

EMGEE CABLES AND COMMUNICATIONS LIMITED

DIRECTORS

SHRIPAL H. CHOUDHARI
Managing Director
HIRACHAND CHOUDHARI
MAHIPAL H. CHOUDHARI
V.C. SURANA
JITENDRA MEHTA
NARESH JAIN

BANKERS

DENA BANK

AUDITORS

P.S.D. & ASSOCIATES
Chartered Accountants
Jaipur
F.R. No. 004501C

CORPORATE ADVISOR

V.M. & ASSOCIATES
Company Secretaries,
Jaipur

REGISTERED OFFICE & WORKS

F-75-76, UDYOG VIHAR
JAITPURA
JAIPUR.

ADMINISTRATIVE OFFICE

T-16, 3rd FLOOR, "ALANKAR PLAZA",
CENTRAL SPINE, VIDHYADHAR NAGAR,
JAIPUR-302 023 INDIA

Emgee Cables and Communications Ltd.

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Monday, 27th Day of September, 2010 at 11.00 A.M. at the registered office of the Company at F-75-76, Udyog Vihar, Jaitpura, Jaipur to transact the following business :-

ORDINARY BUSINESS

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2010, Profit & Loss Account for the year ended on that date, and the reports of Auditors and Directors thereon.
2. To appoint a Director in place of Shri Naresh Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office for the period commencing from the conclusion of this annual general meeting upto the conclusion of the next annual general meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary business** :

"RESOLVED THAT pursuant to Section 383A of the Companies Act, 1956 M/s V.M. & Associates, Company Secretaries in Whole-time practice, Jaipur be and is hereby appointed for the issuance of Compliance Certificate for the financial year 2010-11 and to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company in consultation with the said firm."

BY ORDER OF THE BOARD

Date : 31.03.2010

Place : Jaipur

**(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR**

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THE ANNUAL REPORT.**
2. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at Registered Office at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting.

3. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting.
4. Register of Members and the Share Transfer Books of the Company shall remain closed from 24th September, 2010 to 27th September, 2010 (both days inclusive).
5. The information and details of the directors proposed to be appointed/re-appointed to be provided in terms of clause 49 of listing agreement with Stock Exchange is attached.
6. M/s MCS Limited, New Delhi is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the company.
7. Shareholders holding shares in the certificate form are requested to notify/send to facilitate better servicing the followings to M/s MCS Limited, New Delhi :
 - Any change in their address/mandate/bank details,
 - Particulars of their bank account, in case the same have not been furnished earlier, and
 - Share certificate held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.
8. The shareholders, who have not converted their shares in demat form, are requested to do so.
9. Members are requested to bring their personal copy of Annual Report to the Meeting.
10. Explanatory Statement as required by under section 173(2) of the Companies Act, 1956 is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 4

As per the requirements of Section 383A of the Companies Act, 1956 and (Companies Compliance) Certificate Rules, 2001 the Company has to obtain a certificate from Company Secretary in practice certifying that legal and procedural requirement under the Companies Act have been duly complied with by the Company. For which appointment of V.M. & Associates, Company Secretaries, Jaipur for conducting and issuing Compliance Certificate u/s 383A of the Companies Act, 1956 is sought.

Your Directors recommend the appointment of V.M. & Associates, Company Secretaries, Jaipur.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

BY ORDER OF THE BOARD

Date : 31.07.2010

Place : Jaipur

(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

Emgee Cables and Communications Ltd.

ANNEXURE TO THE AGM NOTICE

Details of Directors/Managing Director seeking appointment/re-appointment at the 23rd Annual General Meeting as per clause 49 of the listing agreement.

Name of Director	Naresh Jain
Date of Birth	20.07.1956
Date of Appointment	22.03.2004
Designation	Director
Expertise in specific Functional areas	Marketing
Qualifications	B.Com.
Name of Companies in Which Directorship held As on 31.3.2010	Nil
Member of the Committees of the Board of Other Companies as on 31.3.2010	Nil

EMGEE CABLES AND COMMUNICATIONS LIMITED

DIRECTOR'S REPORT

To,
The Members,
Emgee Cables and Communications Limited

Your Directors have pleasure in presenting their 23rd Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS :

Particulars	Year ended on 31.03.2010 (Rs.)	Year ended on 31.03.2009 (Rs.)
Total Income	381442196	841444635
Total Expenditure	367762352	828951852
Profit before depreciation and Tax	13679844	12492783
Less : Depreciation	4252190	4136670
Profit before taxes	9427654	8356113
Less : Taxation	207383	7713157
Profit after Taxes	6805923	642956
Add : Balance in profit & loss A/c	3166529	2523573
Balance Carried to Balance Sheet	9972452	3166529

OPERATIONS :

The Company has achieved tremendous performance during the year ended on March 31, 2010. The Profit before Depreciation & Taxation increased from Rs. 12492783/- to Rs. 13679844/-, increase of over 9.5% (approx.) in comparison to previous year.

The Directors are hopeful to achieving better performance in future especially in view of internet and broadband penetration.

DIVIDEND

In view of the directors consideration to conserve the profits for future expansion, your Director's do not recommend payment of any dividend for the year ended March 31, 2010.

BOARD OF DIRECTORS

In accordance with the provisions of Articles of Association of the Company, Shri Naresh Jain, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

FIXED DEPOSITS

The Company has not invited or accepted any fixed deposit from the public during the year under review.

Emgee Cables and Communications Ltd.

During the year under review, your Company has not invited any fixed deposit from the public in the term of the provision of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS AND AUDITORS' REPORT

M/s PSD & Associates, Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The company has received the necessary certificate from the Statutory Auditors pursuant to section 224(1B) of the Companies Act, 1956 regarding their eligibility for appointment. Accordingly, approval of members is being sought at the forthcoming Annual General meeting. The notes on accounts referred to in the Auditors Report are self explanatory except :-

1. Non provision of Gratuity and Leave Encashment (Amount Unascertained) as required by the Accounting standard AS-15, "Accounting for retirement benefits in the financial statement of employer" issued by ICAI. Your directors wants to say that the company has initiated for actuarial valuation.
2. Non provision for Bad and Doubtful debts and advances having outstanding balances since long time. (Rs. 2.78 Lacs previous year Rs. 2.78 Lacs)

Your directors want to clarify that your company is making all efforts to recover these payments and balances and confident that the company will recover outstanding balances very soon.

COMPLIANCE CERTIFICATE

As per the requirement of section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the Company has obtained a Certificate from M/s V.M. & Associates, Company Secretaries in Whole-time Practice, confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of the Compliance Certificate is annexed to this report.

Further it is proposed to appoint, M/s V.M. & Associates, Company Secretaries in Whole-time Practice, for issuance of Compliance Certificate under Section 383A of the Companies Act, 1956, for the financial year 2010-11.

PARTICULARS OF EMPLOYEES

None of the Employee's of the company were in receipt of the remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 as amended, during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO

A. CONSERVATION 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 requisite information with regard to conservation of energy in terms of the Companies (Disclosure of Particulars in report of Board of Directors) Rules, 1988 is set out in separate statements attached hereto and forms part hereof.

B. TECHNOLOGY ABSORPTION

i) RESEARCH AND DEVELOPMENT

1. Specific areas in which R&D carried out by the Company :

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

2. Benefits derived as a result of the above R&D :

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

a. R&D Expenditure :

- a) Capital : NIL
- b) Recurring expenditure : NIL

b. 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.

ii) TECHNOLOGY ABSORPTION, ADAPTATION AND INTIMATION

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.

