay Kumar (Company Secretary)

Nature of Transaction				
Particulars		Sister Concerns	KMP	Others
Remuneration (CS & CFO)			7,88,516.00	-
Interest Received		7,99,188.00	-	-
Director Remuneration		-	-	-
Loans & Advances		-	-	-

**(b) Earning per share**

The Earning Per Share (EPS) has been calculated as specified in Accounting Standard - 20 prescribed under Companies (Accounting Standards)

	PARTICULARS	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2018
a	Net profit after Tax	57,614	59,78,677
b	Weighted average number of Equity Shares	16,25,000	16,25,000
c	Nominal value of Equity Share	10.00	10.00
d	Basic Earning per share (Rs.)	0.04	3.68

(c) The Company has not received any intimation from its suppliers regarding their status under The Micro, Small and Medium Enterprise Development Act, 2006 and hence no disclosure required under the said Act can be made.

(d) The balances of sundry debtors, creditors and loans & advances are subject to confirmation.

(e) The Company has not made any Expenditure / Remittances in Foreign Currencies

(f) The company has some unpaid dividends since last few years.

**M/S CENTRAL CABLES LIMITED, NAGPUR**

**NOTE '2' - PROPERTY, PLANT & EQUIPMENT AS PER COMPANIES ACT 2013 AS ON 31.03.2019**

Particulars	Opening Balance		Addition During Year		Adjustment during the Year	Sales During the Year	Gross Block		Depreciation		Net Block	
	01.04.2018		Before Sep.	After Sep.			31.03.2019	31.03.2018	For the Year	Adjustment	31.03.2019	31.03.2019
Land A-13	4,64,40,000.00		-	-	-	-	4,64,40,000.00	-	-	-	4,64,40,000.00	4,64,40,000.00
Land E1-12	19,80,00,000.00	9,68,397.50	-	-	-	-	19,89,68,397.50	-	-	-	19,89,68,397.50	19,80,00,000.00
Land G-11	7,60,00,000.00	-	-	-	-	-	7,60,00,000.00	-	-	-	7,60,00,000.00	7,60,00,000.00
Factory Building	4,84,31,559.00	32,27,733.00	2,79,53,176.00	-	-	-	7,96,07,468.00	3,17,80,702.77	21,06,328.00	-	3,38,87,030.77	5,28,16,080.27
Plant & Machinery	44,97,275.71	-	-	-	-	-	44,97,275.71	44,97,275.71	-	-	44,97,275.71	-
Furniture & Fixture	1,06,025.00	-	-	-	-	-	1,06,025.00	8,611.96	6,711.00	-	15,322.96	90,702.04
Vehicles	51,78,058.00	(3,52,837.00)	11,35,197.00	-	-	-	59,60,418.00	48,06,090.22	1,58,827.00	-	49,64,917.22	9,95,500.78
Office Equipments	62,40,882.00	1,83,081.00	13,517.00	-	-	-	64,37,480.00	62,47,586.68	44,399.00	-	62,91,985.68	2,39,429.34
<b>Grand Total</b>	<b>38,48,93,799.71</b>	<b>40,21,374.50</b>	<b>2,91,01,890.00</b>				<b>41,80,17,064.21</b>	<b>4,73,40,267.34</b>	<b>23,16,265.00</b>		<b>4,96,56,532.34</b>	<b>37,55,50,009.93</b>
												<b>34,47,43,110.43</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2019**

**The previous year figures have been regrouped/reclassified, wherever necessary to conform to the Current year presentation**

<b>NOTE " 3 " - OTHER FINANCIAL ASSETS</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
Long Term Investments: (At Cost) QUOTED		
738 Equity Shares of Rs 10 each of Gujarat Narmada Fertilizers Company Ltd	44,609.00	44,609.00
800 Equity Shartes of Rs. 10 each of Reliance Industries Ltd.	7,514.00	7,514.00
10 Equity Shares of Rs.10 each of Reliance Capital Ltd.	376.00	376.00
200 Equity shares of Rs.5 each of Reliance Communication Ltd.	7,514.00	7,514.00
15 Equity Shares of Rs. 10 each of Reliance' Infrastructure Ltd.	564.00	564.00
50 Equity Shares of Rs.5 each of Reliance Power Ltd.	7,514.00	7,514.00
10100 Shares of Rs. 10 each of Artifact Software & Financial Ltd.	1,01,000.00	1,01,000.00
800 shares of Rs. 10 each of Nice Papers Ltd.	8,000.00	8,000.00
	<b>1,77,091.00</b>	<b>1,77,091.00</b>

