

EMGEE CABLES & COMMUNICATIONS LTD.

Admn. Off. : T-16, 3rd Floor, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur - 302 023

R.O. & Works : F-75-76, Udyog Vihar, Jaipur, Jaipur - 303 702 INDIA

Tel : 88244 23382 / 88244 23384 / 0141-2230520 • Fax : 91-141-2230520 • E-mail : info@emgeecables.com, eccl.jpr@gmail.com

CIN: L31300RJ1987PLC003918

Ref.: ECCL/BSE/2017-18

Date: 26.10.2017

To,
The Manager,
Department of Corporate Services,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

Sub: Submission of Annual Report pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Ref.: Scrip Code: 530333

Dear Sir / Ma'am,


Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith 30th Annual Report of Emgee Cables and Communications Limited as approved by the members of the Company.

You are requested to take the same on record and inform all those concerned accordingly.

Thanking you,

Yours Sincerely,

For Emgee Cables and Communications Limited


(Sulekha Jangid)

Company Secretary & Compliance Officer

Encl: a/a



technology unlimited...

www.emgeecables.com

EMGEE

CABLES AND COMMUNICATIONS LTD.

Thirtieth Annual Report

2016-17



Regd. Office :

F-75-76, Udhyog Vihar, Jaitpura, Jaipur - 303704, Tel.: 01423-224343, 224344

Admin Office :

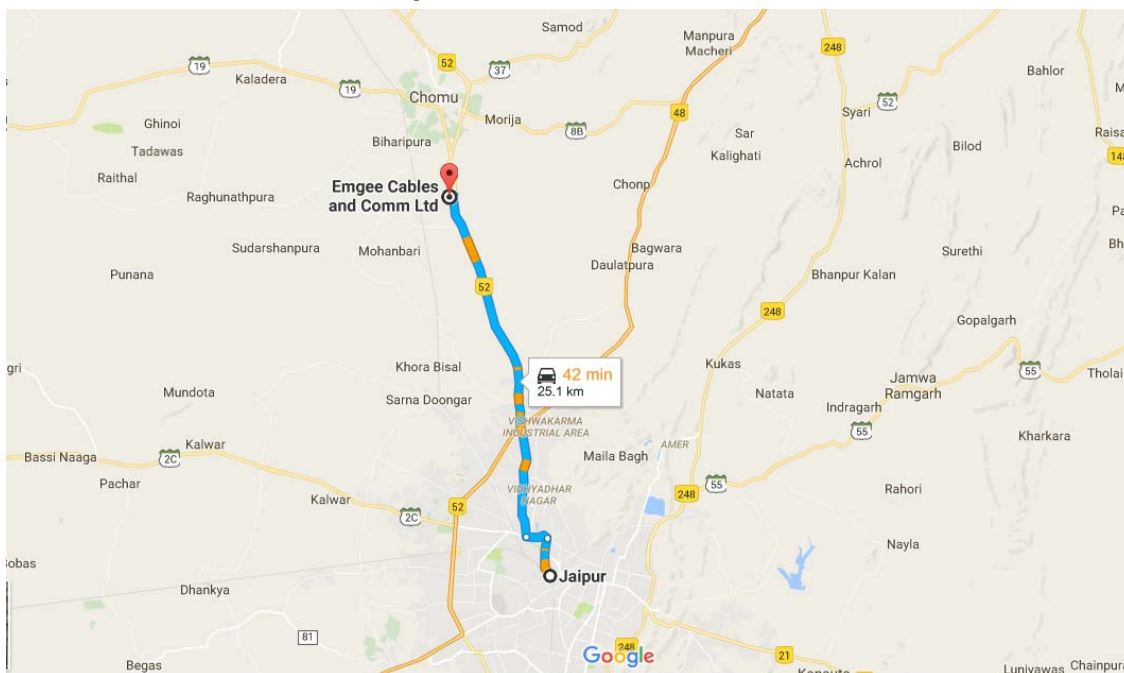
T-16, 3rd Floor, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur - 302 023

Telephone : +91-141-3240104-05, 3277104, Fax : +91-141-2230520

E-mail : info@emgeecables.com, eccl.jpr@gmail.com, Website : www.emgeecables.com

CONTENTS:	PAGE No:
• Corporate Information	3
• Notice of 30 th Annual General Meeting	4
• Boards' Report	17
Annexure of Boards' Report	
• Annexure 1 – Nomination and Remuneration Policy	25
• Annexure 2 – Disclosure on the Remuneration of the Managerial Personnel	28
• Annexure 3 - Secretarial Audit Report (MR-3)	30
• Annexure 4 – Extract of Annual Return (MGT-9)	31
• Annexure 5 – Form AOC-2	44
• Annexure 6 - Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014..	45
• Management Discussion And Analysis Report	46
• Independent Auditor's Report	48
• Financial Statements	
• Balance Sheet	53
• Statement of Profit and Loss	54
• Notes	55
• Statement of Significant Accounting Policies and Notes on Accounts	61
• Cash Flow Statement	66

Route Map to the Venue of the 30th AGM



Venue of 30th AGM: F-75-76, Udyog Vihar, Jaitpura, Jaipur - 303704

Corporate Information as on 31st March 2017

BOARD OF DIRECTORS

Executive Director
SHRIPAL CHOUDHARI
Managing Director & CEO
 DIN: 00403872

ANURADHA CHOUDHARI
Whole Time Director
 DIN: 06794396

Non-Executive Non-Independent Directors

ABHINAV CHOUDHARI
Director and Chief Financial Officer
 DIN: 03634672

Non-Executive Independent Directors

NARESH KUMAR JAIN
 DIN: 02458204

NARAYAN MODI
 DIN: 06930593

MR. AKHILESH PODDAR
 DIN: 05117029

Registered Office & Manufacturing Facility

F-75-76, Udhog Vihar,
Jaitpura, Jaipur-303704
 Web: www.emgeecables.com
 CIN:L31300RJ1987PLC003918

Registrar & Share Transfer Agent

MCS Share Transfer Agent Limited
 F-65, 1st Floor, Okhla Industrial Area,
 Phase – I, New Delhi – 110 020
 Telephone No.: 011 – 41406149-52
 Fax No. : 011- 41709881
 Email id: admin@mcsregistrars.com

BOARD COMMITTEES

Audit Committee
 NARESH KUMAR JAIN (Chairman)
 AKHILESH PODDAR
 NARAYAN MODI

Stake Holders Relationship/Grievance Committee
 NARESH KUMAR JAIN (Chairman)
 ANURADHA CHOUDHARI
 AKHILESH PODDAR

Nomination & Remuneration Committee
 NARAYAN MODI (Chairman)
 NARESH KUMAR JAIN
 AKHILESH PODDAR

Chief Financial Officer
ABHINAV CHOUDHARI

Company Secretary & Compliance Officer
CS SULEKHA JANGID

Statutory Auditors
P. S. D. & Associates
 Chartered Accountants,
 Jaipur

Secretarial Auditors
V. M. & Associates
 Company Secretaries,
 Jaipur

Principal Bankers
Dena Bank
 M.I. Road, Jaipur

(Members are requested to bring their copy of the Annual Report at the Annual General Meeting)

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting [“AGM”] of the members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Friday, 29th day of September, 2017 at 11:00 A.M. at the registered office of the Company at F-75-76, Udhog Vihar, Jaitpura, Jaipur to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on 8% Cumulative Preference Shares for the Financial Year 2016-17 @ 8% on pro rata basis.
3. To appoint a director in place of Mrs. Anuradha Choudhari (DIN: 06794396), who retires by rotation and being eligible, offers herself for re-appointment.
4. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the audit committee and Board of Directors, M/s. Parakh & Co., Chartered Accountants, Jaipur (Firm Registration No. 001475C) be and are hereby appointed as Auditors of the Company in place of the retiring Auditors M/s. P.S.D. & Associates, Chartered Accountants (Firm Registration No. 004501C), to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in Calendar Year 2022 (subject to ratification of the appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting) at such remuneration as shall be fixed by the Board of Directors of the Company in accordance with the recommendation of the audit committee and that such remuneration may be paid on a progressive billing basis.”

SPECIAL BUSINESS:

5. **RATIFICATION OF REMUNERATION TO COST AUDITOR:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the payment of the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus applicable Taxes and reimbursement of out of pocket expenses at actuals to M/s. Bikram Jain & Associates, Cost Auditor (Firm Registration No. 101610), appointed by the Board of Directors of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2017 and ending on 31st March, 2018, in connection with the aforesaid audit be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. **RE-APPOINTMENT OF MR. SHRIPAL CHOUDHARI (DIN : 00403872) AS A MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, Mr. Shripal Choudhari (DIN: 00403872) be and is hereby re-appointed as Managing Director and designated as CEO of the Company at a total remuneration not

exceeding Rs. 3,00,000/- per month, for a period of 3 (Three) years with effect from June 01, 2017 to May 31, 2020 on the terms and conditions including remuneration as set out below:

- (I) **Basic Salary:** Not exceeding Rs. 1,00,000/- per month.
- (II) **Perquisites and Benefits :** In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director and CEO:

CATEGORY (A)

a) Medical Reimbursement / Medclaim Insurance:

Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the medclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three months' salary in a period of three years.

c) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Mr. Shripal Choudhari shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Shripal Choudhari, Managing Director & CEO shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Shripal Choudhari, Managing Director & CEO for attending the Meetings of Board of Directors or any committee thereof.

Other Terms & Conditions:

- a) Mr. Shripal Choudhari perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- b) He shall be liable to retire by rotation.
- c) If at any time Mr. Shripal Choudhari, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.
- d) Either party to terminate the appointment on three months' notice in writing to the other.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Shripal Choudhari in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Shripal Choudhari, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

7. INCREASE IN BORROWING LIMITS FROM RS. 75,00,00,000/- TO RS. 100,00,00,000/- :

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016 and pursuant to section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing for the purpose of business, from time to time, any sum or sums of monies on such terms and conditions with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute the requisite agreement, documents, deeds and writings and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.”

8. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS WITH H.M.S. INVESTMENTS PRIVATE LIMITED.

To consider and, if thought fit, to pass, the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to compliances of all applicable laws and regulations, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions/contract/arrangement with H.M.S. Investments Private Limited for sale/purchase of goods, for an aggregate amount of not more than Rs. 50,00,00,000/- (Rupees Fifty Crores) for financial 2017-18 on such terms and conditions as laid down in the explanatory statement and in such form and manner as the Board in its absolute discretion may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and deeds as may be required and to sign all such acts and documents as may be necessary to implement the decision”.

BY ORDER OF THE BOARD OF DIRECTORS
For EMGEE CABLES AND COMMUNICATIONS LIMITED
(SULEKHA JANGID)
COMPANY SECRETARY & COMPLIANCE OFFICER

JAIPUR, MAY 30, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of attorney authorizing their representative to attend and vote on their behalf at the Meeting
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. At the forthcoming Annual General Meeting, Mrs. Anuradha Choudhari , Whole Time Director of the Company liable to retire by rotation, seeks re-appointment.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the required details pursuant to Schedule V of the Companies Act, 2013 and Secretarial Standard on General Meeting are provided as an annexure to notice.
6. Members /Proxies/ Authorized representative are requested to bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
9. For security reasons and for proper conduct of the AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members, Proxies and authorized representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. Members/Proxies/ Authorized representative attending the meeting are required to submit a valid identity proof such as PAN Card/AADHAR/passport etc. to enter the AGM hall.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2017 to 29th September, 2017** (both days inclusive) for the purpose of Annual General Meeting and for the payment of dividend to Preference share holders and AGM.
11. In accordance with the provisions of Section 123 of the Companies Act, 2013, dividend on Preference shares as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company, as at the close of business hours on Friday, September 22, 2017.
12. Members are requested to address all correspondence to **M/s MCS Share Transfer Agent Limited**, F- 65 1st floor, Okhla Industrial Area, Phase -1 New Delhi, Delhi -110020, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

14. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11:00 A.M. and 1:00 P.M. up to the date of Annual General Meeting.
15. The Annual Report and the Notice of AGM are available at the website of the Company at www.emgeecables.com and website of CDSL Depository at www.evotingindia.com.
16. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least ten days before the date of meeting to enable us to keep the information ready at the meeting.
17. Members holding shares in physical form are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
18. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
19. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

Members are requested to update their email Id's with the Company for receiving the notices and other documents at their email address.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
21. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent **M/s MCS Share Transfer Agent Ltd.** The Members holding shares in Demat form may contact their respective depository participants for such nominations
22. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. CS Manoj Maheshwari, Practising Company Secretary (Membership No. FCS 3355, COP No.1971), Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
24. The Scrutinizer, after scrutinizing the votes cast at the meeting (Polling by ballot) and through remote e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.emgeecables.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to Stock Exchanges.
25. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Friday, 22nd September, 2017** (Cut off date).