C. FOREIGN EXCHANGE EARNING AND OUTGO

Value of Import of raw-material on CIF Basis	Rs. NIL
Expenditure in foreign currency	Rs. 31,574/-

CORPORATE GOVERNANCE

The Company has implemented all the provisions of the Corporate Governance as stipulated by Clause 49 of the Listing Agreements with all the Stock Exchanges where the Company's securities are listed. It has always been a constant endeavour of the Company to adopt good corporate governance code through independent Board, transparent disclosures and shareholders empowerment for creating and sustaining shareholder value. The Company believes that the practice of each of the principles of Corporate Governance creates the right corporate culture that fulfills the true purpose of Corporate Governance. A separate section on Corporate Governance along with a certificate from M/s V.M. & Associates, Company Secretaries, Jaipur, certifying compliance of stipulations of Clause 49 of listing

Emgee Cables and Communications Ltd.

agreements with the stock exchanges with regard to the Corporate Governance code is present elsewhere.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The report on Management Discussion and Analysis as required under the Listing Agreements with the Stock Exchanges is annexed and forms part of the Director's Report.

DIRECTOR'S RESPONSIBILITY STATEMENTS :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed :

1. that in preparation of the annual accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the Directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for the preventing and detecting fraud and other irregularities;
4. the Directors have prepared the accounts for the financial year ended 31st March, 2010 on a 'going concern basis'.

ACKNOWLEDGEMENT

The Directors would like to express their deep gratitude and appreciation to the various customers and business associates of the Company for their support and confidence in the Company and the services provided by it without which the continuing progress of the Company would not have been possible. They also wish to recognize and commend the dedication and commitment of the employees.

**FOR AND ON BEHALF OF THE BOARD
FOR EMGEE CABLES AND COMMUNICATIONS LTD.**

**Date : 31.07.2010
Place : Jaipur**

**(SRIPAL H. CHOUDHARI)
MANAGING DIRECTOR**

**(MAHIPAL H. CHOUDHARI)
DIRECTOR**

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, broadband penetration at larger level, the industry is going to be benefited in terms of better volumes and realizations.

OUTLOOK ON OPPORTUNITIES

The Company is looking for good Govt. 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.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The road ahead is challenging. 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 products prices and validity continues to be the main risk factor. Competition is also a key factor. The Company tries to overcome from it by maintaining quality.

INTERNAL CONTROL SYSTEM

The Company remains committed to ensure and effective internal control that provides assurance on the efficiency of operations and security of assets. Your Company's well-established and robust internal audit processes, both at business and corporate levels, continuously monitor the effectiveness of the internal control environment across the Company and the status of compliance with operating systems, internal policies and regulatory requirements. 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.

FINANCIAL REVIEW & ANALYSIS

Share Capital

The Authorised share capital of the company is Rs. 5,00,00,000 comprising of 50,00,000 equity shares of Rs. 10/- each out of which Subscribed & Paid-up Capital of the Company is Rs. 4,40,55,000/-.

Fixed Assets

The fixed assets (Net Block) as on 31st March 2010 were Rs. 5,43,80,503. During the financial year

Emgee Cables and Communications Ltd.

ended 31.03.2010, the company acquired as well as sold certain fixed assets to ensure smooth business operations. The said fixed assets were purchased and sold in the best interests of the Company.

Sales

The net sales of the Company grew from Rs. 843,015,737/- to 1,097,641,367/- during the financial year ended 31st March, 2010.

HUMAN RESOURCE MANAGEMENT

The Company recognized 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.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections and expectations may be "forward looking statements" within the meaning of the applicable provisions of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations are significant changes in the global, political and economic environment, environment in India and key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.

**FOR AND ON BEHALF OF THE BOARD
FOR EMGEE CABLES AND COMMUNICATIONS LTD.**

Date : 31.07.2010
Place : Jaipur

(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

(MAHIPAL H. CHOUDHARI)
DIRECTOR

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance aims to align, as nearly as possible, the interests of individuals, corporations, employees, shareholders, customers, suppliers, statutory authorities and society and thereby enhancing the stakeholders' value. The Company is committed to learn and adopt the best practices of Corporate Governance. The Board of the Company acts with autonomy and independence in exercising strategic supervision, discharging its fiduciary responsibilities and in ensuring that the management observes high standards of ethics, transparency and disclosure. The commitment to good corporate governance practices predates the laws and mandates of the Securities and Exchange Board of India (SEBI) and the stock exchanges through Clause 49 of their Listing Agreements.

BOARD COMPOSITION

The Company is managed exclusively by and under the directions of the board. The composition of the board is governed by the applicable laws and regulations and Articles of Association of the company. Board of Directors provides strategic direction and thrust to the operations of the company, thereby enhancing the value of the stakeholders. The Board represents an optimal mix of professionalism, knowledge and experience, thus it is in conformity with Clause 49 of the Listing Agreement with the stock exchange, in which the Company's shares are listed.

Four out of Five directors are non-executive directors forming more than half of the total number of directors.

The company has 2 Independent director and 1 Executive Director.

Composition

The Board has an optimum combination of Executive and Non-Executive Independent Directors, and is in conformity with Clause 49 of the Listing Agreement with the stock exchanges. The composition of the Board as on March 31, 2009 was as under :

Name of Directors	Category	Board Meeting Attended during the year	Attendance At last AGM	No of Directorships Held in other Companies	Committee Position in other public company as Chairman/ Member
Shripal H. Choudhari	Executive Promoter & Managing Director	20	Yes	HMS Investments Private Limited	–
Hirachand M. Choudhari	Promoter & Non-Executive Chairman	20	Yes	NIL	–

Emgee Cables and Communications Ltd.

Mahipal H. Choudhari	Promoter & Non-Executive Director	20	Yes	HMS Investments Private Limited	-
V.C. Surana	Non-Executive & Independent Director	20	Yes	NIL	-
Naresh Jain	Non-Executive & Independent Director	20	Yes	Nil	-

The Board duly met 21 times during the year 2009-2010 on 28.04.2009, 29.04.2009, 22.05.2009, 17.06.2009, 02.07.2009, 21.07.2009, 31.07.2009, 17.08.2009, 20.08.2009, 25.08.2009, 04.09.2009, 09.09.2009, 18.09.2009, 21.09.2009, 15.10.2009, 24.10.2009, 09.12.2009, 16.01.2010, 02.03.2010, 15.03.2010, and 26.03.2010.

Board Agenda

The Board Meetings are scheduled well in time and Board Members are usually given a notice of at least 7 days before the meeting date. The Board Members are provided with well structured and comprehensive agenda papers. All major agenda items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

Code of Conduct

The company has adopted a Code of Conduct for its Directors & Senior Management Personnel of the company. During the year all board members and senior management personnel have affirmed compliance with the respective Code of Conduct. A declaration to this effect signed by the CEO forms part of this report.