<b>NOTE " 4 " - OTHER NON-CURRENT ASSETS</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
<b>To Others</b>		
Security Deposits	24,41,658.38	24,41,658.38
A.K. Ganhi electronics and appliances LLP	25,00,000.00	24,68,750.00
Bharat Sheth	-	19,66,250.00
RTGSO-Cosmic Motors Pvt. Ltd	-	50,00,000.00
Sangita Sales Pvt. Ltd	-	1,43,87,500.00
Victorian Marketing Pvt. Ltd	-	1,00,00,000.00
farmico commodities Pvt Ltd	-	50,00,000.00
Hotel Armajeet Pvt Ltd	-	98,85,000.00
Laxmidas Brothers	60,00,000.00	98,85,027.48
Vishvaraj infrastructure ltd	-	1,00,00,000.00
<b>To Related Parties</b>	1,07,89,044.00	98,39,855.65
	<b>2,17,30,702.38</b>	<b>8,08,74,041.51</b>

<b>Loans &amp; Advances with related parties:</b>			
<b>Name</b>	<b>Relation</b>	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
Central Collieries Co. Ltd.	Sister Concern	1,07,89,044.00	98,39,855.65

<b>NOTE " 5 " - OTHER FINANCIAL ASSETS</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
ICICI Resecurities Portfolio	17,547.00	17,547.00
Birla Sunlife Daily Dividend MF	2,10,00,000.00	26,56,074.00
	<b>2,10,17,547.00</b>	<b>26,73,621.00</b>
	<b>2,10,17,547.00</b>	<b>26,73,621.00</b>

<b>NOTE " 6 " - INVENTORIES</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
<b>(As taken, valued &amp; certified by the management)</b>		
Finished Goods	-	-
	-	-

<b>NOTE " 7 " - TRADE RECEIVABLES</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
<b>Unsecured</b>		
Over 6 months considered good	3,80,13,587.45	3,80,13,587.45
<b>Others</b>		
Consider good	5,76,109.00	11,42,247.00
	<b>3,85,89,696.45</b>	<b>3,91,55,834.45</b>

<b>NOTE " 8 " - CASH &amp; CASH EQUIVALENTS</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
Cash in Hand	4,52,550.45	4,57,596.52
	<b>4,52,550.45</b>	<b>4,57,596.52</b>
<b>Balances With Banks</b>		
On Current A/c	15,08,872.00	46,34,148.00
On Term Deposit A/c (Pledged with the bank as margin deposit against non funded limits)	91,88,034.00	58,93,132.00
	<b>1,06,96,906.00</b>	<b>1,05,27,280.00</b>
	<b>1,11,49,456.45</b>	<b>1,09,84,876.52</b>

<b>NOTE " 9 " - OTHER CURRENT ASSETS</b>		
	<b>AS ON 31.03.2019</b>	<b>AS ON 31.03.2018</b>
Advances to Employees	-	4,000.00
TDS Receivable	(6,034.00)	(6,034.00)
Excise Duty Pre Deposit	2,74,833.00	1,51,483.00
Advance Sales tax	1,50,00,000.00	1,50,00,000.00
Advance Income Tax	30,96,845.00	30,96,845.00
Advance Service Tax	43,177.00	43,177.00
VAT Refundable	1,86,016.00	20,19,232.00
Income Tax Appeal A.Y. 14-15	5,75,256.00	5,75,256.00
Interest accrued but not received	28,414.00	9,785.00
interest received	-	4,07,472.52
CGST payable	(1,24,670.00)	69,292.16
SGST payable	83,741.00	69,292.16
IGST payable	5,25,016.00	5,400.00
MAT credit entitlement for 2016-17	87,160.00	87,160.00
MAT credit entitlement for 2017-18	11,87,229.00	11,87,229.00
MAT credit entitlement for 2018-19	15,70,921.00	-
TDS for A.Y 2016-17	6,11,043.00	6,11,043.00
TDS for A.Y 2017-18	5,80,103.00	5,80,103.00
TDS for A.Y 2018-19	7,41,048.00	23,11,969.00
TDS for A.Y 2019-20	16,32,653.00	-
Advance to Parties	14,41,667.00	-
Other Advance recoverable in cash or kind or for value to be recd or pending adjustments	34,30,834.00	34,34,599.48
	<b>3,09,65,252.00</b>	<b>2,96,57,304.32</b>