26. The remote E-voting period **begins on Sunday, 24th September, 2017 at 10.00 a.m. and ends on Thursday, 28th September, 2017 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 22nd September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
27. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
28. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

29. E-VOTING FACILITY:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders- "Login"
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Emgee Cables and Communications Limited.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. 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 Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
- Non- Individuals shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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.
 - 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 should be mailed to 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.
- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Friday, 22nd September, 2017** may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Bikram Jain & Associates, Cost Accountants, (Firm Registration No101610), as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2017 and ending on 31st March, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The members at the Annual General Meeting held on 30th September, 2016 appointed Mr. Shripal Choudhari as Managing Director of the company for a period of 3 years with effect from 01st June 2014. The current term of Mr. Shripal Choudhari as Managing Director expired on 31st May 2017.

Mr. Shripal Choudhari, aged 59 years, is an Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA, having over 29 years of expertise in the Research and Development and Marketing of wires and cables products business. He is the founder of EMGEE GROUP. The company has grown and flourished under his guidance. His management skills and self belief has been a crucial factor in the growth and expansion of the business. His presence serves as a positive catalyst in the company. Mr. Shripal Choudhari possesses appropriate skills, experience and knowledge; inter alia, in the field of Research and Development and Marketing of wires and cables products business..

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 30th May, 2017 approved re-appointment of Mr. Shripal Choudhari, as Managing Director and designated him as the Managing Director and CEO of the Company, for a period of 3 (Three) years with effect from 1st June, 2017 to 31st May, 2020 on the terms and conditions including remuneration as set in the resolution. This is subject to the approval of the members at this Annual General Meeting.

The Company is a manufacturing and trading company, the financial performance of the company has been satisfactory. The remuneration proposed is as recommended by Nomination and Remuneration Committee and appropriate considering the job profile, size of the Company and the prevailing industry standards.

This should be treated as an abstract of the terms of re-appointment and payment of remuneration to Mr. Shripal Choudhari, Managing Director and a memorandum as to the nature of concern of interest of the Directors as required under section 190 of the Companies Act, 2013.

Save and except Mr. Shripal Choudhari being appointee, Mr. Abhinav Choudhari (his son) and Mrs. Anuradha Choudhari (his wife), being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

Brief resume and other details of Mr. Shripal Choudhari, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting are provided in the Annexure to the notice of the Annual general Meeting.

The Board recommends Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

As per provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Company may expand/diversify its production capacity and it may be partly financed through Term Loans from Banks. Hence, increase in borrowings of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow moneys which may exceed at any time aggregate of the paid-up capital of the Company and its free reserves.

In supersession of the special resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016 and pursuant to section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and provisions of Articles of Association and all other applicable rules, laws and acts, if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the Board recommends the revised limit to the extent of **Rs. 100,00,00,000/- (Rupees One Hundred Crores only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the Members in supersession of the resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016.

ITEM NO. 8

In the light of provisions of section 188 of the Companies Act 2013 and rules thereof (including any amendment thereto or re-enactment thereof), and the applicable provisions of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in their Meeting held on May 30, 2017, approved the annual limits for 2017-18 subject to the approval of the shareholders. Shareholders' approval for the same is sought for in the ensuing AGM.

Company may enter into with its Related Party (as defined under the Companies Act 2013) for the financial year 2017-18 for such amount as Board of Directors of the Company may from time to time determine in the interest of the Company, and fit in the ordinary course of Business and on Arm's length Basis. All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, are given herein below in a tabular format for kind perusal of the members.

Particulars of the proposed transactions for the purpose of approval u/s 188 of the Companies act, 2013 maximum value of contract/ transactions.

Transactions defined u/s 188(1) of Companies Act, 2013- sale, purchase or supply of any goods or materials and availing or rendering of any services*

* In Ordinary Course of Business and on Arm's length basis.

The details of the transaction are given hereunder:

- (A) Name of Related party and nature of relationship: HMS Investments Private Limited, in which directors are common.
- (B) Nature, duration and particulars and material terms of contract, including value, if any of the contract or arrangement: Contract under Section 188(1)(a) and/or 188(1)(d) (sale, purchase or supply of any goods or materials and availing or rendering of any services) having value of Not more than Rs. 50,00,00,000/- (Rupees Fifty Crores Only) for F.Y. 2017-18, transaction in the ordinary course of Business and on Arm's Length Prices.
- (C) Name of the Directors and KMP who are related: Mr. Shripal Choudhari, Managing Director and CEO and Mr. Abhinav Choudhari, Director and CFO (his son), Mrs. Anuradh Choudhari, Whole Time Director (his wife).
- (D) Advance paid or received for the Transaction-NIL
- (E) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on Arm's length basis.
- (F) Any other relevant information- All factors and information relevant to the arrangement and important for the Board to take a decision have been considered and are disclosed/stated above.

Common Directors/ Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company recommends the resolution as set out in the Item no. 8 of the notice for the approval of members of the Company as Ordinary Resolution.

Save and except Mr. Shripal Choudhari, Managing Director & CEO, Mr. Abhinav Choudhari Director and CFO are Common Directors and Mrs. Anuradha Choudhari, Whole time Director, being relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

JAIPUR, MAY 30, 2017

BY ORDER OF THE BOARD OF DIRECTORS
For EMGEE CABLES AND COMMUNICATIONS LIMITED
(SULEKHA JANGID)
COMPANY SECRETARY & COMPLIANCE OFFICER

ANNEXURE TO THE NOTICE OF 30th AGM

Disclosure as required under Schedule V to the Companies Act, 2013, is given hereunder:

Mr. Shripal Choudhari

I.	General information:	
(1)	Nature of industry	Manufacturing and Trading
(2)	Date or expected date of commencement of commercial production	Commercial operation commenced in April 1987
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A. N.A.
(4)	Financial performance based on given indicators (March 31, 2017) Total Revenue Less: Total Expenditure Profit / (Loss) before Taxation Tax expenses Profit / (Loss) after Tax	(Amount in Rs.) 1,755,313,152/- 1,743,060,683/- 12,309,912/- 4,834,219/- 7,475,693/-
(5)	Foreign Investment or collaborators, if any	N.A
II.	Information about the appointee:	
(1)	Background details	Mr. Shripal Choudhari, aged 59 years is a Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA bearing over 29 years of rich experience in the Research and Development and Marketing of wires and cables products business..
(2)	Past remuneration	Rs. 60,000/- per month
(3)	Job profile and his suitability	Appointed as Managing e Director for a period of 3 (Three) years with effect from June 1, 2017 on terms and conditions of his appointment as mentioned in the resolution.
(4)	Remuneration proposed	Not exceeding Rs. 3,00,000/- Per Month
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is justified and commensurate with the profile of the appointee and the industry standards.
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Managing Director of the Company. Father of of Mr. Abhinav Choudhari and Husband of Mrs. AnuradhaChoudhari.
III.	Other Information:	
(1)	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing in the country.
(2)	Steps taken or proposed to be taken for improvement	The company is making certain strategic and management changes which would result in better efficiency and thereby contributing to the profitability in the years to come.
(3)	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in efficiency and undertakes constant measure to improve it. However it is extremely difficult in the present scenario to predict efforts to improve the margins.
The remuneration package proposed to be given to Mr. Shripal Choudhari is as per details given in the resolution.		

Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the order of the items mentioned in the Notice:

Name of Directors	Mrs. Anuradha Choudhari	Mr. Shripal Choudhari
Date of Birth & Designation	12.12.1962 Whole Time Director	22.10.1958 Managing Director and CEO
Age	55 Years	59 Years
Brief resume of the director	Promoter and Whole Time Director of the Company. She is a Graduate, bearing over 21 years of experience in the administration sector.	Promoter & one of the first Directors of the Company, Shri Shripal Choudhari has been on the Board of Directors since incorporation on 31 st March, 1987. He is a Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA bearing over 29 years of rich experience in the Research and Development and Marketing of wires and cables products business..
Nature of expertise in specific functional areas	Administration	R&D and Marketing
Terms of appointment/ Re-appointment	Appointed as Whole Time Director of the Company, for a period of 3 (Three) years with effect from June 1, 2016	Appointed as Managing Director of the Company, for a period of 3 (Three) years with effect from June 1, 2017
Remuneration last drawn	Refer MGT-9	Refer MGT-9
Remuneration to be drawn	NA	Not exceeding Rs. 3,00,000/- per month
No. of Board meetings attended during the year	6(Six) Board meetings held in the Financial Year 2016-17	6(Six) Board meetings held in the Financial Year 2016-17
Original date of appointment and date of re-appointment	Original Date of Appointment- February 12, 2015 Date of re-appointment- June 1, 2016	Original Date of Appointment- March 31, 1987 Date of re-appointment- June 1, 2014
Disclosure of relationships between inter-se	Wife of Shri Shripal Choudhari (Managing Director and CEO)and mother of Shri Abhinav Choudhari (Director and CFO)	Husband of Mrs. Anuradha Choudhari (Whole Time Director) and Father of Mr. Abhinav Choudhari (Non Executive Director and CFO)
Names of listed entities (other than Emgee Cables and Communications Limited) in which the person also holds the directorship and the membership of Committees of the board	NIL	Glance Finance Limited • Audit Committee • Stakeholder & Relationship Committee • Nomination & Remuneration Committee
Shareholding in Emgee Cables and Communications Limited	2,75,900	1,53,000



EMGEE CABLES AND COMMUNICATIONS LIMITED

Admin. off.:T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023

R. O. & Works: F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704

Tel: +91-141-3240104-05,3277104 Fax: +91-141-2230520

Website: www.emgeecables.com, E-mail: eccl.jpr@gmail.com

CIN : L31300RJ1987PLC003918

**ATTENDANCE SLIP
FOR
ATTENDING ANNUAL GENERAL MEETING**

Regd. Folio No.....

No. of Shares held

DP. ID. No.

Client ID.No.

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the **30TH Annual General Meeting** of the Company held on Friday, 29th September, 2017 at 11:00 A.M. at the Registered Office of the Company at F-75-76, Udhog Vihar, Jaitpura, Jaipur

.....
Member's / Proxy's name in Block Letters

.....
Signature of Member/ Proxy

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.



EMGEE CABLES AND COMMUNICATIONS LIMITED

Admin. off.:T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023

R. O. & Works: F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704

Tel: +91-141-3240104-05,3277104 Fax: +91-141-2230520

Website: www.emgeecables.com, E-mail: eccl.jpr@gmail.com

CIN : L31300RJ1987PLC003918

Form No. MGT-11

PROXY FORM

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

Name of the Member(s)	E-mail ID
Registered address	Folio No. / DP ID and Client ID

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: Address:
E-mail ID: Signature:, or failing him/her
2. Name: Address:
E-mail ID: Signature:, or failing him/her
3. Name: Address:
E-mail ID: Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 29th day of September, 2017 at 11.00 A.M. at the Registered Office of the Company situated at F-75-76, Udhog Vihar, Jaitpura, Jaipur and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2017 together with the reports of the Board's and Auditor's thereon. (Ordinary Resolution)			
2.	To declare dividend on preference shares @8% on prorata basis.(Ordinary Resolution)			
3.	To appoint a director in place of Mrs. Anuradha Choudhari (DIN: 06794396), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)			
4.	Appointment of the Statutory Auditors of the Company.(Ordinary Resolution)			
Special Business				
5.	Ratification of Remuneration to Cost Auditor. (Ordinary Resolution)			
6.	Re-appointment of Mr. Shripal Choudhari (DIN: 00403872) as a Managing Director of the Company. (Ordinary Resolution)			
7.	Increase in borrowing limits from Rs. 75,00,00,000/- to Rs. 100,00,00,000/- (Special Resolution)			
8.	To consider and approve related party transactions with H.M.S. Investments Private Limited . (Ordinary Resolution)			

Signed this day of 2017.