Shareholding of Non-Executive Directors as on March 31, 2010 is as under :

Name	No. of Shares held	% of Paid-up Capital
Hirachand M. Choudhari	76000	1.725
Mahipal H. Choudhari	1380	.031
V.C. Surana	Nil	Nil
Naresh Jain	Nil	Nil

COMMITTEES OF THE BOARD

There are 3 Committees of the Board of Directors, which have been delegated adequate powers to discharge relevant duties. These Committees are-

1. Audit Committee
2. Share Transfer/Investors' Grievance Committee
3. Remuneration Committee

AUDIT COMMITTEE

The audit committee has adequate powers and detailed terms of reference to play an effective role as required under the provisions of the Companies act, 1956 and clause 49 of the company's listing agreement with the stock exchanges.

The audit committee shall have powers, which should include the following :

1. Hold discussions with statutory auditors on the nature and scope of audits;
2. Discussion on financial control and reporting process;
3. Ensure compliance with accounting standards and listing requirements concerning financial statements;
4. Review the adequacy of internal controls in the Company including the plan, scope of internal audits and performance of the internal auditors;
5. Recommend the appointment of statutory auditors and their fees and approval for payment for any other services;
6. Reviewing the Company's financial and risk management policies.
7. Reviewing other matters as envisaged in Clause 49 of Listing Agreement, as amended from time to time.

The Audit Committee consists of 3 members and Mr. S.K. Jain is the Secretary of the Committee.

Composition & Attendance

Name of Member	Category	Capacity	No. of meetings attended
Sh. V.C. Surana	Non-Executive & Independent Director	Chairman	5
Sh. Naresh Jain	Non-Executive & Independent Director	Member	5
Sh. Jitendra Mehta	Non-Executive & Independent Director	Member	5

The Audit Committee met 5 times on 28.04.2009, 17.08.2009, 15.10.2009, 09.12.2009 and 02.03.2010.

SHARE TRANSFER/INVESTOR'S GRIEVANCE COMMITTEE

Terms of Reference

At present the Share Transfer/Investor's Grievance Committee is looking after all the matters connected to shareholders/investors grievances viz. transfer of shares/dematerialization and other matters relating to investors/shareholders.

Emgee Cables and Communications Ltd.

Composition & Attendance

Name of Member	Category	Capacity	No. of meetings attended
Sh. Naresh Jain	Non-Executive & Independent Director	Chairman	10
Sh. V.C. Surana	Non-Executive & Independent Director	Member	10
Sh. Mahipal Choudhari	Promoter & Non-Executive Director	Member	10

The Board has designated Ms. Dilip Shah, as the Compliance officer of the Company.

During the year, 10 meetings of the Committee were held on 28.04.2009, 17.06.2009, 21.07.2009, 04.09.2009, 15.10.2009, 09.12.2009, 16.01.2010, 02.03.2010, 15.03.2010 and 26.03.2010.

During the year under review, the status of request letters/complaints was as follows :-

No complaints were received during the year.

REMUNERATION COMMITTEE

Terms of reference

Terms of reference of the Remuneration Committee includes among others :

1. To review, assess and recommend to the Board the appointment of executive and non-executive Directors and compensation payable;
2. To consider and recommend human resource policies relating to compensation and performance management.

Composition & Attendance

Name of Member	Category	Capacity	No. of meetings attended
Sh. V.C. Surana	Non-Executive & Independent Director	Chairman	1
Sh. Naresh Jain	Non-Executive & Independent Director	Member	1
Sh. Jitendra Mehta	Non-Executive & Independent Director	Member	1

The remuneration committee met once in the year on 26.03.2010.

Remuneration of Directors

The non-executive Directors do not draw any remuneration including the sitting fee. The details of the remuneration paid to the Managing Director (Executive) for the financial year 2009-2010 is as under :

Name	Salary	Contribution to PF	Leave Encashment	Bonus	LTA	Total
Sh. Shripal H Choudhari	960000	-	-	-	-	960000

GENERAL BODY MEETINGS

The details of Annual General Meetings held in the last three years are given below :

Annual General Meeting	Day & Date	Time	Venue
20 th Meeting	Saturday, Sept. 29, 2007	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.
21 th Meeting	Tuesday, Sept. 30, 2008	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.
22 st Meeting	Wednesday, Sept. 30, 2009	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.

Details of Special Resolutions passed at the AGMs :

Financial Year	Date	Special Resolutions
2006-07	29 th Sept., 2007	No Special Resolution was passed
2007-08	30 th Sept., 2008	No Special Resolution was passed
2008-09	30 th Sept., 2009	One Special resolution regarding re-appointment of Shri Shripal Choudhari as Managing Director of the Company.

Further, no special resolution requiring postal ballot is being proposed for the ensuing Annual General Meeting.

DISCLOSURES

1. There are no materially significant transactions with related parties i.e., Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have a potential conflict with the interest of the Company at large.
2. During the last three years, no penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any other statutory authorities on matters related to capital market.

Emgee Cables and Communications Ltd.

3. The company has adopted whistle blower policy and has established necessary mechanism in line with clause 7 of annexure 1d to clause 49 of the listing agreement with the stock exchange, for employees to report concerns about unethical behaviors. No personnel have been denied access to the audit committee.

MEANS OF COMMUNICATION

1. In compliance with the requirements of Listing Agreement, the Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after they are taken on record. The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement. The company will also take necessary steps to display various disclosures/information on its web site in due course. The company is also in the process of ensuring compliance of EDIFAR filing of its financial results.
2. Management Discussions and Analysis Report forms part of the Report of Directors.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting
 - Date & Time : 27th September 2010 at 11 A.M.
 - Venue : F-75-76, Udyog Vihar, Jaitpura, Jaipur
2. Financial Calendar (Tentative)
 - Result for the qtr ending June 30, 2010 : Within 45 days from end of quarter.
 - Result for the qtr ending Sept 30, 2010 : Within 45 days from end of quarter.
 - Result for the qtr ending Dec 31, 2010 : Within 45 days from end of quarter.
 - Result for the qtr ending Mar 31, 2011 : Within 45 days from end of quarter.
3. Book Closure date : 24th September, 2010 to 27th September, 2010 (both days inclusive)
4. Dividend : No dividend being recommended by the Board during the year.
5. Listing of Equity Shares in Stock Exchanges :
 1. Bombay Stock Exchange Ltd., Mumbai
 2. The Calcutta Stock Exchange Ass. Ltd.
 3. Jaipur Stock Exchange Ltd.
 4. Madras Stock Exchange Ltd.
 5. Ahmedabad Stock Exchange Ltd.
6. Demat ISIN exchange number for equity shares : INE 128F01010

MARKET PRICE DATA & RELATED INFORMATION

The trading in the equity shares of the company are suspended at the Bombay Stock Exchange Limited. Hence, no market price data and related information's is available.

REGISTRAR & SHARE TRANSFER AGENT

M/s. MCS Limited,
Sri Venkatesh Bhavan,
W-40, Okhla Industrial Area, Phase II,
New Delhi-110 020.

SHARE TRANSFER SYSTEM

As per the requirement of the SEBI circular no. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 and further circular no. D&CC/FITTC/CIR-18/2003 dated 12.02.2003 has mandated appointment of common agency for carrying out physical and electronic share registry work. In terms of the said regulation the Company has appointed M/s MCS Limited, New Delhi. As on date all the work related to the shares both held in physical and electronic form is handled by the RTA. All correspondences are to be directed to the RTA at their address mentioned above. The correspondence may also be sent at the Company's address, which will be sent by the Company to the RTA.

Share transfer is normally effected within the maximum period of 30 days from the date of receipt, if all required documentation is submitted.