**CENTRAL CABLES LIMITED**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2019**

The previous year figures have been regrouped/reclassified, wherever necessary to conform to the Current year presentation

<b>NOTE " 10 " - EQUITY SHARE CAPITAL</b>					
	Balance as at April 1,2017	Changes in Equity Share Capital during the year	Balances as at March 31,2018	Changes in Equity Share Capital during the year	Balances as at March 31,2019
Issued, Subscribed and paid up	1,62,50,000.00		1,62,50,000.00		1,62,50,000.00

<b>NOTE " 11 " - OTHER EQUITY</b>															
	Share Application Money Pending Allotment	Equity Component of Compound financial instruments	Reserves and Surplus					Debt Instruments Through Other Comprehensive Income	Equity Instruments Through Other Comprehensive Income	Effective portion of cash flow hedges	Revaluati on on Surplus	Exchange Differences on translating the financial statements of foreign operations	Other items of compreh ensive income	Money received against share warrants	Total
			Capital Reserve	Revaluation Reserve	General Reserve	Securities Premium	Retained Earnings								
Balance as at April 1 2018	-	-	46,250.00	31,86,89,871.00	6,75,59,835.00	3,04,79,728.00	1,06,17,417.00	-	-	-	-	-	-	42,73,93,101.00	
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Restated balances as at April 1,2018	-	-	46,250.00	31,86,89,871.00	6,75,59,835.00	3,04,79,728.00	1,06,17,417.00	-	-	-	-	-	-	42,73,93,101.00	
Total Comprehensive Income for the year	-	-	-	-	-	-	57,614.28	-	-	-	-	-	-	57,614.28	
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Balance as at March 31st,2019	-	-	46,250.00	31,86,89,871.00	6,75,59,835.00	3,04,79,728.00	1,06,75,031.28	-	-	-	-	-	-	42,74,50,715.28	

<b>NOTE " 12 " - OTHER FINANCIAL LIABILITIES</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
<b>Secured</b>		
<b>Unsecured Loans</b>		
<b>From Others</b>		
Sales Tax Reserve	3,34,44,743.00	5,43,70,343.12
	<b>3,34,44,743.00</b>	<b>5,43,70,343.12</b>

<b>NOTE " 13 " - DEFERRED TAX LIABILITY</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Opening Balance		-
<b>Current Year</b>		
Deferred Tax Liability on account of Depreciation	47,26,937.00	22,65,465.82
<b>Deferred Tax Liability recognised in books</b>	<b>47,26,937.00</b>	<b>22,65,465.82</b>
	<b>47,26,937.00</b>	<b>22,65,465.82</b>

<b>NOTE " 14 " - OTHER LONG TERM LIABILITIES</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Advance From Others	-	-
Security Deposits	23,00,000.00	36,08,705.00
	<b>23,00,000.00</b>	<b>36,08,705.00</b>

<b>NOTE " 15 " - LONG TERM PROVISIONS</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Security Deposit from Employees Account	40,500.00	40,500.00
Security Deposit from Contractors	3,16,278.00	3,16,278.00
Central Sales Tax Payable	1,00,299.00	1,00,299.00
Bombay Sales Tax Payable	8,159.00	8,159.00
Power Charges Payable	7,04,160.00	7,04,160.00
Unpaid Dividend	5,52,233.00	5,52,233.00
	<b>17,21,629.00</b>	<b>17,21,629.00</b>

<b>NOTE " 16.1 " - BORROWINGS</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Inter Corporate Loans	88,25,188.00	-
	<b>88,25,188.00</b>	<b>-</b>

<b>NOTE " 16.2 " - TRADE PAYABLES</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Micro, Small & Medium Enterprises	-	6,21,551.02
<b>Others</b>		
Sundry Creditors for Raw Material	14,60,487.00	17,10,487.00
Creditors for Expenses	25,48,461.00	82,882.86
Less: Creditors having debit Balance		
	<b>40,08,948.00</b>	<b>24,14,920.88</b>
The details of amount outstanding to Micro, Small & Medium Enterprises is based on available information with the Company.		