Signature of shareholder

Signature of proxy holder(s)

Note:

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Affix Revenue Stamp of not less than Rs. 1/-
--

BOARDS' REPORT

To,
The Members,
Emgee Cables and Communications Limited

The Board of Directors hereby submit the report of the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended 31st March, 2017.

1. FINANCIAL SUMMARY

The Company's financial performance for the year alongwith previous year's figures are given hereunder:

(Amount in Rs.)

Particulars	F.Y. 2016-17	F.Y. 2015-16
Total Income	1,755,313,152/-	1,470,813,698/-
Total Expenditure	1,743,060,683/-	1,460,678,577/-
Profit before taxes	12,309,912/-	10,135,121/-
Less: Taxation	4,471,203/-	3,894,210/-
Deferred Tax	363,016/-	43,958/-
Profit after Taxes	7,475,693/-	6,196,953/-

2. PERFORMANCE REVIEW

The company is mainly engaged in the business of Manufacturing and Trading of wires and cables. The Net receipts from Operations during the year under review were Rs. 1,755,313,152/- as against Rs. 1,470,813,698/- in the previous year. The profit after tax is Rs. 7,475,693/- as against Rs. 6,196,953/- in the previous year.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/ STATE OF COMPANY'S AFFAIRS

The Directors are hopeful about achieving better performance in future especially in view of internet and broadband penetration. The Company is now focusing more on export business and got approvals from large manufacturers in Europe. The Company also looking to upgrade/increase its capacity, for this the Company has installed new Plant & Machineries.

4. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the financial year ended 31st March, 2017, no entity became or ceased to be the subsidiary, joint venture or associate of the Company.

5. DIVIDEND

The Board of directors in their meeting held on 30th May 2017 recommended a Dividend of Rs. 0.467/- (8% Preference share of Rs. 10/- each) on 15,00,000 Preference Shares on pro-rate basis.

Further, in view of the Directors consideration to conserve the profits for future expansion, your Directors do not recommend payment of any dividend for the year ended March 31, 2017 on Equity Shares.

6. RESERVES

During the financial year 2016-17 the company has not proposed any amount to carry to the general reserve. The Company has transferred Rs. 50,00,000/- to Capital redemption Reserve.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

8. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2017.

9. SHARE CAPITAL

The Authorised Share Capital of the Company was Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 70,00,000 (Seventy Lac) equity shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/- (Rupees Ten Only) each.

10. PREFERENTIAL ISSUE OF 15,00,000 (Fifteen Lacs) PREFERENCE SHARES TO PROMOTERS :

During the Financial year 2016-17, the Board of Directors of the Company at its meeting held on 30th August 2016 subsequent to the approval of the share holders through Postal Ballot which concluded on 27th January, 2016 allotted 15,00,000 (Fifteen Lacs) 8% Cumulative Redeemable Preference Shares of Rs. 10/- each at par to Promoters on Preferential basis.

11. MANAGEMENT AND BOARD OF DIRECTORS

Mrs. Anuradha Choudhari (DIN-06794396), Non Executive Promoter Director , on recommendation of Nomination and Remuneration Committee and approval of the shareholders of the company in the 29th Annual General Meeting (AGM), held on 30th September, 2016 was designated as Whole Time Director of the Company w.e.f. 1st June , 2016 to 31st May, 2019, liable to retire by rotation.

Mr. Narayan Modi (DIN-06930593) was appointed as an Additional Independent director on the Board of the Company w.e.f. 01st May, 2016 and re-appointed as an Independent Director not liable to retire by rotation to hold office for a term up to 30th April, 2021 in the 29th AGM held on 30th September, 2016.

Mr. Akhilesh Poddar (DIN-05117029) was appointed as an Additional Independent Director on the Board of the Company w.e.f. 29th July, 2016, and reappointed as an Independent Director not liable to retire by rotation to hold office for a Term up to 28th July, 2021 in the 29th AGM held on 30th September, 2016.

Mr. Shripal Choudhari (DIN -00403872) Managing director and CEO of the Company, on recommendation of Nomination and Remuneration Committee was re-appointed as Managing director and designated as Managing director and CEO of the Company w.e.f. 01st June, 2017 to 31st May, 2020, liable to retire by rotation, subject to the shareholders holders approval on the terms and conditions as mentioned in the resolution in the Notice of 30th AGM.

Mrs. Anuradha Choudhari (DIN-06794396) Promoter & Whole Time Director of the Company whose period is liable to retire by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, retires by rotation in the ensuing AGM and being eligible seeks re-appointment.

The details of Directors being recommended for re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company.

Appropriate resolution(s) seeking your approval to the appointment/ re-appointment of Directors are also included in the Notice.

12. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Meetings of the Board are generally held at the Administrative Office of the Company at T-16, 3rd Floor, Alankar Plaza, Central Spine, Vidhyadhar, Jaipur (Rajasthan). During the financial year 2016-2017, the Board of Directors of the Company, met 06 (**Six**) times on 30th May , 2016, 29th July, 2016, 22nd August, 2016, 30th August, 2016, 11th November, 2016, 10th February, 2017.

13. DECLARATION BY INDEPENDENT DIRECTOR

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

14. FORMAL ANNUAL EVALUATION

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation Framework.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation all the directors and the board as a whole was conducted based on the criteria and framework adopted by the Board.

The following criteria assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities;
- Contributing to clearly define corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant & timely information from external sources;
- review & approval achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections ;
- identify, monitor & mitigate significant corporate risks ;
- assess policies, structures & procedures ;
- direct, monitor & evaluate KMPs, senior officials ;
- review management's succession plan ;
- effective meetings ;
- assuring appropriate board size, composition, independence, structure ;
- clearly defining roles & monitoring activities of committees;
- review of corporation's ethical conduct.

At the conclusion of the evaluation exercise, the Members of the Board assessed that the Board as a whole together with each of its Committees was working effectively in performance of its key functions. The peer review concluded on the note that each of the individual directors was performing efficiently and effectively contributing to a well performing Board and shared a common vision to turning organization goals into reality.

15. **NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company adopted a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee.

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management. The Nomination and Remuneration Policy is furnished in **Annexure-1** and forms part of this report.

16. **PARTICULARS OF EMPLOYEES**

Details pursuant to section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed herewith as **ANNEXURE - 2**.

17. **AUDITORS AND AUDITORS' REPORT**

1) **STATUTORY AUDITORS**

The Companies Act, 2013 ('The Act') was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and the rules made thereunder, it is mandatory to rotate the statutory auditors on the completion of two terms of five consecutive years. The rules also lay down the transitional period that can be served by the existing Auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent Auditors "M/s P.S.D. & Associates," Chartered accountants (Firm Registration No. 004501C) have served the Company for over 10 years before the Act was notified and will be completing the maximum no.. of Transitional period (Three Years) at the ensuing 30th AGM. The Audit committee of the company has proposed and on 30th May 2017 the board has recommended the appointment of "M/s Parakh & Co., Chartered Accountants (Firm Registration No. 001475C), Jaipur as the statutory Auditors of the Companies after receiving consent letter and peer review certificate from "M/s Parakh & Co., Chartered Accountants". The firm will hold office for a period of five consecutive years from the conclusion of the 30th Annual General Meeting of the Company till the Conclusion of 35th Annual General Meeting to be held in 2022 subject to ratification by shareholders at every Annual General Meeting. The First year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly Financial results.

The Auditors Report to the shareholders for the Financial Year 2016-17 given by M/s P.S.D. & Associates, Chartered Accountants, Jaipur does not contain any observation and qualification. The Auditors Report for the financial year ended 31st March, 2017 is self-explanatory and does not call for any further comments. No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

M/s Parakh & Co., Chartered Accountants (Firm Registration No. 001475C), Jaipur are proposed to be appointed as Statutory Auditors in place of retiring Auditors M/s P.S.D. & Associates, Chartered Accountants, Jaipur, and shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting subject to ratification of the appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting.

The Company has received letter from M/s Parakh & Co., Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. Accordingly the Board of Directors have recommended the appointment as statutory Auditors on a remuneration to be decided by the board.

2) COST AUDITORS

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and Rules made thereunder, M/s. Bikram Jain & Associates, Cost Accountants, Jaipur (FRN. 101610) were appointed as the cost auditors to conduct the audit of cost records of your company for the year ending 31st March, 2017. They gave their consent and eligibility certificate confirming they are not disqualified.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Bikram Jain & Associates, Cost Accountants have been re-appointed as cost auditors to conduct the audit of cost records of your company for the Financial Year 2017-18. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to cost auditors is being sought at the ensuing Annual General Meeting.

Cost Auditor's Report

The Audit Report of the cost accounts of the Company for the year ended March 31st, 2017, will be submitted with the Central Government in due course.

3) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur (FRN:P1984RJ039200) were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the financial year 2016-17. They gave their consent and eligibility certificate confirming they are not disqualified.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as the Secretarial Auditors of the Company to carry out the secretarial audit for the financial year 2017-18.

Secretarial Audit Report

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as **ANNEXURE – 3**. The Secretarial Auditors Report for the financial year ended 2016- 2017 is self-explanatory and does not call for any further comments.

4) INTERNAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s OM Agarwal & Co. , Chartered Accountant , Jaipur (FRN: 000971C) were appointed as the Internal Auditor of the Company to carry out the Internal Audit for the financial year 2016-17.

The Board has re-appointed M/s Om Agarwal & Co. , Chartered Accountant , Jaipur as the Internal Auditor of the Company to carry out the Internal audit for the financial year 2017-18.

Internal Audit Report

The Internal Audit report for the financial year ended 31st March, 2017 is free from any qualification and self explanatory.

18. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company, comprises of three (3) members as on 31st March, 2017, namely Shri Naresh Kumar Jain, Independent Non-Executive Director, Mr. Narayan Modi, Independent Non-Executive Director and Shri Akhilesh Poddar, Non-Independent Non-Director.

Shri Naresh Kumar Jain, an Independent Director, is the Chairman of the Audit Committee.

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

TERMS OF REFERENCE OF AUDIT COMMITTEE:

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Role of the Audit Committee includes the following:

- (1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by Management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- (6) reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and thereport submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) considering such other matters the Board may specify;

(21) reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.

VIGIL MECHANISM

The Company has established a Whistle Blower Policy of the Company, which also incorporates a Vigil Mechanism in terms of the SEBI(LODR) for Directors and employees commensurate to the size and the business of the company to promote ethical behaviour in all its business activities and to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. Under the said Mechanism, the employees are free to report violations of applicable laws and regulations and the Code of Conduct. It also provides for adequate safeguards against the victimization of persons who use such mechanism.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Also there were no whistle blower events reported during the period under review.

19. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form No. MGT – 9 forms part of the Board's Report and is annexed herewith as **ANNEXURE - 4**.

20. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with the SEBI Regulations on prevention of insider trading, the Company has formulated and implemented a comprehensive Code of fair Disclosures for Prevention of Insider Trading by its management and employees. The code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with shares of Emgee. The code is available on the website of the Company www.emgeecables.com

21. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all Business verticals, by way of presenting specific performance of Plant (based on predefined factory rating parameters), Product Category and Corporate Function from time to time. The entire Board including Independent Directors has access to Product Heads/ Factory Heads and other commercial/ technical staff, wherever required for informed decision making. Detailed agenda are sent well in advance to all the Directors in order for the Board to perform its function and fulfill its role effectively.

22. RISK MANAGEMENT POLICY

Emgee understands controlling risks through a formal programme is necessary for the well-being of the Company. To this end, the Board identifies the risks impacting the business and formulate strategies/ policies aimed at risk mitigation as part of risk management.

The Board of Directors has also adopted a formal Risk Management policy for the Company whereby, risks are broadly categorized into Liquidity Risk, Funding Risk, Time Risk, Call Risk, and Interest Rate Risk, outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are key to business objectives.

23. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The details in respect of Internal Financial Control Systems and their Adequacy are included in the Management Discussion and Analysis which form part of this report.

24. FIXED DEPOSITS

In the beginning of the Financial Year 2016-17, there were no deposits lying with the company and further it is clarified that no money have been received which fall under the category of Deposits during the Financial Year 2016-17.

25. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186

During the financial year under review, there were no loans/guarantee given and/or security provided, neither any investments were made by the Company.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions that were entered during the financial year are done in the ordinary course of business and on arm's length basis. The particulars of contracts or arrangements with related parties referred to in

Section 188(1) of the Companies Act 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2. **Annexure -5** to this report. The policy on related party transaction is available on the website of the company at www.emgeecables.com

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

28. HUMAN RESOURCES

The Company recognizes the importance of Human Resource Management in realizing its growth ambitions and believes in nurturing talent within the organization to take up leadership positions. The Company believes that the development of employees is one of the most important enablers for an organization. This is being done at both individual and team levels. Sustained development of its employees, professional and personal, is the hallmark of its human resource policies. The Company is giving emphasis to upgrade the skills of its human resources in context of its new ventures in Knowledge Industry. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals.

29. ENVIRONMENT & HEALTH AND SAFETY

Your Company is continuously working towards laying a strong foundation and creating a sustainable future for our Organization, our People and the Society as a whole. Here, Environment Health and Safety (EHS) management is a key pillar of our sustainable growth agenda. We are committed to lead and excel in all aspects of environmental stewardship, safety, health and social responsibility, always striving to provide safe and healthy work environment to our employees and efficient, safe and environmentally responsible products to our customers.

Emgee is committed to protecting the health and safety of everyone involved in its operations as it is committed to protecting the sustainability of the environment in which it operates. We have worked hard to put in place management systems; controls; objectives and targets; strategies; and training that uphold and honour national and international codes and standards on health, safety and environment. Whether it is policies that inculcate safe behaviour as a personal value in all our stakeholders or that prevent accidents, we have put in place mandatory compliances for all employees and contractors while on business at our sites.

Fostering a preemptive safety culture across all our assets and facilities, we also ensure energy conservation facilities at plant location. We have rain water harvesting locations including our Administrative office to maintain the balance of natural resource like water.

Your Company also provides life insurance cover, personal accident cover and robust medical and health policies to employees, workers, and channel partners against any unfortunate incident.

We strongly believe that those on the shop floor who actually execute a task are the best to judge the parameters involved for safety and welfare.

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

The Information pertaining to conservation of energy, technology, absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure -6** to this report.

31. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report forms part of this Annual Report.

32. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17 through 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous financial year.

The paid up Equity Share Capital of Emgee Cables and Communications Ltd. is Rs. 05.40 Crore and Net Worth is Rs. 16.39 Crore as on 31st March, 2016,

Since our Company falls in the ambit of aforesaid exemption; hence compliance with the provisions of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not mandatory for our Company.

Consequently our Company is not required to provide separate section on Corporate Governance.

Consequently Corporate Governance Report under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not form part of the Annual Report for the Financial Year 2016-17.

33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

34. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Risk Management and Governance Department of the Company has implemented a strong Internal Financial Controls (IFC) Framework as per the ICAI regulations and guidelines. The testing of key controls was also carried out independently by the Statutory Auditors of the Company as mandated under the provisions of the Companies Act, 2013. In the opinion of the Board, the existing internal financial controls framework is adequate and commensurate to the size and nature of the business of the Company.

35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates 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;
- c) 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;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) 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; and;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

36. LISTING OF SHARES

Your company's shares are listed at:

1. BSE Ltd.
2. The Calcutta Stock Exchange Ltd.

And the listing fees to BSE Ltd. for the year 2017-18 had been duly paid.

37. ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the Bankers, Local Authorities, Client, Vendors, Advisors, Consultants, Associates at all levels for their continued guidance and support. Your Directors also wish to place on record their deep sense of appreciation for their commitment, dedication and hard work put in by every member of the our Company.

To them goes the credit for the Company's achievement and to you, our shareholders we are deeply grateful for the confidence and the faith that you have always reposed in us.

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
(SHRIPAL CHOUDHARI) (ABHINAV CHOUDHARI)
 MANAGING DIRECTOR & CEO DIRECTOR
 DIN: 00403872 DIN: 03634672

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

This Nomination, Remuneration and Evaluation Policy (the “Policy”) applies to the Board of Directors (the “Board”), Key Managerial Personnel (the “KMP”) and the Senior Management Personnel of Emgee Cables and Communications Limited (the “Company”).

“Key Managerial Personnel (KMP) means—

- (i) the Chief Executive Officer or the Managing Director or the Manager
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed;

The term “Senior Management Personnel” means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Purpose

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

2. Accountabilities

2.1 The Board is ultimately responsible for the appointment of Directors, Key Managerial Personnel and the Senior Management.

2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy, with the objective to diversify the Board;
- 3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 3.3 recommending to the Board on the selection of individuals nominated for Directorship;
- 3.4 making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior Officials so appointed / reappointed;
- 3.5 assessing the independence of independent directors;
- 3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules thereunder;
- 3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, of which at least one-half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.

- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the members' queries.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

4. Appointment of Directors/KMPs/Senior Officials

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/ a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

5. Letters of Appointment

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

6. Remuneration of Directors, Key Managerial Personnel and Senior Management

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

(i) Remuneration:

a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

(ii) Statutory Requirements:

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

ANALYSIS OF MANAGERIAL REMUNERATION

(A) Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:-

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17 :-

Name of Directors/Designation	Ratio
Mr. Shripal Choudhari (Managing Director and CEO)	4.07:1
Mrs. Anuradha Choudhari (Whole Time Director)	3.39:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17:

Name of Directors &KMP	% Increase in remuneration
Mr. Shripal Choudhari (Managing Director and CEO)	NIL
Mrs. Anuradha Choudhari (Director)	NIL
Mr. Abhinav Choudhari (CFO)	NIL
Ms. Sulekha Jangid (Company Secretary)	19.44

3. The percentage increase/decrease in the median remuneration of employees in the financial year 2016-17 :- Increase 2.34%

4. The number of permanent employees on the rolls of company:- 39

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

Average % increase in the salary of employees other than Managerial Personnel: - Increase 2.34%

Average % increase in the Salary of the Managerial Personnel:-NIL

The average % increases in salaries of the employees other than the managerial personnel and increase in salary of managerial personnel is as per the general industry standards.

6. Affirmation: The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

(B) **STATEMENT SHOWING PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

None of the employee of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197(12) read with rule 5, sub –rule 2 of the Companies (Appointment and Remuneration of managerial Personnel), rule, 2014 of the Companies Act, 2013 during the year under review. Following is the list of the top ten employee of the Company:

S. No.	Name	Salary	Designation	Nature of Employment	Qualification/ Total Experience in Years	Date of commencement of Employment	Age	Last employment before joining the company	Percentage of equity Shares held	Relative of any director or manager of Company
1	Shripal Choudhari	720000	Managing Director & CEO	Contract	Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA /29	31.03.1987	59 Years	NA	2.83	Mr. Abinav Choudhari & Mrs. Anuradha Choudhari
2	Anuradha Choudhari	600000	Director and CFO	Contract	Graduate/21	12.02.2015	55 years	NA	5.1	Mr. Shripal Choudhari & Mrs. Abhinav Choudhari
3	Abhinav Choudhari	720000	Whole Time Director	Contract	Graduate/9	19.10.2011	26 years	NA	5.86	Mr. Shripal Choudhari & Mrs. Anuradha Choudhari
4	A.K. Maheshwari	546478	Technical Head	Contract	Electrical engineer	01.05.1992	55 Years	NA	0	NO
5	Dilip Shah	314059	Accountant	Contract	Graduate	31.03.1987	54 Years	NA	0.018	NO
6	Kamlesh Kumar Sharma	301990	Marketing Manager	Contract	Graduate	21.10.2009	35 Years	NA	0	NO
7	Amit Pandey	251607	Assistant Marketing Manager	Contract	Graduate	5.05.2012	30 years	NA	0	NO
8	Shyam Lal Sharma	226561	Accountant	Contract	Post Graduate	07.08.2011	34 Years	Finance Company	0	NO
9	Sulekha Jangid	217500	Company Secretary	Contract	CS, LLB	14.06.2015	32 Years	Practising Company Secretray	0	NO
10	Varsha Agarawal	140738	Assistant	Contract	Graduate	01.07.2015	28 Years	NA	0	NO

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
(SHRIPAL CHOUDHARI) (ABHINAV CHOUDHARI)
 MANAGING DIRECTOR & CEO DIRECTOR
 DIN: 00403872 DIN: 03634672

Form No. MR-3
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31st March, 2017
*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
 The Members,
 Emgee Cables & Communications Ltd.,
 F-75/76, Udyog Vihar,
 Jaitpura, Jaipur- 303 704.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Emgee Cables & Communications Ltd.** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 ('Audit Period') 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (e) 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;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
 - (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) As informed, no other sector specific law is applicable to the Company.

We have also examined compliance with the 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 BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above *except with the provisions of Sec. 77 of the Companies Act, 2013 with respect to registration of charges with the Registrar of Companies.*

We further report that

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We 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.

We further report that during the audit period the Company has undertaken the following events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. which in our opinion have a major bearing on the Company's affairs:

1. Adopted new set of Articles of Association of the Company and
2. Allotted 15,00,000 8% Cumulative Preference Shares at par.

FOR V.M. & ASSOCIATES
COMPANY SECRETARIES
CS MANOJ MAHESHWARI
PARTNER
FCS NO.: 3355
CP NO.: 1971

JAIPUR, MAY 30, 2017

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

To,
The Members
Emgee Cables & Communications Ltd.,
F-75/76, Udyog Vihar,
Jaitpura, Jaipur- 303 704.

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, etc.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. 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.

FOR V.M. & ASSOCIATES
COMPANY SECRETARIES
CS MANOJ MAHESHWARI
PARTNER
FCS NO.: 3355
CP NO.: 1971

JAIPUR, MAY 30, 2017

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L31300RJ1987PLC003918
ii)	Registration Date	31 st March 1987
iii)	Name of the Company	Emgee Cables and Communications Ltd.
iv)	Category / Sub-Category of the Company	Public Company, Limited by Shares
v)	Address of the Registered office and contact details	F-75-76, Udhyog Vihar, Jaitpura, Jaipur-303704, Telephone:0141-3240104-05, 3277104 Fax:0141-2230520
vi)	Whether listed company Yes / No	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase - I New Delhi – 110 020 Telephone No.: 011 – 41406149-52 Fax No. : 011- 41709881 Email id: admin@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1.	Winding wire	31300	21%
2.	Co-Axial cables	31300	11%
3.	Copper wire	31300	68%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	1008130	-	1008130	18.65	903930	0	903930	16.72	-1.93
b) Central Govt. or State Govt	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	1062770	-	1062770	19.66	1062770	0	1062770	19.66	0
d) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL: (A) (1)	2070900	-	2070900	38.31	1966700	0	1966700	36.38	-1.93
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-

Category of shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2070900	-	2070900	38.31	1966700	0	1966700	36.38	-1.93
B. PUBLIC SHAREHOLDING									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	50000	50000	.92	-	50000	50000	0.92	0
C) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	50000	50000	.92	-	50000	50000	0.92	0
(2) Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies corporate									
i) Indian	101100	34300	135400	2.50	56500	32200	88700	1.64	-0.86
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lacs	325900	935800	1261700	23.41	357900	939700	1297600	24.00	0.59
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lacs	1549500	16500	1566000	28.97	1681500	0	1681500	31.12	2.22
c) Others (specify)									
NRI/OCBS	62000	254500	316500	5.85	61700	254300	316000	5.85	0
Non Institutions	5000	-	5000	0.09	5000	-	5000	0.09	00
Clearing Member	-	-	-	-	-	-	-	-	-
Foreign National	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	2043500	1241100	3284600	60.75	2162600	1226200	3388800	62.68	2.18
Total Public Shareholding (B)= (B)(1)+(B)(2)	2043500	1291100	3334600	61.69	2162600	1276200	3438800	63.62	1.93
Total (A) + (B)	4114400	1291100	5405500	100	4129300	1276200	5405500	100	0
C. Shares held by Custodian and against Custodian and against which depository receipts which depository receipts have been issued	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4114400	1291100	5405500	100	4129300	1276200	5405500	100	0