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2010

(Class-wise distribution of Equity Shares)

Range	Shares	Folios	% Shares	% Holders
1 to 500	603700	2114	13.7033	75.4192
501 to 1000	410800	454	9.3247	16.1969
1001 to 2000	168420	102	3.8229	3.6390
2001 to 3000	94250	35	2.1394	1.2487
3001 to 4000	49200	13	1.1168	0.4638
4001 to 5000	114400	23	2.5968	0.8205
5001 to 10000	216300	25	4.9098	0.8919
10001-50000	537580	18	12.2025	0.6422
50001-100000	971980	13	22.0629	0.4638
And Above	1238870	6	28.1210	0.2141
Total	4405500	2803	100.0000	100.0000

Emgee Cables and Communications Ltd.**SHAREHOLDING PATTERN AS ON 31ST MARCH, 2010 WAS AS UNDER :-**

Category	No. of Shareholding	Percentage of Shareholding
A. Promoter's Holding		
1. Promoters		
–Indian promoters	721330	16.37%
–Foreign Promoters	-	-
2. Persons acting in concert	990370	22.48%
Sub-Total	1711700	38.85%
B. Non-Promoters Holding		
3. Institutional investors		
(a) Mutual Funds and UTI	-	-
(b) Banks, Financial institutions, Insurance companies (Central/ State Government Institutions/ non-government Institutions)	50000	1.13%
(c) FII(s)	-	-
Sub-Total	50000	1.13%
4. Others		
(a) Private Corporate Bodies	341700	7.76%
(b) Indian Public	1958300	44.46%
(c) NRIs/OCBs	343800	7.80%
(d) Any Other	-	-
Sub-Total	2643800	60.02%
Grand Total	4405500	100.00%

DEMATERIALISATION OF SHARES

The shares of the company are in compulsory demat segment and are available for trading in the depository systems. As on 31st March, 2010, 11,13,360 equity shares of the company forming 25.27% of the total issued capital of the Company stand dematerialised.

OUTSTANDING GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENT

The Company has not issued any GDRs/Warrants or any other instrument which is convertible into Equity Shares of the Company.

PLANT LOCATION OF THE COMPANY

F-75-76, Udyog Vihar,
Jaitpura, Jaipur
Phone Nos. 01423-224343

ADDRESS FOR CORRESPONDENCE

The Compliance officer,
T-16-20, 3rd Floor
Alankar Plaza, Central Spine
Vidhyadhar Nagar, Jaipur-302 023
Tel. : 0141-3277104
Fax : 0141-2230520
E-mail for investors grievances : emgeecables@dataone.in
Website : www.emgeecables.com

SECRETARIAL AUDIT

For each quarter in the financial year 2009-10, M/s V.M. Associates, company secretaries, Jaipur carried out Quarterly Secretarial Audit of to reconcile the total admitted capital with National Security Depository Limited (NSDL) and Central Depository Security Limited (CDSL) and the total issued and listed capital.

The Audit report confirms that the total Issued/.Paid Up Capital is in agreement with the total number in physical form and the total number of dematerialized shares held with National Security Depository Limited (NSDL) and Central Depository Security Limited (CDSL).

CIN :

The corporate identification number of the Company as allotted by the Ministry of Corporate Affairs is : L31300RJ1987PLC003918.

CEO AND CFO CERTIFICATE : Certificate from CFO for the financial year ended March 31, 2010 has been given elsewhere in the Annual Report.

**FOR AND ON BEHALF OF THE BOARD
FOR EMGEE CABLES AND COMMUNICATIONS LTD.**

Date : 31.07.2010
Place : Jaipur

(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

(MAHIPAL H. CHOUDHARI)
DIRECTOR

Emgee Cables and Communications Ltd.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS
AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S
CODE OF CONDUCT**

This is to confirm that the company has adopted a Code of Conduct for its Board of Directors and Senior Management Personnel.

I confirm that the company has, in respect of the financial year ended March 31, 2010, received from the members of the Board and the senior management team of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

Place : Jaipur
Date : 31.07.2010

(SHRIPAL H CHOUDHARI)
MANAGING DIRECTOR & CEO

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO)/
CHIEF FINANCIAL OFFICER (CFO)**

We, Shripal H. Choudhari, Chief of **Emgee Cables and Communications Limited** certify :

That we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2010 and that to the best of our knowledge and belief;

- These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
- These statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct;

That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation on internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies and;

That we have informed the auditors and the audit committee of :

- significant changes in internal control during the year;
- significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place : Jaipur
Date : 31.07.2010

(SHRIPAL H CHOUDHARI)
CHIEF EXECUTIVE OFFICER

AUDITOR'S REPORT

To The Members of EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

1. We have audited the attached Balance Sheet of M/s EMGEE CABLES AND COMMUNICATIONS LIMITED, JAIPUR as at 31st March, 2010, the Profit and Loss Account for the year ended on that date and the Cash Flow Statement on the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a responsible basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Sub-section (4A) of section 227 of the Companies Act, 1956, We enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. **Further to our comments in the Annexure referred to above, we report that:**
 - i) We have obtained all the informations and explanations, which to the best of our knowledge and belief were necessary for the purpose of our credit.
 - ii) In our opinion, proper Books of Account as required by law have been kept by the Company so far as appears from our examination of those books.
 - iii) The Balance Sheet, Profit & Loss Account and Cash flow statement dealt with by this report are in agreement with the books of our account.
 - iv) In our opinion, the Balance Sheet, Profit and Loss account and Cash flow statement dealt with by this report comply with the accounting standards referred to in (3C) of sub-section 211 of the Companies Act, 1956 except as stated in para (vii) below of non compliance of AS-15 "Accounting for Retirement Benefits in the Financial Statement of Employers" issued by ICAI.
 - v) On the basis of written representations received from the Directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause(g) of sub-section (1) of section 274 of the Companies Act 1956.
 - vi) In our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet, Profit & Loss Account and Cash Flow Statement read together with Significant Accounting Policies and Notes thereon and **subject to-**

- (a) Non Provision of Gratuity & Leave Encashment (Amount Unascertained) as required by AS-15 "Accounting for Retirement Benefits in the Financial Statement of Employer" issued by ICAI;
- (b) Non Provision for bad and doubtful debts & advances having outstanding balances since long time (Rs. 02.78 Lacs Previous year Rs. 02.78 Lacs).

Give a true and fair view in conformity with the accounting principals generally accepted in India.

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
- (ii) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (iii) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

Place : Jaipur
Dated : 31.07.2010

For P.S.D. & ASSOCIATES
Chartered Accountants
F.R. No. 004501C

(S. K. RAWAT)
Partner
M.No. 71806

ANNEXURE TO THE AUDIT REPORT

- (1) (a) The Company has maintained proper record showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year and there is a regular program of 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) The company has not sold any substantial part of Fixed Assets during the year so as to affect its going concern assumption.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories 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 record of inventory. The discrepancies noticed on verification between the physical stock and the books records were not material.
- (iii) (a) The Company has taken/granted loan& advances from/to the Companies, Firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (c) The parties to whom loans have been given, have repaid the principal amounts as stipulated and have been regular in the payment of interest.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

- (b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and, exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 58A or any provision of the Companies Act, 1956 and the rules framed there under and the directives issued by the reserve bank of India, where applicable, with regard to the deposits accepted from the public. The provision of Section 58AA of the companies act 1956, are not applicable to the company.
- (vii) In our opinion, the company does not have an internal audit system commensurate with the size and nature of its business.
- (viii) The company is not maintained cost record in pursuant to the Rules made by the Central Governemnt for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and we are unable to comment on the same.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31.03.2010 for a period of more than six months from the date they become payable.
- (c) According to information and explanation given to us, there are no dues of sales tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any disputed.
- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debentures holders.
- (xii) Company has not granted any loans on the basis of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or Nidhi Mutual benefit fund/society. Therefore, the provision of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.