<b>NOTE " 17 " - PROVISIONS</b>		
	AS ON 31.03.2019	AS ON 31.03.2018
Audit fees Payable	70,800.00	35,400.00
E.P.F. Payable	-	1,666.00
Salary & Wages Payable	1,27,720.00	1,11,720.00
Service Tax Payable	53,703.00	53,703.00
TDS Payable	1,99,472.00	13,700.00
Water Charges Payable	-	17,235.00
Telephone Charges Payable	-	2,790.00
Expense Payable	-	5,500.00
	<b>4,51,695.00</b>	<b>2,41,714.00</b>

<b>NOTE " 18 " - REVENUE FROM OPERATIONS</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
Sale of Products / Rent Received	1,35,71,406.00	1,37,70,308.00
	<b>1,35,71,406.00</b>	<b>1,37,70,308.00</b>

<b>NOTE " 19 " - OTHER INCOME</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
Interest Received	28,17,146.00	1,04,08,172.00
Other Miscellaneous Income	2,28,164.00	-
Dividend Received	2,22,797.00	1,06,689.70
Sundry Balances Written Back	36,007.00	-
Interest on TDR	3,63,755.00	4,62,873.00
Short term capital gain		1,080.93
	<b>36,67,869.00</b>	<b>1,09,78,815.63</b>

<b>NOTE " 20" - CHANGES IN INVENTORIES OF FINISHED GOODS &amp; STOCK-IN-TRADE</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
A) Closing Stock of Finished Goods	-	-
Less: Opening Stock of Finished Goods	-	3,15,097.00
	-	<b>(3,15,097.00)</b>
	-	<b>(3,15,097.00)</b>

<b>NOTE " 21" - EMPLOYEE BENEFITS EXPENSE</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
Salary, Wages, Bonus, etc.	14,83,516.00	12,52,144.00
Security Services	98,548.00	48,000.00
Staff Welfare Expense	-	1,47,380.00
	<b>15,82,064.00</b>	<b>14,47,524.00</b>

<b>NOTE " 22 " - FINANCIAL COSTS</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
Interest	-	6,20,469.00
Bank Charges & Commission	6,65,639.00	5,27,550.36
	<b>6,65,639.00</b>	<b>11,48,019.36</b>

<b>NOTE " 23 " - DEPRICIATION EXPENSE</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
Depreciation as per Companies Policy	23,16,265.00	20,84,688.69
Less: Transfer to Revaluation reserve	-	-
	<b>23,16,265.00</b>	<b>20,84,688.69</b>

<b>NOTE " 24 " - OTHER EXPENSES</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
<b>ADMINISTRATIVE EXPENSES</b>		
Printing & Stationery	812.00	18,260.00
Consultancy & Professional Charges	11,67,672.00	5,77,783.80
Legal Charges	1,99,815.00	91,085.00
Water Charges	70,987.00	1,22,861.00
Office Expenses	21,354.00	15,024.00
Travelling & Conveyance	32,13,784.00	52,09,392.23
Postage, Telegram & Telephone Charges	1,36,386.00	88,547.68
Repairs & Maintenance-Others	21,48,188.00	2,64,878.24
Insurance Charges	10,557.00	23,113.84
Subscription	40,045.00	10,000.00
Software Exp	21,69,655.00	-
Electrical Expense	1,14,600.00	4,77,709.00
Interset on TDS	2,532.00	380.00
Round off	8.72	2.29
Statutory & Tax Audit Fees	30,000.00	55,500.00
ROC Charges & Filing Fees	6,100.00	66,400.00
Sundry Balances Written off	11,480.00	23,01,724.40
Misc Expenses	29,350.00	14,811.00
Listing expenses	1,66,250.00	8,40,000.00
Earlier Year Expenses	-	3,89,449.00
Loss on mutual funds	9,731.00	16,539.07
MIDC Plan Sanction Fees	1,70,723.00	-
	<b>97,20,029.72</b>	<b>1,05,83,460.55</b>
<b>SELLING EXPENSES</b>		
Advertisement Expenses	4,11,753.00	9,26,191.00
Travelling Expenses	-	-
Sales Tax	24,439.00	-
	<b>4,36,192.00</b>	<b>9,26,191.00</b>
	<b>1,01,56,221.72</b>	<b>1,15,09,651.55</b>