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledge/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledge/encumbered to total shares	
1	Shripal Choudhari	153800	2.85	0	153000	2.83	0	0.02
2	Shripal Choudhari HUF	75000	1.39	0	74900	1.38	0	0.01
3	Abhinav Choudhari	316930	5.86	0	316930	5.86	0	0
4	Anuradha Choudhari	275900	5.10	0	275900	5.10	0	0
5	Saloni Choudhari	83200	1.54	0	83200	1.54	0	0
6	Prakash Kumar Banthia	68300	1.26	0	0	0	0	100
7	Kusum Banthia	35000	0.65	0	0	0	0	100
8.	HMS Investments (P) Ltd.	1062770	19.66	0	1062770	19.66	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**(A) Name of the Promoter:- SHRIPAL CHOUDHARI**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			153800	2.85		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	04.01.2017	100 (Sale)			153700	2.84
		05.01.2017	100 (Sale)			153600	2.84
		06.01.2017	100 (Sale)			153500	2.84
		10.01.2017	100 (Sale)			153400	2.84
		11.01.2017	100 (Sale)			153300	2.83
		12.01.2017	100 (Sale)			153200	2.83
		16.01.2017	100 (Sale)			153100	2.83
		25.01.2017	100 (Sale)			153000	2.83
3	At the end of the year			153000	2.83		

(B) Name of the Promoter:- SHRIPAL CHOUDHARI HUF

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			75000	1.39		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	01.02.2017	100 (Sale)			74900	1.38
					No change		
3	At the end of the year			74900	1.38		

(C) Name of the Promoter:- **PRAKASH KUMAR BANTHIA**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			68300	1.26		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	22.04.2016	500 (Sale)			67800	1.25
		29.04.2016	2100 (Sale)			65700	1.22
		06.05.2016	50000(Sale)			15000	0.29
		20.05.2016	2000 (Sale)			13700	0.25
		10.06.2016	1000 (Sale)			12700	0.24
		08.07.2016	1000 (Sale)			11700	0.22
		22.07.2016	11700(Sale)			0	0
3	At the end of the year			0	0		

(D) Name of the Promoter:- **ANURADHA CHOUDHARI**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			275900	5.10		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)				No Change		
3	At the end of the year			275900	5.10		

(E) Name of the Promoter:- **KUSUM BANTHIA**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			35000	0.79		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	22.07.2016	35000(Sale)			0	0
3	At the end of the year			0	0		

(F) Name of the Promoter:- **SALONI CHOUDHARI**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			83200	1.54		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)				No change		
3	At the end of the year			83200	1.54		

(G) Name of the Promoter:- **ABHINAV CHOUDHARI**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			316930	5.86		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)				No change		
3	At the end of the year			316930	5.86		

(H) Name of the Promoter:- **HMS INVESTMENTS (P) LTD.**

S. No.	For each of the Promoter			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1	At the beginning of the year			1062770	24.12		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)				No change		
3	At the end of the year			1062770	19.66		

(iv) Shareholding pattern of Top Ten shareholders (Other than Directors, Promoters and holders of GDRs & ADRs)

S. No.	For each of the Top 10 Shareholders			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1.	NARENDRAKUMAR SARDARSINGH KARNWAT						
	At the beginning of the year			5000000	9.25		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)						
	At the end of the year			5000000	9.25		
2.	BHARMAL LODHA						
	At the beginning of the year			5000000	9.25		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)						
	At the end of the year			5000000	9.25		
3.	RAMESH CHAUHAN						
	At the beginning of the year			100000	1.85		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)			-	-		
	At the end of the year			100000	1.85		
4.	DEEPINDER SINGH POONIAN						
	At the beginning of the year			82000	1.52		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	16.12.2016	15000 (Purchase)	-	-	97000	1.79
	At the end of the year			97000	1.79		
5.	MOHIT PRAKASH BANTHIA						
	At the beginning of the year			0	0		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	06.05.2016	50000 (Purchase)			50000	0.92
		22.05.2016	46700 (Purchase)			96700	1.79
	At the end of the year			96700	1.79		

S. No.	For each of the Top 10 Shareholders			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
6.	SHIRIN F PARVI						
	At the beginning of the year			86500	1.52		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	31.03.2017	5000 (Purchase)			91500	1.69
	At the end of the year			91500	1.69		
7.	FAROKH N PAVRI						
	At the beginning of the year			55400	1.02		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	31.03.2017	3800 (Purchase)			59200	1.10
	At the end of the year			59200	1.10		
8.	BABU LAL. J						
	At the beginning of the year			51000	0.94		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)						
	At the end of the year			51000	0.94		
9.	PRABAT L DHANJI						
	At the beginning of the year			50000	0.92		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)						-
	At the end of the year			50000	0.92		
10.	CENTRALBANK OF INDIA						
	At the beginning of the year			50000	0.92		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)						-
	At the end of the year			50000	0.92		

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP			No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	
						No. of Shares	% of total shares of the company
1.	SHRIPAL CHOUDHARI						
	At the beginning of the year			153800	2.85		
	Sale(-)/Purchase(+) during the Year			-800	0.02		
	At the end of the year			153000	2.83		
2.	ABHINAV CHOUDHARI						
	At the beginning of the year			316930	5.86		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			316930	5.86		
3.	ANURADHA CHOUDHARI						
	At the beginning of the year			275900	5.10		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			275900	5.10		
4.	ARUN KUMAR MAHESHWARI *						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
5.	NARAYAN MODI @			0	0		
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year						
6.	PRASHANT PODDAR%						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
7.	AKHILESH PODDAR#						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		
8.	CS SULEKHA JANGID						
	At the beginning of the year			0	0		
	Sale(-)/Purchase(+) during the Year			0	0		
	At the end of the year			0	0		

*Resigned w.e.f. 06.05.2016

,@Appointed w.e.f. 01.05.2016

,%Resigned w.e.f. 29.07.2016

,#Appointed w.e.f. 29.07.2016

V. INDEBTEDNESSIndebtedness of the Company including interest outstanding/accrued but not due for payment **(Rs. In Lacs)**

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebted- ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2070.74	883.68	Nil	2954.42
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	2070.74	883.68	Nil	2954.42
Change in Indebtedness during the financial year				
• Addition	258.45	1724.75	Nil	1983.20
• Reduction	Nil	-883.68	Nil	-883.68
Net Change	258.45	841.07	Nil	1099.52
Indebtedness at the end of the financial year			Nil	
i) Principal Amount	2329.19	1724.75	Nil	4053.94
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	2329.19	1724.75	Nil	4053.94

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(Rs. In Lacs)**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Shripal Choudhari (Managing director & CEO)	Mrs. Anuradha Choudhari (Whole Time Director)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.20	6.00	13.20
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as% of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total(A)	7.20	6.00	13.20
	Ceiling as per the Act	10% of Net profit for all Executive Directors- Managing and Whole-time Directors; 5% of Net profit to any one Managing or Whole-time Directors		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Naresh Kumar Jain (ID)	Mr. Arun Kumar Maheshwari (ID)&	Mr. Narayan Modi (ID)#	Mr. Prashant Poddar (ID)*	Mr. Akhilesh Poddar (ID)*	Mr. Abhinav Choudhari (NED)\$	
1	Independent directors (ID)							
	• Fee for attending board committee meetings	0.09	0	0.07	0.03	0.06	-	0.25
	• Commission	Nil	Nil	Nil	Nil	-	-	-
	• Others, (salary)	Nil	Nil	Nil	Nil	-	-	-
	Total (1)	Nil	0	0	Nil	-	-	0.25
2.	Other Non Executive Directors (NED)							
	• Fee for attending board committee meetings	-	-	-	-	Nil	Nil	Nil
	• Commission	-	-	-	-	Nil	Nil	Nil
	• Others, (salary)	-	-	-	-	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	5.26	0.78	Nil	Nil	Nil	0.25
	Total Managerial Remuneration(A+B)							13.45
	Overall Ceiling as per the Act	1% of Net Profit of the Company for all Non Executives Directors.						

&Retired from directors ship w.e.f.06.05.2016

#Reappointed w.e.f. 01.05.2016

*Retired from directorship w.e.f. 29.07.2016

@ Appointed as an Additional Directors w.e.f. 29.07.2016 and regularized in AGM held on 30.09.2016

\$ Paid remunerations as CFO

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO*	Sulekha Jangid Company Secretary	Mr. Abhinav Choudhari CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	Nil	2.17	7.20	9.37
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under sections 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as% of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total		2.17	7.20	9.37

* Particulars of Remuneration of CEO is given under point VI(A) above.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment /compounding fees imposed
A. COMPANY Penalty Punishment Compounding		NIL	
B. DIRECTORS Penalty Punishment Compounding		NIL	
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding		NIL	

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
(SHRIPAL CHOUDHARI) (ABHINAV CHOUDHARI)
 MANAGING DIRECTOR & CEO DIRECTOR
 DIN: 00403872 DIN: 03634672

FORM No. AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis-

NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:-	NA

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
(SHRIPAL CHOUDHARI) (ABHINAV CHOUDHARI)
 MANAGING DIRECTOR & CEO DIRECTOR
 DIN: 00403872 DIN: 03634672

**Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013 read
with Rule 8(3) of the Companies (Accounts) Rules, 2014**

A. CONSERVATION OF ENERGY

- i) the steps taken or impact on conservation of energy and the steps taken by the company for utilising alternate sources of energy;

The basic engineering design of the plant is based on optimum consumption and provision has been made to conserve energy to the maximum possible extent which would reduce the liability on energy bills. The Company continues its endeavour to improve energy conservation and utilization. The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end.

- ii) the capital investment on energy conservation equipments;

Efforts have been put by Company to reduce or optimize the energy requirements at the plant.

B. TECHNOLOGY ABSORPTION

- i) Efforts in brief made towards technology & Benefits derived as a result of the efforts:**

For the Company's existing product line there is no technical collaboration. Efforts are made for technology absorption.

The Company always takes initiative for technology absorption which includes participation in various programmes relating to technological issues, discussions with various experts in this regard.

- ii) In case of Imported Technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished:**

Technology imported	N.A.
Year of import	N.A.
Whether technology been fully absorbed	N.A.
If not full absorbed, areas where this has not taken place, reasons thereof and plans of action.	N.A.

- (iii) The expenditure incurred on Research and Development.**

R&D Expenditure:

- i. a) Capital : NIL
ii. b) Recurring expenditure : NIL

RESEARCH AND DEVELOPMENT (R&D)

- 1) Specific areas in which R&D carried out by the Company:**

Improvement and upgradation in quality, productivity and process efficiency, development of new applications for utilization of our products and development of new products.

- 2) Benefits derived as result of the above R & D:**

Improvement in quality of products, production efficiency and wider application of products manufactured by the Company.

- 3) Future plan of action:**

Improvement in quality of products and processes, production, efficiency, better product mix, reduction in power and fuel consumption and wider application of the products manufactured by the Company.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of earnings accrued and expenditure incurred in foreign currency are given in Note 20 of the Notes to the financial statements.

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS	(SHRIPAL CHOUDHARI)	(ABHINAV CHOUDHARI)
MANAGING DIRECTOR & CEO	DIRECTOR	
DIN: 00403872	DIN: 03634672	

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENTS:

Among the top stories globally, is the resurgence and consistent bullishness of the Indian economy in future. The Company is in the business of wires and cables. The product is generally used item and demand is continuous. The Company product's quality is well known. The Company is maintaining its quality and price despite tough competition. Moreover, in view of Internet and Broadband penetration at larger level, the Industry is going to be benefited in terms of better volumes and realizations. The Company has also expanded its capacity by installing new machines and also developed new products.

OUTLOOK ON OPPORTUNITIES:

The Company is looking for good Government tender which previously successfully handled by the Company. In view of internet, broadband penetration at larger level, the industry is going to be benefited in terms of better volumes and realizations. In the current age where the focus of all the Companies is to build a better brand image for itself, the Company needs to continue the good work in market for years to come, as there is cutthroat competition in the market. In this scenario, the principal of survival is perfectly valid because whoever tightens the grip on its customers will end up making a strong market base for itself. The Company is also focusing more on export business.

OUTLOOK ON THREATS, RISKS AND CONCERNS:

The road ahead is challenging. It is difficult to pen-down the risks and uncertainties with certainty. The initiatives of the Company to provide good quality with competitive rates are expected to provide the necessary drive to meet the challenges and spot the growth opportunities. The raw product's prices and validity continues to be the main risk factor. Competition is also a key factor. The Company tries to overcome it by maintaining quality.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

EMGEE identifies a risk based internal audit scope and assesses the inherent risk in the processes and activities of the department within EMGEE and ensures that appropriate risk management limits, control mechanisms and mitigation strategies are in place. The Internal Auditors, via, their internal audit reports, make observations relating to the deficiencies /non-compliance of various audit areas and give suggestions /recommendations and control directives like periodic reconciliation, proper authorizations /approvals, processing controls, segregations of duties, maker – checker approach, etc. so as to mitigate the deficiencies and make the process, procedure, systems and functions more robust, accountable, reliable and compliant. The observations made by the Internal Auditors and the compliances thereof are placed before the Audit Committee.