Emgee Cables and Communications Ltd.

- (xiv) In our opinion, the terms and conditions on which the company has given guarantees for loans taken by other from banks or financial institutions are not prejudicial to the interest of the company.
- (xv) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvi) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no fund raised on short-term basis have been used for long-term investment. No long term funds have been used to finance short-term assets except permanent working capital.
- (xvii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xviii) The company has not issued any debentures.
- (xix) The Company has not raised any money by Public issue during the year.
- (xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Dated : 31.07.2010
Place : Jaipur

For **P.S.D. & ASSOCIATES**
Chartered Accountant
F.R. No. 004501C

(S. K. RAWAT)
Partner
M.No. 71806

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR
BALANCE SHEET AS ON 31st MARCH, 2010

PARTICULARS	SCH.	AS AT 31.03.2010	AS AT 31.03.2009
SOURCES OF FUNDS :			
SHARE HOLDERS FUND			
Share Capital	1	4,40,55,000	4,40,55,000
Reserves & Surplus	2	8,18,37,932	7,52,13,703
LOAN FUNDS :			
Secured Loans	3	10,95,07,019	12,64,14,817
Unsecured Loans	4	5,92,02,894	1,82,80,611
Deferred Tax Liabilities		70,98,830	68,99,362
		<u>30,17,01,675</u>	<u>27,08,63,493</u>
APPLICATION OF FUNDS :			
FIXED ASSETS :			
Gross Block	5	9,16,25,749	9,00,46,899
Less: Depreciation		3,72,45,246	3,28,11,362
		<u>5,43,80,503</u>	<u>5,72,35,537</u>
INVESTMENTS	6	0	2,28,31,800
CURRENT ASSETS, LOANS & ADVANCES :	7		
(a) Inventories		10,94,39,478	11,91,86,614
(b) Sundry Debtors		14,32,54,560	8,23,63,035
(c) Cash and Bank Balances		1,72,79,484	53,27,198
(d) Loans & Advances		6,70,83,956	6,06,92,581
TOTAL (A)		<u>33,70,57,478</u>	<u>26,75,69,428</u>
Less : Current Liabilities & Provisions :	8		
Current liabilities		8,73,21,958	7,59,59,477
Provisions		24,14,348	8,13,795
TOTAL (B)		<u>8,97,36,306</u>	<u>7,67,73,272</u>
Net Current Assets (A-B)		<u>24,73,21,172</u>	<u>19,07,96,156</u>
MISCELLANEOUS EXPENDITURE			
		<u>—</u>	<u>—</u>
Accounting Policies & Notes on Accounts	16	<u>30,17,01,675</u>	<u>27,08,63,493</u>

In terms of our report of even date

For P.S.D. & ASSOCIATES

Chartered Accountants

F.R.No. 004501C

(SAJJAN K. RAWAT)

Partner

M. No. 71806

Date :31.07.2010

Place : Jaipur

For and on Behalf of the Board

(SHRIPAL H CHOUDHARI)

Managing Director

(MAHIPAL H CHOUDHARI)

Director

Emgee Cables and Communications Ltd.

**EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2010**

PARTICULARS	SCH.	CURRENT YEAR	PREVIOUS YEAR
INCOME :			
Sales	9	1,12,52,36,176	87,83,90,224
Less : Excise duty		2,75,94,809	3,53,74,487
		<u>1,09,76,41,367</u>	<u>84,30,15,737</u>
Other Income	10	4,08,66,953	70,07,448
Accretion/(Decretion) of Finished stock	11	(75,70,66,124)	(85,78,550)
		<u>38,14,42,196</u>	<u>84,14,44,635</u>
EXPENDITURE :			
Purchase of Share		--	51,04,91,330
Consumption of Materials	11	30,33,59,241	27,08,56,827
Manufacturing & Operation Exp.	12	1,28,69,261	1,08,44,496
Employees Cost	13	50,03,660	38,01,484
Administrative & Selling Exp.	14	1,60,89,369	98,53,393
Financial Expenses	15	3,04,40,821	2,31,04,322
		<u>36,77,62,352</u>	<u>82,89,51,852</u>
Profit before Depreciation & Taxation		1,36,79,844	1,24,92,783
Depreciation	44,33,884		43,18,364
Less: Transfer from	<u>1,81,694</u>	42,52,190	<u>1,81,694</u> 41,36,670
Revaluation Reserve			
PROFIT BEFORE TAXATION		94,27,654	83,56,113
LESS : TAXATION			
DEFERRED TAX		1,99,468	68,99,362
Provision for MAT (earlier year)		7,915	7,36,963
Provision for FBT		0	76,832
Provision for INCOME TAX		24,14,348	
PROFIT FOR THE YEAR		68,05,923	6,42,956
Add: Balance brought forward		31,66,529	25,23,573
		<u>99,72,452</u>	<u>31,66,529</u>
Less : APPROPRIATION:			
General Reserve		--	--
Balance Carried to Balance Sheet		99,72,452	31,66,529
Basic & Diluted Earing per share		1.54	0.15
Accounting Policies & Notes on Accounts	16		

In the terms of our report of even date

For P.S.D. & ASSOCIATES

Chartered Accountants
F.R.No. 004501C

(SAJJAN K. RAWAT)
Partner

M. No. 71806
Date :31.07.2009
Place : Jaipur

For and on Behalf of the Board

(SHRIPAL H CHOUDHARI)
Managing Director

(MAHIPAL H CHOUDHARI)
Director

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	As at 31 st March, 2010	As at 31 st March, 2009
SCHEDULE : 1- Share Capital		
A: Authorised:		
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
B Issued		
44,50,000 (Previous year 44,50,000) Equity Shares of Rs. 10/- each	4,45,00,000	4,45,00,000
C: Subscribed & paid up		
44,05,500 (previous year 44,05,500) Equity Shares of Rs. 10/- each (of the above 6,00,000 Shares allotted as fully paid bonus Shares)	4,40,55,000	4,40,55,000
	4,40,55,000	4,40,55,000
SCHEDULE : 2 -Reserves & Surplus		
Share Premium	6,18,64,000	6,18,64,000
Investment Allowance (Utilised) Reserve	5,29,000	5,29,000
General Reserve	20,89,970	20,89,970
Profit and Loss Account	99,72,452	31,66,529
Revaluation Reserve	22,44,510	24,26,204
Capital Reserve	51,38,000	51,38,000
	8,18,37,932	7,52,13,703

Emgee Cables and Communications Ltd.**EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR**

	As at 31 st March, 2010	As at 31 st March, 2009
SCHEDULE : 3- Secured Loans		
1. From Dena Bank Jaipur		
a) C.C. Hypothecation	9,90,54,837	10,84,81,877
b) Term Loan	94,85,408	1,62,62,263
2. From HDFC Bank Ltd.		
a) Car Loan	8,38,009	14,70,229
b) Motor Cycle Loan	1,28,765	2,00,448
	10,95,07,019	12,64,14,817
SCHEDULE : 4- Unsecured Loans		
From Director and Relatives	1,97,27,210	1,32,02,306
From Others	3,94,75,684	50,78,305
	5,92,02,894	1,82,80,611
SCHEDULE : 6 - Investments :		
<u>Unquoted:</u>		
Equity Shares of Rs. 100 each fully paid up of R.S. Metals Pvt. Ltd	--	2,28,31,800
	0	2,28,31,800