<b>NOTE " 25 " - EARNING PER SHARE</b>		
	<b>FOR THE PERIOD ENDED 31.03.2019</b>	<b>FOR THE PERIOD ENDED 31.03.2018</b>
<b>Net Profit After Tax as per statement of Profit &amp; Loss Attributable to Equity Sh. Holders</b>	57,614.28	59,78,677.21
Basic Earning Per Share	0.04	3.68
Diluted Earning Per Share	0.04	3.68
Face Value Per Equity Share	10.00	10.00

**NOTE " 26 "**

Previous years figures have been regrouped / rearranged whenever necessary to confirm to this years classification

**NOTE " 27 " - RELATED PARTY DISCLOSURES****Related Parties:****Sister Concerns**

Central Collories Company Limited  
 Kalash Mercantile (P) Ltd  
 Krishna Associates  
 Riddhi Associates  
 NEIL Holding Pvt. ITd.

**Key Management Personnel**

1. Govinddas Daga (Director)  
 2. Swarna Abhishek Mimani (Director)  
 3. Vijay Sharma (CFO)  
 4. Mritunjay Kumar (Company Secretary)

**Nature of Transaction**

Particulars	Sister Concerns	Key Management Personnel
Remuneration (CS & CFO)	-	7,88,516.00
Interest Received	7,99,188.00	-
Director Remuneration	-	-
Loans & Advances	-	-

**NOTE " 28 "**

Since the company dealt in business of renting space and operating at single region, no segment reporting applicable to the Company

**NOTE " 29 " - CONTINGENT LIABILITIES**

PARTICULARS	AMOUNT	
1) Bank Guarantee Issued by Bankers	1,63,13,974.00	
2) Sales Tax demand disputed and pending in appeal	BST	CST
1) 1994-95	3,02,000.00	8,12,000.00
2) 1995-96	1,01,52,904.00	15,35,238.00
3) 1996-97	12,27,628.00	1,18,90,684.00
4) 1997-98	12,74,361.00	12,84,975.00
5) 1998-99	2,02,82,892.00	1,22,40,097.00
6) 1999-00	41,83,753.00	84,61,297.00
Total	3,74,23,538.00	3,62,24,291.00
3) Labour Law Case (Under MRTU & PULP Act)	6,00,00,000.00 (Approx.)	

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
 FOR CENTRAL CABLES LIMITED

Signed as per our report of even date attached  
**CHARTERED ACCOUNTANTS**  
**FIRM REG NO. 305091E**

ABHISHEK R ASATI  
 WTD (DIN-01186819)

GOVINDDAS DAGA  
 DIRECTOR(DIN-00202975)

(CA S. Patodi)  
**PARTNER**  
**PARTNER**  
**MEMBERSHIP NO. 059144**

VIJAY SHARMA  
 CHIEF FINANCIAL OFFICER

MRITUNJAY KUMAR  
 COMPANY SECRETARY

PLACE : NAGPUR  
 DATE : 30th MAY 2019

**38<sup>th</sup> Annual General Meeting**

**Date: 27.09.2019**

**Venue: 5, Temple Road, Nagpur.**

**Time: 11:00 AM**

**PROXY FORM**

**(Form No. MGT-11)**

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

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of Central Cables Limited holding \_\_\_\_\_ shares of the Company, hereby appoint

Name:- \_\_\_\_\_

Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

or failing him/her

Names:- \_\_\_\_\_

Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

or failing him/ her

Name:- \_\_\_\_\_

Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 38<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, 27<sup>th</sup> September, 2019** at 11:00 AM at 5, Temple Road, Civil Lines, Nagpur- 440001 and at any adjournment thereof in respect of resolutions as are indicated below:

SI No.	Resolutions	Please Tick (Optional)		
		For	Against	Absent
<b>Ordinary Business</b>				
1.	Adoption of Audited Standalone Financial Statement of the Company and the reports of Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March, 2019.			
2.	Approval for re-appointment of Mr. Govinddas Daga (DIN : 00202975), Director retiring by rotation.			
Signed this _____ day of _____, 2019; Member's Folio./ DP ID/Client Id No. _____				<b>Affix Revenue Stamp of Re. 1/-</b>
Signature of Shareholder: _____; Signature of the Proxy _____				

Notes:

- Proxy need not to be a member of the Company
- The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting. Refer Note "d"
- It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.