The Audit Committee reviews adherence to internal control systems and internal audit reports

The Finance Department of the Company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

In the opinion of the Board, The existing internal control framework is adequate and commensurate to the Size and nature of the business of the Company.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Total revenue for the financial year ended March 31, 2017 stood at Rs. 1,755,313,152/- as against Rs. 1,470,813,698/- for the financial year ended March 31, 2016, further the profit after tax for the financial year ended March 31, 2017 stood at Rs. 7,475,693/- as against Rs. 6,196,953/- for the financial year ended March 31, 2016. The EPS for the financial year ended March 31, 2017 is Rs. 1.38 as compared to Rs. 1.37 for the previous year. The Company has recorded a growth in Profit of 20.63% during the year under review.

LIQUIDITY:

Our primary liquidity requirements are to finance working capital requirements and funding capital expenditure. The financing need is met through a combination of internal accruals, longterm borrowings and short-term borrowings. A detailed cash flow statement forms part of the financial statements.

SEGMENT WISE REPORTING:

The Emgee has only one reportable business segment i.e. Manufacturing and Trading of Wires and Cables and hence

does not have any reportable segment as per accounting Standard 17 on “Segment Reporting.”

INFORMATION TECHNOLOGY:

The Emgee is committed to improving their operating systems, tools and procedures in order to become more efficient and effective.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company recognizes the importance of Human Resource Management in realizing its growth ambitions and believes in nurturing talent within the organization to take up leadership positions. The Company believes that the development of employees is one of the most important enablers for an organization. This is being done at both individual and team levels. Sustained development of its employees, professional and personal, is the hallmark of its human resource policies. The Company is giving emphasis to upgrade the skills of its human resources in context of its new ventures in Knowledge Industry. This is in keeping with its policy of enhancing the individual’s growth potential within the framework of corporate goals.

The employee relations scenario was also satisfactory during the year.

As at March 31, 2017 the Company Employed 39 employees.

CAUTIONARY STATEMENT:

Statements made in this report describing the Company’s objectives, projections, estimates and expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates; changes in the Government regulations; tax laws and other statutes and incidental factors.

JAIPUR, MAY 30, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS	
(SHRIPAL CHOUDHARI)	(ABHINAV CHOUDHARI)
MANAGING DIRECTOR & CEO	DIRECTOR & CFO
DIN: 00403872	DIN: 03634672

INDEPENDENT AUDITORS' REPORT

To
The Members of Emgee Cables & Communications Limited

Report on the standalone financial statements

We have audited the accompanying standalone financial statements of Emgee Cables Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the standalone financial statements

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

Auditors' responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A** a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books..
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as at 31st March 2017 and taken on record by the Board of Directors, none of the directors is disqualified from being appointed as a director in terms of Section 164(2) of the Act as on 31st March 2017.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note viib to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act,. 1956 (1 of 1956) and Rules made there under by the Company.
 - iv. The company had provided requisite disclosure in its financial statements as to the holdings as well as dealing in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and the same is in accordance with the books of accounts maintained by the company.

For P.S.D. & Associates
Chartered Accountants
FRN: 004501C
(Thalendra Sharma)
Partner
Mem. No. 079236
Place: Jaipur
Date: 30TH MAY, 2017

ANNEXURE A TO THE AUDITORS’ REPORT

Annexure referred to in our report of even date to the members of Emgee Cables & Communications Limited on the accounts for the year ended 31st March 2017

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All these fixed assets have been physically verified by the management at reasonable intervals and there is a regular program for such verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c.) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

- (ii) (a) The inventory has been physically verified by the management at reasonable intervals.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in register maintained under Section 189 of the Companies Act, 2013. Accordingly relevant clause (iii) a to (iii) c are not applicable.
- (iv) Company has not provided/made any loans, investments, guarantees and securities under the provisions of section 185 and 186 of the companies act 2013.
- (v) The company has not accepted deposits from the public and hence the provisions of section 73 to 76 and any other relevant provisions of the companies act or any other directives of RBI are not applicable to the Company.
- (vi) Company is not required to maintain any cost records in pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.
- (b) There are no disputed statutory dues which have not been deposited on account of matters pending before appropriate authorities.
- (viii) The company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) Based upon the audit procedures performed and information and explanations given by the management the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans raised during the year have been utilized for the purpose for which those raised.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, and based on our examination of the records of the company all transactions with related parties are in compliance with section 177 and section 188 of companies act 2013 where applicable and the details, required by the applicable accounting standards, have been disclosed in the financial statements

- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has made private placement of preference shares and requirement of section 42 of companies Act, 2013 have been complied with and amount raised have been used for the purposes for which fund was raised.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) The Company is not required to obtain registration under section 45-IA of Reserve Bank of India Act, 1934.

For P.S.D. & Associates
Chartered Accountants
FRN: 004501C

(Thalendra Sharma)
Partner
M. No. 079236
Place: Jaipur
Date: 30TH MAY, 2017

Annexure - B to the Auditors' Report

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 internal financial controls over financial reporting of Emgee Cables Limited ("the Company") as of 31 March 2017 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). 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 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 judgment, 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 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 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.S.D. & Associates
Chartered Accountants
FRN: 004501C

(Thalendra Sharma)
Partner
M. No. 079236
Place: Jaipur
Date: 30TH MAY, 2017

BALANCE SHEET AS AT 31.03.2017

Particulars	Note No.	As at 31 st March 2017	As at 31 st March 2016
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	69,055,000	54,055,000
(b) Reserves and surplus	2	114,956,127	109,826,910
2 Non-current liabilities			
(a) Long-term borrowings	3	168,507,142	151,195,954
(b) Deferred tax liabilities (Net)		4,892,775	4,529,759
3 Current liabilities			
(a) Short-term borrowings	4	218,336,567	144,246,489
(b) Trade payables		640,773,831	430,506,711
(c) Other current liabilities	5	84,507,671	26,589,774
(d) Short-term provisions	6	5,990,074	4,306,347
TOTAL		1,307,019,187	925,256,944
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	7		
(i) Tangible assets		46,557,036	49,872,696
(ii) Capital work-in-progress		-	-
(b) Non-current investments		-	-
(c) Long-term loans and advances		-	-
(d) Other Non-current assets	8	86,450	78,600
2 Current assets			
(a) Inventories		410,061,085	305,418,205
(b) Trade receivables	9	768,983,143	438,033,264
(c) Cash and cash equivalents	10	35,659,465	24,949,786
(d) Short-term loans and advances	11	43,987,422	104,126,918
(e) Other current assets	12	1,684,586	2,777,475
TOTAL		1,307,019,187	925,256,944

Significant Accounting Policies

20

Notes on Financial Statements

"1-19"

As per our attached Report of even date

FOR P.S.D. & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (FIRM REGN. NO. 004501C)
THALENDRA SHARMA
 PARTNER
 M. NO. 079236
JAIPUR, MAY 30, 2017

FOR EMGEE CABLES & COMMUNICATIONS LIMITED.
SHRIPAL CHOUDHARI **ABHINAV CHOUDHARI** **SULEKHA JANGID**
 MANAGING DIRECTOR & CEO DIRECTOR & CFO COMPANY SECRETARY
 DIN: 00403872 DIN: 03634672 & COMPLIANCE OFFICER

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31.03.2017

Particulars	Refer Note No.	For the Year ended 31 st March 2017	For the Year ended 31 st March 2016
I. Revenue From Operation	13	1,940,732,460	1,631,610,568
Less:Excise Duty		188,029,263	163,256,800
		1,752,703,197	1,468,353,768
II. Other income	14	2,609,955	2,459,930
III. Total Revenue		1,755,313,152	1,470,813,698
IV. Expenses:			
Cost of materials consumed	15	1,298,357,281	1,375,405,477
Purchases Goods		274,523,795	74,170,922
Packages consumed		8,064,413	9,136,677
Changes in Inventories	16	23,469,589	(137,047,106)
Employee benefits expense	17	9,127,786	8,081,886
Finance cost	18	92,531,676	96,195,712
Depreciation and amortization expense		6,892,354	6,375,515
Other expenses	19	30,093,789	28,359,494
Total expenses		1,743,060,683	1,460,678,577
V. Profit before exceptional and extraordinary items and tax		12,252,469	10,135,121
VI. Prior Period Items		57,443	-
VII Exceptional items		-	-
VIII Profit before extraordinary items and tax		12,309,912	10,135,121
IX. Extraordinary Items		-	-
X. Profit before tax		12,309,912	10,135,121
XI. Tax expense			
(1) Current tax		4,471,203	3,894,210
(2) Deferred tax		363,016	43,958
XII. Profit (Loss) for the period		7,475,693	6,196,953
XIII Earnings per equity share:			
(1) Basic		1.38	1.37
(2) Diluted		1.38	1.37
Face Value Per Share		10	10

Significant Accounting Policies

20

Notes on Financial Statements

"1-19"

As per our attached Report of even date

FOR P.S.D. & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (FIRM REGN. NO. 004501C)
THALENDRA SHARMA
 PARTNER
 M. NO. 079236
JAIPUR, MAY 30, 2017

FOR EMGEE CABLES & COMMUNICATIONS LIMITED.
SHRIPAL CHOUDHARI **ABHINAV CHOUDHARI** **SULEKHA JANGID**
 MANAGING DIRECTOR & CEO DIRECTOR & CFO COMPANY SECRETARY
 DIN: 00403872 DIN: 03634672 & COMPLIANCE OFFICER

NOTES TO THE FINANCIAL STATEMENTS**NOTE 1**

Share Capital	As at 31 March 2017		As at 31 March 2016	
	Number	Rs.	Number	Rs.
Authorised				
70,00,000 Equity Shares of Rs.10/- each	7,000,000	70,000,000	7,000,000	70,000,000
30,00,000 8% cummulative Preference Shares of Rs.10/- each	3,000,000	30,000,000	3,000,000	30,000,000
Issued				
54,50,000 Equity Shares of Rs.10/- each	5,450,000	54,500,000	5,450,000	54,500,000
15,00,000 8% cummulative Preference Shares of Rs.10/- each (Previous Year "NIL")	1,500,000	15,000,000	-	-
Subscribed & Paid up				
54,05,500 Equity Shares of Rs. 10/- each fully paid	5,405,500	54,055,000	5,405,500	54,055,000
15,00,000 8% cummulative Preference Shares of Rs.10/- each (Previous Year "NIL")	1,500,000	15,000,000	-	-
Total	6,905,500	69,055,000	5,405,500	54,055,000

Note:- 1 During the year company has made allotment of 8% Cumulative Redeemable Preference shares of Rs. 10/- each to be redeemed within a period of 3 years from the date of issue. The preference shares do not contain any voting power.

2. The Company has only one class of equity shares having a par value of ' 10/- per share (previous year ' 10/- per share). Each holder of equity shares is entitled to one vote per share.

Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2017		As at 31 March 2016	
	No of Shares	Amount (Rs in Lacs)	No of Shares	Amount (Rs in Lacs)
Equity Shares				
At the beginning of the year	5,405,500	54,055,000	4,405,500	44,055,000
Add: Equity shares issued during the Year	-	-	1000000	10000000
Shares at the closing of the year	5,405,500	54,055,000	5,405,500	54,055,000
Preference Shares				
At the beginning of the year	-	-	-	-
Add; Preference shares issued during the year	1,500,000	15,000,000	-	-
Shares at the closing of the year	1,500,000	15,000,000	-	-
Total	6,905,500	69,055,000	5,405,500	54,055,000

Details of shareholders holdings more than 5% Equity Shares

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. ANURADHA CHOUDHARI	275,900	5.10	275,900	5.10
2 ABHINAV CHOUDHARI	316,930	5.86	316,930	5.86
3. H M S INVESTMENTS PVT. LTD.	1,062,770	19.66	1,062,770	19.66
4. NARENDRAKUMAR SARDARSINGH KARNAWAT	500,000	9.25	500,000	9.25
5. BHARMAL LODHA	500,000	9.25	500,000	9.25

Details of shareholders holdings more than 5% Preference Shares

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1. ANURADHA CHOUDHARI	500,000	33.33	-	-
2. ABHINAV CHOUDHARI	540,000	36.00	-	-
3. SHRIPAL CHOUDHARI	460,000	30.67	-	-

NOTE 2

(in Rs.)