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 5- Fixed Assets

Assets	Gross Block				Depreciation				Net Block	
	As at 1.4.2009	Addition during the year	Sales/ Adjustments	Total upto 31.03.10	up to 31.3.2009	For the Year	Adjust- ments	Total upto 31.03.10	As at 31.3.2010	As at 31.3.2009
Leasehold Property	1022000	—	—	1022000	227106	10323	—	237429	784571	794894
Land	925245	—	—	925245	—	0	—	0	925245	925245
Office Building	2416350	—	—	2416350	325929	114777	—	440706	1975644	2090421
Factory Building	11774837	—	—	11774837	3478213	393280	—	3871493	7903344	8296624
Electric Installation	1666605	—	—	1666605	728343	79164	—	807507	859098	938262
Plant & Machinery	55568866	954702	—	56523568	20723154	2650976	—	23374130	33149438	34845712
Computer	2314350	122317	—	2436667	1902379	159420	—	2061799	374868	411972
Laboratory Equipment	5818337	88636	—	5906973	2328912	284136	—	2613048	3293925	3489424
Vehicles	5276717	35096	—	5311813	2337443	502914	—	2840357	2471456	2939274
Furniture & Fixtures	2092184	164054	—	2256238	312390	140392	—	452782	1803456	1779794
Off. Appliances & Equip.	1114646	214045	—	1328691	416935	95806	—	512741	815950	697711
Borewell & Sprinkler	56762	—	—	56762	30557	2696	—	33253	23509	26205
Total	90046899	1578850	—	91625749	32811361	4433884	—	37245246	54380503	57235538
Previous Year Rs.	88848373	—	—	88848373	28492997	3815546	—	28492997	60355376	60355376

Note : 1. Total Depreciation for the year is Rs. 44,33,884/-. Depreciation on enhanced value of assets due to revaluation amounting to Rs. 1,81,694/- is charged to Revaluation Reserve Account and the Balance of Rs. 42,52,190/- is charged to Profit & Loss Account.

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	As at 31 st March, 2010	As at 31 st March, 2009
SCHEDULE : 7- Current Assets, Loans & Advances		
A) Inventories :		
As taken, valued and certified by the Management :-		
1) Stock of Raw material	48,40,644	72,30,650
2) Stock of Finished Goods	7,15,71,304	6,43,12,686
3) Stock in Process	2,80,06,892	4,67,69,113
4) Stock of Packing materials	7,06,113	6,25,933
5) Stock of Scrap	5,16,225	2,48,232
6) Stock of W.I.P. of Projects	37,98,300	
TOTAL (A)	10,94,39,478	11,91,86,614
B) Sundry Debtors : (Considered Good)		
i) Over Six Months	72,76,133	65,44,981
ii) Others	13,59,78,427	7,58,18,054
TOTAL (B)	14,32,54,560	8,23,63,035
C) Cash & Bank Balances :		
1. Cash in Hand (including Petty cash)	10,79,334	94,595
2. Cash seized by Income tax	1,00,000	1,00,000
3. Balance with Scheduled Banks :		
(i) In Current Account	12,66,732	9,26,542
(ii) Fixed Deposit A/c (pledged against margins)	1,40,80,573	40,47,660
(iii) Accrued Intt. On FDR	7,52,845	1,58,401
TOTAL (C)	1,72,79,484	53,27,198
(D) Loans & Advances :		
1. Security Deposits	12,86,325	14,72,344
2. Advances Recoverable in Cash or in kind for value to be received	4,54,102	3,11,466
3. Advances to Suppliers	18,23,121	18,773
4. Advance Tax & T.D.S.	75,54,453	78,82,054
5. Loans and Advances	4,98,15,004	4,44,22,723
6. Balance in Excise Duty	3,13,198	15,74,047
7. Toshali Resorts	76,100	76,100
8. Advance for Capital Goods	39,90,254	46,65,455
9. Other Advance	17,71,399	2,69,619
TOTAL (D)	6,70,83,956	6,06,92,581
TOTAL (A+B+C+D)	33,70,57,478	26,75,69,428

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	As at 31st March, 2010	As at 31st March, 2009
SCHEDULE : 8 - Current Liabilities & Provisions		
A) Current Liabilities :		
Sundry Creditors -		
- For Goods	8,02,47,285	6,80,30,746
- For Expenses	27,54,034	20,97,127
Creditors for Capital Goods	77,732	3,86,813
Advances from Customers	31,69,863	34,68,424
Security for Splicing Machine	--	9,20,000
Other Liabilities	7,67,259	6,52,650
Duties & Taxes	--	1,07,051
Outstanding Expenses	3,05,785	2,96,666
TOTAL (A)	8,73,21,958	7,59,59,477
B) Provisions		
1. Provision for MAT	--	7,36,963
2. Provision for FBT	--	76,832
3. Provision for Income Tax	24,14,348	--
TOTAL (B)	24,14,348	8,13,795
TOTAL (A) + (B)	8,97,36,306	7,67,73,272

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	Year ended on 31st March, 2010	Year ended on 31st March, 2009
SCHEDULE : 9		
Sales :		
Sales of Manufacturing Goods	1,09,48,18,591	33,18,07,794
Sale of Shares	--	51,07,66,374
Job charges	28,22,776	4,41,569
	<u>1,09,76,41,367</u>	<u>84,30,15,737</u>

SCHEDULE : 10

Other Income

Interest	56,01,360	49,75,203
Misc. Income	12,000	10,887
Commission	3,52,53,593	20,21,358
	<u>4,08,66,953</u>	<u>70,07,448</u>

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	Year ended on 31 st March, 2010	Year ended on 31 st March, 2009
SCHEDULE : 11		
<u>Consumption of Raw-materials :-</u>		
Raw-Materials		
Opening stock	72,30,650	1,52,04,838
Add: Purchases (Net)	30,09,69,235	26,28,82,639
	<u>30,81,99,885</u>	<u>27,80,87,477</u>
Less: Closing Stock	48,40,644	72,30,650
TOTAL CONSUMPTION	<u>30,33,59,241</u>	<u>27,08,56,827</u>
<u>Accretion/(Decretion) of Finished Stock:</u>		
Opening Stock		
Finished Goods	6,43,12,686	52,60,331
Work-in-process	4,67,69,113	6,93,02,023
Scrap	2,48,232	4,60,072
	<u>11,13,30,031</u>	<u>7,50,22,426</u>
Add : Purchases (Trading goods)	74,96,28,814	4,48,86,155
	<u>86,09,58,845</u>	<u>11,99,08,581</u>
Less : Closing Stock :		
Finished Goods	7,15,71,304	6,43,12,686
Work-in-Process	2,80,06,892	4,67,69,113
Scrap	5,16,225	2,48,232
work-in-Process (Projects)	37,98,300	
	<u>10,38,92,721</u>	<u>11,13,30,031</u>
Increase/(Decrease) in Stock	<u>(75,70,66,124)</u>	<u>(85,78,550)</u>

Emgee Cables and Communications Ltd.**EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR**

	Year ended on 31st March, 2010	Year ended on 31st March, 2009
SCHEDULE - 12 : Manufacturing Expenses		
Conversion Charges	55,07,331	38,24,047
Power & Fuel	26,38,696	27,30,375
Wages	13,51,528	15,82,385
Employer Contribution to P.F. (Workers)	1,00,479	1,22,368
Consumable Stores	20,48,751	11,67,655
Cartage & Coolie	3,99,620	2,74,344
Service Tax (Transportation)	1,16,707	94,613
<u>Repairs and Maintenance to:</u>		
i) Plant & Machinery	5,98,173	9,52,098
ii) Factory Building	1,07,976	96,611
	<u>1,28,69,261</u>	<u>1,08,44,496</u>

SCHEDULE - 13 : Employees Cost

Salaries	32,48,221	22,63,747
Director's Salary & Allowances	9,60,000	9,00,000
Bonus	1,38,255	1,50,269
Staff Welfare	40,840	6,960
Admn. Charges on P.F.	51,954	56,258
Employer Contribution to P.F. (Staff)	2,89,243	2,74,106
E.S.I. Employers Contribution	1,03,545	1,14,362
Inspection charges on P.F.	326	351
Recruitment Exp.	1,51,601	35,431
Traning Expenses	19,675	
	<u>50,03,660</u>	<u>38,01,484</u>

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

	Year ended on 31 st March, 2010	Year ended on 31 st March, 2009
SCHEDULE - 14 : Administrative & Selling Expenses		
Printing & Stationery	7,41,807	2,96,093
Travelling & Conveyance	13,93,500	2,74,295
Director's Travelling	2,39,035	1,06,823
Telecommunication & Postage	5,53,934	4,22,052
Rent, Rates & Taxes	7,57,940	5,04,363
Legal & Professional Expenses	2,80,195	2,37,939
Electricity & Water	1,83,069	1,47,951
General Repairs & Maintenance	3,01,883	2,21,847
Insurance Expenses	4,00,211	2,45,110
Membership & Subscription	60,917	43,363
Books & Periodicals	780	250
Auditor's Remuneration	27,500	28,090
Advertisement, Publicity & Sales Promotion	14,22,551	2,13,755
License Fees & Expenses	1,68,410	1,56,439
Packing & Forwarding	54,79,516	42,88,331
Discount, Commission & Service charges	18,52,251	9,65,280
Other Selling Expenses	99,906	89,353
Misc. Expenses	4,15,585	2,70,066
STT Charges	—	2,02,726
Filing Fees	3,300	20,582
Claims	1,47,586	34,065
Entry Tax	3,961	—
Donation Charity	4,000	—
Technical Consultancy	15,50,923	8,11,480
Loss on Sales of Assets	—	2,73,024
Balance Written off (Net)	609	116
	1,60,89,369	98,53,393

SCHEDULE - 15 : Financial Expenses :

Bank Charges	62,72,150	34,17,705
Interest paid :		
Bank	1,90,94,392	1,83,93,641
Others	50,74,279	12,92,976
	3,04,40,821	2,31,04,322

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE -16 : SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS :

A) SIGNIFICANT ACCOUNTING POLICIES :

a) Basis of Accounting:

- i) The accounts are prepared under the historical cost convention in accordance with generally accepted accounting principle.
- ii) The Company generally follows mercantile system of accounting and recognise significant items of income and expenditure on accrual basis.
- iii) Accounting policies not specifically referred are consistent and in accordance with generally accepted accounting principles.

b) Fixed Assets and Depreciation :

- i) All fixed assets are stated at cost of acquisition and subsequent improvements there of.
- ii) Depreciation on all fixed assets is provided on straight line method at the rates prescribed under schedule XIV to the Companies Act, 1956.
- iii) Leasehold land has been written off over the period of lease.

c) Sales are inclusive of exchange fluctuations on export receivables, if any and excise duty but excludes sales tax.

d) 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.

e) Inventories are valued as under :-

- i) Raw Materials : At Cost
- ii) Work-in-Process : At Cost
- iii) Finished Goods : At Cost or market price whichever is lower
 - Manufactured : At Cost or market price whichever is lower
 - Traded : At Cost
- iv) Process Scrap/Waste : At Estimated Realisable value
- v) Stock of packing Material : At Cost
- vi) Stock of Share (if any) : At Cost

f) CENVAT Credits availed has been adjusted in the cost of respective inputs.

g) Retirement Benefit :

The Company's contribution to recognised provident fund, pension fund and the superannuation fund are charged to revenue.

(B) NOTES FORMING PART OF ACCOUNTS :

1. CONTINGENT LIABILITIES NOT PROVIDED FOR :

- (i) Counter Guarantees given to Company's Banker for the Guarantee given by them on behalf of the Company is Rs. 780.61 Lacs. (Previous Year Rs. 177.25 Lacs).
- (ii) Outstanding Inland/Foreign Letter of Credits Rs. 611.64 Lacs (Previous Year Rs. 167.16 Lacs.)

2. PARTICULARS OF SECURITIES, TERM LOANS & OTHER LOANS :

A. WORKING CAPITAL - Dena Bank, Jaipur :

Secured by First charge by way of Hypothecation of the present and future stocks of Raw-materials, Work-in-process, Finished goods & Stores of all kinds, Book Debts, Outstanding money claims, Bills, Rights and other movable assets and also by personal guarantees of Shri Shripal H. Choudhari and Shri Mahipal H Choudhari Directors of the Company.

B. Term Loans from DENA BANK is secured by hypothecation on the Machinery.

Both A & B are further secured by way of first charge on the fixed assets of the Company and equitable mortgage of lease hold land & Building situated at F-75-76, Udyog Vihar, Jaitpura, Land at 86 A & B Gourav Nagar, Civil Lines, Jaipur, Office at T-16-20, Alankar Plaza, Central Spine, Vidhydhar Nagar, Jaipur.

C. HDFC CAR LOANS are secured by hypothecation on vehicle.

- 3. No provision has been made for Gratuity to employees. The Company had initiated for actual valuation.
- 4. Loans and advances and book debts are considered good. In this respect the company holds no security other than the personal guarantees of the person concerned.
- 5. Debit and Credit balances appearing under Sundry Debtors, Loans and Advances, and Sundry Creditors are subject to confirmation and reconciliation. Adjustment if any in these accounts will be made as and when they will finally reconciled and confirmed.
- 6. In Terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, The outstanding to these enterprises are required to be disclosed. However, these

Emgee Cables and Communications Ltd.

enterprise 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.