Reserves & Surplus	As at 31 March 2017	As at 31 March 2016
A. Share Premium Reserve		
Opening Balance	61,864,000	61,864,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	61,864,000	61,864,000
B. Investment Allowance(Utilise) Reserve		
Opening Balance	529,000	529,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	529,000	529,000
C. Capital Reserve		
Opening Balance	5,138,000	5,138,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	5,138,000	5,138,000
D. General Reserve		
Opening Balance	1,709,553	1,709,553
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
(-) Prior Period Adjustment	1,500,000	-
Closing Balance	209,553	1,709,553
E. Revaluation Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
F. Capital Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer	50,00,000	-
(-) Written Back in Current Year	-	-
Closing Balance	50,00,000	-
G. Surplus		
Opening balance	40,586,357	34,389,404
(+) Net Profit/(Net Loss) For the current year	7,475,693	6,196,953
(+) Transfer from Reserves	-	-
(-) Transfer to Capital Redemption Reserve	5,000,000	-
(-) Proposed Dividends	700,000	-
(-) Dividend Distribution Tax (CDT)	146,476	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	42,215,574	40,586,357
Total	114,956,127	109,826,910

	(in Rs.)	
	As at 31 March 2017	As at 31 March 2016
NOTE 3		
Long Term Borrowings		
Secured		
(A) Term Loans		
Term Loan from Dena Bank	3,309,591	955,121
Term Loan from Others	8,643,768	12,324,419
Unsecured		
(A) Other Term Loans	156,553,783	137,916,414
Total	168,507,142	151,195,954
NOTE 4		
Short Term Borrowings		
Secured		
(a) Loans repayable on demand		
i) Overdraft from Banks*	218,336,567	144,246,489
Unsecured		
i) Loans and advances from related parties	-	-
Total	218,336,567	144,246,489
1) Overdraft from Banks is secured by First charge by way of Hypothecation of the present and future Inventory of all kinds ,Book debts, outstanding money claims,Bills rights and other movable assets and also by personal guarantees of Shri Shripal Choudhari and Abhianv Choudhari Director of the Company.		
NOTE 5		(in Rs.)
	As at 31 March 2017	As at 31 March 2016
Other Current Liabilities		
a) Current Maturities of long-term Borrowing		
i) From Dena Bank	852,540	379,152
ii) From Others	3,414,984	1,427,469
b) Advance From Customers	69,770,975	2,053,615
c) Statutory Liabilities	2,069,941	3,604,177
d) Other Liabilities	8,399,234	19,125,364
Total	84,507,671	26,589,774
NOTE 6		
Short Term Provisions		
(A) Provision for employee benefits Gratuity	1,731,632	1,612,507
(B) Provision for Income Tax (Net of Advance Tax & TDS)	4,258,442	2,693,840
Total	5,990,074	4,306,347

NOTE 7

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01.04.16	Additions	Disposals	Balance as at 31.03.17	Balance as at 01.04.16	Depreciation charged for the year	Accumulated Depreciation on disposal Transferred	Balance as at 31.03.17	Balance at at 31.03.17	Balance as at 31.03.16
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A) Tangible assets										
Land - Freehold	925,245	-	-	925,245	-	-	-	-	925,245	925,245
Factory Buildings	11,775,749	-	-	11,775,749	7,045,067	858,923	-	7,903,990	3,871,759	4,730,682
Office Buildings	2,416,350	-	-	2,416,350	962,657	72,129	-	1,034,786	1,381,564	1,453,693
Leasehold Property - Land	1,022,000	-	-	1,022,000	299,367	10,323	-	309,690	712,310	722,633
Electric Installation	1,666,605	-	-	1,666,605	1,496,866	79,522	-	1,576,388	90,217	169,739
Plant & Equipment	78,988,600	2,188,888	12,134,568	69,042,920	42,881,390	4,237,505	10,634,564	36,484,331	32,558,589	36,107,210
Furniture and Fixtures	2,256,238	-	-	2,256,238	1,919,189	130,223	-	2,049,412	206,826	337,049
Office Equipment	2,058,903	60,039	-	2,118,942	1,701,728	102,849	-	1,804,577	314,365	357,175
Transport Equipment	8,892,370	2,844,834	563,297	11,173,907	4,984,403	917,255	535,132	5,366,526	5,807,381	3,907,967
Computer	2,886,355	11,100	-	2,897,455	2,729,577	108,214	-	2,837,791	59,664	156,778
Laboratory Equipment	6,248,428	-	-	6,248,428	5,246,739	375,411	-	5,622,150	626,278	1,001,689
Borewell & Sprinkler	56,762	-	-	56,762	53,924	-	-	53,924	2,838	2,838
Total A	119,193,605	5,104,861	12,697,865	111,600,601	69,320,907	6,892,354	11,169,696	65,043,565	46,557,036	49,872,698
Total B	101,678,670	19,157,861	1,642,926	119,193,605	63,586,098	6,375,515	640,706	69,320,907	49,872,698	38,092,572

NOTE 8

(in Rs.)

Other Non - Current Assets	As at 31 March 2017	As at 31 March 2016
Prepaid Expenses	10,350	2,500
Toshali Resorts-Time Shares	76,100	76,100
Total	86,450	78,600

NOTE 9**Trade Receivables (Unsecured but considered good by Management)**

Trade receivables outstanding for a period less than six months from the date they are due for payment

Secured, considered good	—	—
Unsecured, considered good	710,367,430	424,213,142
Unsecured, considered doubtful	—	—
Less: Provision for doubtful debts	—	—
	710,367,430	424,213,142

Trade receivables outstanding for a period exceeding six months from the date they are due for payment

Secured, considered good	—	—
Unsecured, considered good	58,615,713	13,820,122
Unsecured, considered doubtful	—	—
Less: Provision for doubtful debts	—	—
	58,615,713	13,820,122
Total	768,983,143	438,033,264

NOTE 10

Cash and cash equivalents	As at 31 March 2017		As at 31 March 2016	
	Rs.	Rs.	Rs.	Rs.
A. Balances with Banks		34,642,090		23,212,550
Current Deposit A/c	8,785,367		215,192	
Bank deposits with more than 12 months maturity	25,856,723		22,997,358	
B. Cash in Hand		1,017,375		1,737,236
Cash in Hand	1,017,375		1,737,236	
Total		35,659,465		24,949,786

NOTE 11

(in Rs.)

Short-term loans and advances	As at 31 March 2017	As at 31 March 2016
A. Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less:Provision for doubtful loans and advances	-	-
Total(A)	-	-
B. Others (specify nature)		
Secured, considered good		
Unsecured, considered good		
Advances recoverable in cash or in kind or for value to be received	397,976	220,403
Balances with Excise, Customs, Port Trust etc.	1,943,264	12,060,175
Security Deposits	2,363,741	2,425,941
Prepaid Expenses	265,142	205,978
Advances for Capital Goods	224,633	10,347,629
Advance for Expenses	149,010	123,376
Advances to Suppliers	367,986	250,604
Advance tax & TDS	4,877,341	4,611,687
Other Accounts Receivable	33,398,334	73,881,130
Less:Provision for doubtful loans and advances	-	-
Total(B)	43,987,422	104,126,918
Total(A+B)	43,987,422	104,126,918
NOTE 12		
Other Current Assets		
Int accrued on bank deposits	1,349,355	2,545,642
Other Current Assets	335,231	231,833
Total	1,684,586	2,777,475
NOTE 13		(in Rs.)
Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Sale of products		
Sale of Goods	1,930,544,116	1,586,230,847
Export Sales	10,188,343	45,379,721
Less :- Excise Duty	188,029,263	163,256,800
Total	1,752,703,196	1,468,353,768

Particulars	(in Rs.)	
	For the year ended 31 March 2017	For the year ended 31 March 2016
NOTE 14		
Other Income	2,609,955	2,459,930
Project/Interest/ Draw Back etc.		
Total	2,609,955	2,459,930
NOTE 15		
Cost of materials consumed		
Opening Stock	6,461,316	14,083,641
Add:-Purchases	1,428,217,715	1,367,783,152
Less:-Closing Stock	136,321,750	6,461,316
Total	1,298,357,281	1,375,405,477
NOTE 16		
Changes in inventories of finished goods and work-in-progress		
A. Closing Stock		
Stock in Process	2,223,628	273,410,581
Finished Products	268,214,689	20,977,281
Scrap	3,301,018	2,821,062
TOTAL CLOSING STOCK	273,739,335	297,208,924
B. Opening Stock		
Stock in Process	273,410,581	44,379,601
Finished Products	20,977,281	112,867,101
Scrap	2,821,062	2,915,116
TOTAL OPENING STOCK	297,208,924	160,161,818
CHANGE (B-A)	23,469,589	(137,047,106)
NOTE 17		
Employee Benefits Expense		
Salaries,Wages,Bonus etc.	6,901,258	5,821,729
Contributions to PF & Other Funds		
-Provident fund And ESI	736,026	742,203
-Gratuity	119,125	112,614
Sitting Fees	32,000	-
Staff welfare expenses	19,377	85,340
Director's Salary	1,320,000	1,320,000
Total	9,127,786	8,081,886
NOTE 18		
Interest on Secured & Unsecured loans	81,886,668	84,261,035
Bank Charges	10,645,008	11,934,677
Total	92,531,676	96,195,712
NOTE 19		
Other Expenses		
Conversion Charges	1,296,355	4,413,913
Power & Fuel	8,596,644	6,420,787
Consumable Stores	1,444,972	1,093,922
Electricity Charges on D.G.Set	38,540	
Cartage & Coolie	652,402	464,622
Service Tax	9,252	208
Repairs and Maintenance:		

Particulars	(in Rs.)	
	For the year ended 31 March 2017	For the year ended 31 March 2016
i) Plant & Machinery	1,181,974	1,291,430
(ii) Factory Building	8,211	-
Printing & Stationery	162,882	230,730
Travelling & Conveyance	1,643,532	828,500
Director's Travelling	1,648,326	1,065,373
Telecommunication & Postage	398,374	455,134
Rent Rates & Taxes	73,979	78,083
Legal Expenses	32,660	61,700
Professional Expenses	652,483	895,156
Electricity & Water	457,748	360,030
General Repairs & Maintenance	499,282	511,275
Insurance Expenses	427,828	489,735
Membership & Subscription	282,007	211,974
Books & Periodicals	-	24,943
Auditor's Remuneration	57,750	86,410
Advertisement Publicity & Sales Promotion	1,799,013	814,898
Licence Fees & Expenses	270,642	361,961
Packing & Forwarding	1,381,428	1,166,410
Discount Commission & Service charges	1,813,063	888,818
Misc. Expenses	935,061	2,494,682
Filing Fees	45,401	523,226
Claims		
Donation	16,000	-
Technical Consultancy	3,825,304	1,843,763
Loss on Sales of Assets		
Loss on Sales of Assets	-	402,220
Balance written off (Net)		
Clg. & Forwarding Expenses of Export	441,505	798,744
Exchange difference	-	80,847
Swachh Bharat Cess	1,072	
Krishi Lalayan Cess	99	-
Total	30,093,789	28,359,494

NOTE 20**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:****1.) SIGNIFICANT ACCOUNTING POLICIES:**

The financial statements of the Company have been prepared and presented in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply with all material respects with the accounting standards specified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except for the change in accounting policy explained below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

2.) Fixed Assets and Depreciation:

- i) Tangible assets are carried at historical cost less depreciation/amortization.
- ii) Depreciation on all fixed assets is provided on straight line method at the rates prescribed under schedule II to the Companies Act 2013. Depreciation on addition to/deductions from fixed assets during the year is charged on pro-rata basis from/up to the month in which the asset is available for use/disposed.

iii) Leasehold land has been written off over the period of lease.

3.) **Impairment of assets:**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An Impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

4.) **Investments:** Investments are stated at cost. No adjustment is made in carrying cost for temporary decline in the value of investments which are strategic in nature and made on long term basis.

5.) **Inventories:** Inventories are valued as follows:

i) Raw Materials	:	At Cost
ii) Work-in-Process	:	At Cost
iii) Finished Goods	:	At Cost or Market Price Whichever is lower
iv) Manufactured	:	At Cost or Market Price Whichever is lower
Traded	:	At Cost or Market Price Whichever is lower
v) Process Scrap/Waste	:	At Estimated Realisable value
vi) Stock of Packing Material	:	At Cost

6.) **Foreign Currency Transactions**

i) Initial recognition: Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

ii) Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

iii) Exchange differences: Exchange differences arising on conversion/ settlement of foreign currency monetary items are recognised as income or expense in the year in which they arise.

7.) **Employee Benefits:** Employee benefits, inter-alia includes provident fund, gratuity, bonus and ESI.

i) Company's contribution paid/payable during the year to Provident Fund, ESI is recognized in the statement of Profit and Loss account.

ii) Company is making provision for gratuity payable to employees

8.) **Revenue Recognition:**

Sale of goods Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Sales are recorded net of returns and trade discount. The Company collects sales tax and value added tax (VAT) on behalf of the Government and, therefore, these are excluded from revenue. Excise duty is deducted from revenue (gross) to arrive at revenue from operations (net).

9.) **Earnings Per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

10.) **Taxes on Income:**

i). Current Tax: Current income tax is measured at the amount expected to be paid to taxation authorities in accordance with the Income Tax Act, 1961 enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

ii). Deferred Tax: Deferred income tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws those are enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

11) Provisions and Contingent Liabilities:

Provisions: A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities: 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 recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

12) Cash and Cash Equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand.

13). Cash flow statement is prepared in accordance with the indirect method prescribed in Accounting standard (AS) 3 on 'Cash Flow Statement'.

(B) ADDITIONAL EXPLANATORY NOTES FORMING PART OF ACCOUNTS :**1 CONTINGENT LIABILITIES NOT PROVIDED FOR :**

- i) Counter Guarantee given to Company's Banker for the Guarantee given by them on behalf of the Company is Rs. 500.00 Lacs. (Previous Year Rs.970.00 Lacs).
 - ii) Outstanding Inland/Foreign Letter of Credits amounting to Rs.1999.59 Lacs (Previous Year Rs. 964.85 Lacs)
- 2 Provision has been made for Gratuity to employees amounting to Rs. 119125/-
 - 3 Loans and advances and book debts are considered good.
 - 4 There is regular system of reconciliation of Debit and Credit balances appearing under Sundry Debtors, Loans and Advances and Sundry Creditors and the same was being done on regular intervals and is an ongoing process.
 - 5 In Terms of Section 22 of the Micro, Small & Medium Enterprises Development Act 2006, The Outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of information about registration of the enterprises under the above Act, the required information could not be furnished.
 - 6 Search operation by Income Tax Authorities was conducted at the business premises of the Company on 09.10.2002. As per records there was no undisclosed income of the Company and accordingly Block Return of Income has been filed showing 'NIL' undisclosed income. The matter is pending for assessment before tax authorities. Provisions if any will be made at the time of completion of assessment proceedings.
 - 7 Previous year figures are regrouped & rearranged wherever considered necessary.
 - 8 Figures are rounded off to the nearest rupee.
 - 9 None of the Employees of the Company is covered under section 217(2A) of the Companies Act 1956.
 - 10 Other Advances includes Rs. NIL due from Director (Previous year Rs. NIL Lacs).
 - 11 During the current year deferred tax liability/Deferred Tax Assets has been calculated as under :-

Particulars	(Amount in Rs.)	
	As at 31.03.2017	As at 31.03.2016
Deferred Tax Liability		
On account of Difference in rates and method of Depreciation on Fixed Assets	(4932161.00)	(5028024.00)
Total Deferred Tax Liability	(4932161.00)	(5028024.00)
Deferred Tax Asset		
On account of expenditure charged to P & L but allowed for tax purpose on payment basis	39386	498265
Net Deferred Tax Liability	(4892775.00)	(4529759.00)
12 Remuneration and prerequisites to Directors :		
Salaries	1320000	1320000
House Accommodation	—	—

13	Remuneration paid to Statutory Auditors				
	Statutory Audit & Tax Audit Fees (including service tax)		57,250		57,250
			<u>57,250</u>		<u>57,250</u>
14	RAW-MATERIALS CONSUMED:				
		Qty (MT)	Value (Rs)	Qty (MT)	Value (Rs)
	Copper	3556.278	1371937416	3263.158	1304080105
	Polymer	566.558	46169311	712.504	62523867
	Others	74.432	9158692	52.185	6769769
15	Value of Imported and Indigenous Raw-materials, Stores & Spares and Consumables consumed during the year:				
		% age	Value	% age	Value
A)	RAW-MATERIALS :				
	i) Imported	-	-	1.11	15295325
	ii) Indigenous	100.00	1428217715	98.89	1360110152
B)	STORES, SPARES AND CONSUMABLES:				
	i) Imported	—	—	—	—
	ii) Indigenous	100.00	262,945	90.05	2,148,094
C)	VALUE OF IMPORT ON CIF BASIS :				
	i) Raw-Materials		-		Nil
	ii) Capital Goods (Plant & Machinery)		Nil		Nil
16	EXPENDITURE IN FOREIGN CURRENCY :		2016-2017		2015-2016
	Directors Travelling Expenses		1179660		143859
	Membership & Subscription		—		—
	Travelling Expenses		1230810		103710
17	EARNING IN FOREIGN EXCHANGE :				
	FOB value of Goods exported		10188343		49426484
18	Remittance of Foreign Currency on account of Dividends remitted to Non-Residential Shareholders:		NIL		NIL
19	Earning per Shares :-				
	a) Profit (Loss) After Tax - Rs.		7475693		6196953
	b) Weighted average No. of Equity Shares		5405500		4536452
	c) Nominal value of Shares - Rs. 10/-				
	d) Basic earning per Equity Shares - Rs.		1.38		1.37
20	Segmental Reporting: During the year, Company has only one segment of activity i.e. manufacturing & Trading of Wires & Cables and single production unit at Jaitpura, Jaipur with sale area - Domestic and Export.				
21	Disclosure with respect to related parties:				

S.No.	NAME OF THE PERSON	PARTY RELATIONSHIP	AMOUNT	NATURE OF PAYMENT
1	Shripal H. Choudhari	Director	720,000.00	Director Remuneration
2	Abhinav Choudhari	CFO	720,000.00	KMP Remuneration
3	Anuradha Choudhari	Director	600,000.00	Director Remuneration
2	H M S Investments Pvt. Ltd.	Common Director	27,285,835	Sales

SIGNATURE TO THE SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PARTS OF ACCOUNTS
In terms of our report of even date

FOR P.S.D. & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM REGN. NO. 004501C)
THALENDRA SHARMA
PARTNER
M. NO. 079236

FOR EMGEE CABLES & COMMUNICATIONS LIMITED.
SHRIPAL CHOUDHARI **ABHINAV CHOUDHARI** **SULEKHA JANGID**
MANAGING DIRECTOR & CEO DIRECTOR & CFO COMPANY SECRETARY
DIN: 00403872 DIN: 03634672 & COMPLIANCE OFFICER

JAIPUR, MAY 30, 2017

Balance Sheet abstract and Company's general business profile pursuant to Part IV of schedule VI of the Companies Act, 1956.

1) Registration Details		
Registrations Nos.		State Code
3 9 1 8		1 7
Balance Sheet Date		
31 03 17		
Date Month Year		
2) Capital raised during the Year (Amount in Rs. Thousands)		
Public Issue		Right Issue
-		-
Bonus Issue		Private Placement
-		-
3) Position of Mobilisation and Deployment of funds (Amount in Rs. Thousands)		
Total Liabilities		Total Assets
1 3 0 7 0 1 9		1 3 0 7 0 1 9
Sources of Funds		
Paid up Capital		Reserve & Surplus
6 9 0 5 5		1 1 4 9 5 6
Secured Loans		Unsecured Loans
2 3 3 7 7 3		1 5 7 3 3 8
Deferred Tax		
4 6 5 5 7		
Application of Funds		Investments
Net Fixed Assets		—
4 6 5 5 7		
Net current Assets		Misc. Expenditure
3 1 0 8 5 4		—
Accumulated Losses/ Profit		
4 Performance of Company (Amount in Thousands)		
Turnover		Total Expenditure
1 7 5 2 7 0 3		1 7 4 3 0 6 0
Profit/Loss before Tax		Profit After Tax
1 2 3 0 1 0		7 4 7 6
Earning per Share (in Rs.)		Dividend %
1.38		—
5) Generic Names of Three principal products/services of Company (as per monetary terms)		
Item Code No. (ITC Code)		8 5 4 4 1 1 . 0 0
Product Description		W I N D I N G W I R E
Item Code No. (ITC Code)		8 5 4 4 2 0 . 0 0
Product Description		C O P P E R W I R E

FOR P.S.D. & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (FIRM REGN. NO. 004501C)
THALENDRA SHARMA
 PARTNER
 M. NO. 079236
JAIPUR, MAY 30, 2017

FOR EMGEE CABLES & COMMUNICATIONS LIMITED.
SHRIPAL CHOUDHARI **ABHINAV CHOUDHARI** **SULEKHA JANGID**
 MANAGING DIRECTOR & CEO DIRECTOR & CFO COMPANY SECRETARY
 DIN: 00403872 DIN: 03634672 & COMPLIANCE OFFICER

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. in Lacs)

PARTICULARS	31.03.2017	31.03.2016
A. Cash Flow from Operating Activities		
Net profit before tax	12,309,912.00	10,135,121.00
Adjustment for :		
Depreciation	6,892,354.00	6,375,515.00
Interest Expenses	92,531,676.00	96,195,712.00
Interest Income	(1,879,639.00)	(2,003,696.00)
(profit) / loss on sale / discard of fixed assets	(122,835.00)	402,220.00
Operating profit before working capital changes	109,731,468.00	111,104,872.00
Adjustment for :		
Increase/(Decrease) in Sundry Creditors	210,267,120.00	199,677,038.00
Increase/(Decrease) in Other Liabilities	59,601,624.00	478,899.00
(Increase)/Decrease in inventories	(104,642,880.00)	(130,150,294.00)
(Increase)/Decrease in Debtors	(330,949,879.00)	(96,011,551.00)
(Increase)/Decrease in short term advances	60,139,496.00	(71,304,530.00)
(Increase)/Decrease in Other Current Assets	1,085,039.00	(515,192.00)
	(104,499,480.00)	(97,825,630.00)
Cash generated from operations	5,231,988.00	13,279,242.00
Direct taxes paid	(4,471,203.00)	(3,894,210.00)
Net cash from operating activities (A)	760,785.00	9,385,032.00
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(5,104,861.00)	(19,157,861.00)
Sale of fixed assets	151,000.00	600,000.00
Interest income	1,879,639.00	2,003,696.00
Deposit Given		
Net cash used in investing activities (B)	(3,074,222.00)	(16,554,165.00)
C. Cash Flow from Financing Activities		
Proceeds from long term & other borrowings	91,401,268.00	100,643,264.00
Repayment of long term & other borrowings	-	(7,000,000.00)
Share capital + premium	15,000,000.00	10,000,000.00
Dividend + DDT	(846,476.00)	-
Interest expense	(92,531,676.00)	(96,195,712.00)
Net cash from / (used in) financing activities (C)	13,023,116.00	7,447,552.00
Net increase in cash and cash equivalents (A+B+C)	10,709,679.00	278,419.00
Cash and Cash Equivalents at the beginning of the year	24,949,786.00	24,671,367.00
Cash and Cash Equivalents at the end of the year	35,659,465.00	24,949,786.00
	35,659,465.00	24,671,367.00

Note: Cash and Cash Equivalents represent cash & bank balance and fixed deposits with banks.

FOR P.S.D. & ASSOCIATES

FOR EMGEE CABLES & COMMUNICATIONS LIMITED.

CHARTERED ACCOUNTANTS
(FIRM REGN. NO. 004501C)

SHRIPAL CHOUDHARI
MANAGING DIRECTOR & CEO
DIN: 00403872

ABHINAV CHOUDHARI
DIRECTOR & CFO
DIN: 03634672

SULEKHA JANGID
COMPANY SECRETARY
& COMPLIANCE OFFICER

THALENDRA SHARMA

PARTNER

M. NO. 079236

JAIPUR, MAY 30, 2017

BOOK-POST
PRINTED MATTER

If Undelivered Please Return to :

EMGEE

CABLES AND COMMUNICATIONS LTD.

T-16, 3rd Floor, "Alankar Plaza", Central Spine,
Vidhyadhar Nagar, Jaipur - 302 023

Telephone : +91-141-3240104-05, 3277104