7. 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.
8. Previous year figures are regrouped & rearranged wherever considered necessary.
9. Figures are rounded off to the nearest rupees.
10. None of the Employees of the Company is covered under section 217 (2A) of the Companies Act, 1956.
11. Some of the assets of the company were revalued during the year 1994-1995. Depreciation amounting to Rs. 1,81,694/- on enhanced value of assets due to revaluation has been transferred from Revaluation Reserve Account to Profit & Loss Account.
12. Other Advances includes Rs. NIL due from Director (Previous year Rs. NIL Lacs).
13. During the current year deferred tax liability has been calculated as under :

Particulars	As at 31.03.2010	As at 31.3.2009
Depreciation on Fixed Assets	(70,98,830.00)	(68,99,362.00)
B/F Losses and unabsorbed Depreciation	0.00	0.00
Total	(70,98,830.00)	(68,99,362.00)

14. Remuneration and Prerequisites to Directors :

	2009-2010	2008-09
Salaries	9,60,000	9,00,000
House Accommodation	—	—

15. Remuneration paid to statutory Auditors :

	2009-2010	2008-09
Statutory Audit & Tax Audit Fees	27,500	28,090
(including service tax)		
	27,500	28,090

16. Additional Information Pursuant to part II of Schedule VI to the Companies Act, 1956.

a) Particulars of capacity :	Registered Capacity		Installed Capacity		
	<u>2009-2010</u>	<u>2008-2009</u>	<u>2009-2010</u>	<u>2008-2009</u>	
<u>Class of goods</u>			133.65 Lac	133.65 Lacs	
Wires & Cables	N. A.	N.A.	Mtrs	Mtrs	
			<u>2009-2010</u>	<u>2008-2009</u>	
	<u>Unit</u>	<u>Quantity</u>	<u>Value</u>	<u>Quantity</u>	
				<u>Value</u>	
b) <u>Opening Stock:</u>					
Wires & Cables	Mtrs/Yds	756071	65390553	579712	3075651
Others		5294	588358	19271	2184680
c) <u>Production :</u>					
Wires & Cables	Mtrs/Yds	28527729	-	26701599	-
d) <u>Purchases :</u>					
Wires & Cable	Mtrs/Yds	1792661	-	645264	-
Others		-	-	1600	
e) <u>Sales :</u>					
Wires & Cables	Mtrs/Yds	30213636	-	27170504	-
	Kg.				
Others		571	-	15577	-
f) <u>Closing Stocks :</u>					
Wires & Cables	Mtrs/Yds	862825	70320907	756071	65390553
Others		4719	551456	5294	588358

17. RAW-MATERIALS CONSUMED :

	<u>Qty (MT)</u>	<u>Value (Rs.)</u>	<u>Qty (MT)</u>	<u>Value (Rs.)</u>
Copper	944.611	304968476	841.11	277653314
PVC	211.486	13129991	216.26	14614842
Others	103.095	7096553	87.39	7063567

Emgee Cables and Communications Ltd.

18. Value of Imported and Indigenous Raw-materials, Stores & Spares and Consumables consumed during the Year:

	<u>% age</u>	<u>Value</u>	<u>% age</u>	<u>Value</u>
A) RAW-MATERIALS :				
i) Imported	nil	nil	0.70	19,08,380
ii) Indigenous	100.00	30,33,59,241	99.30	26,89,48,447
B) STORES, SPARES AND CONSUMABLES :				
i) Imported	-	-	-	-
ii) Indigenous	100.00	26,46,924	100.00	21,19,753
C) VALUE OF IMPORT ON CIF BASIS :				
		<u>Value</u>		<u>Value</u>
i) Raw-Materials		Nil		19,08,380
ii) Capital Goods (Plant & Machinery)		Nil		Nil

19. EXPENDITURE IN FOREIGN CURRENCY	<u>2009-10</u>	<u>2008-09</u>
Directors Travelling Expenses	31,574	Nil

20. EARNING IN FOREIGN EXCHANGE :		
FOB value of Goods Exported	Nil	32,276

21. Remittance of Foreign Currency on account of Dividends remitted to Non-Residential Shareholders :	Nil	Nil
--	-----	-----

22. Earning per Shares :-	<u>2009-10</u>	<u>2008-09</u>
a) Profit (Loss) After Tax- Rs.	6805923	642956
b) Weighted average No. of Equity Shares	4405500	4405500
c) Nominal Value of Shares - Rs. 10/-		
d) Basic earning per Equity Shares- Rs.	1.54	0.15

23. Segmental Reporting : During the year, Company has only one segment of activity i.e. Manufacturing & Trading of Wires & Cable and single production unit at Jaitpura, Jaipur with single sale area- Domestic market.

24. Disclosure with respect to related parties :-

S.NO.	NAME OF THE PERSON	PARTY RELATIONSHIP	AMOUNT	NATURE OF PAYMENT
1.	M/s. Ratan Conductors	Directors are Partners	16,63,07,912.00 18,27,149.00 8,22,91,359.00 70,306.00	Sales Conversion charges paid Purchases Conversion charges recd.

Annual Report 2009-2010

2.	Shripal H. Choudhari	Director	9,60,000.00	Director Remuneration
			3,69,12,787.00	Loan Recd. from Director
			3,18,44,400.00	Repayment of Loan
3.	M/s. Shantilal & Bros	Directors are Partner	10,38,276.00	Conversion charges
			1,15,32,818.00	Sales
4.	Reliance International	HUF of Directors are Partner	56,72,69,081.00	Sales
			19,97,89,304.00	Purchase
5.	H.M.S. Investments Pvt. Ltd.	Director	56,21,68,828.00	Purchase
			19,96,75,142.00	Sales

SIGNATURE TO THE SCHEDULE 1 TO 16

In terms of our report of even date

For and on behalf of the Board

For P.S.D. & ASSOCIATES

(SHRIPAL H CHOUDHARI)

Chartered Accountants
F.R.No. 004501C

Managing Director

(SAJJAN K. RAWAT)

(MAHIPAL H CHOUDHARI)

Partner

Director

M. No. 71806

Date :31.07.2010

Place : Jaipur

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

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

1) Registration Details

Registration Nos.	State Code
3 9 1 8	17

Balance Sheet Date	Sheet	Date
31	03	10
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. Thousand)

Total Liabilities	Total Assets
301098	301098

Sources of Funds

Paid up Capital	Reserve & Surplus
44055	81837
Secured Loans	Unsecured Loans
109507	58599
Deferred Tax	
7098	

Application of Funds

Net Fixed Assets	Investments
54380	—
Net current Assets	Misc. Expenditure
246718	—
Accumulated Losses/Profit	
—	

4) **Performance of Company (Amount in Thousands)**

Turnover	Total Expenditure
1097641	367762
Profit/Loss before Tax	Profit After Tax
9428	6806
Earning per Share (in Rs.)	Dividend %
1.54	—

5) **Generic Names of Three principal products/services of Company (as per monetary terms)**

Item Code No (ITC code)	854411.00
Product Description	WINDING WIRE
Item Code No. (ITC Code)	854420.00
Product Description	CO-AXIAL CABLES
Item Code No. (ITC Code)	740811.00
Product Description	COPPER WIRE

In terms of our report of even date

For P.S.D. & ASSOCIATES
Chartered Accountants
F.R.No. 004501C

(SAJJAN K. RAWAT)
Partner

M. No. 71806
Date :31.07.2010
Place : Jaipur

For and on behalf of the Board

(SHRIPAL H CHOUDHARI)
Managing Director

(MAHIPAL H CHOUDHARI)
Director

Emgee Cables and Communications Ltd.**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010****(Pursuant to clause 32 of the listing agreement)**

CASH FLOW FROM OPERATING ACTIVITIES	<u>2009-10</u>	<u>2008-09</u>
Profit before Tax and Extra Ordinary items	94,27,654	83,56,113
ADJUST FOR		
Depreciation	42,52,190	41,36,670
Interest expenses	2,41,68,671	1,96,86,617
Interest received	(56,01,360)	(49,75,203)
Loss on Sales of Assets	--	--
Operating Profit before working capital changes	3,22,47,155	3,21,79,400
ADJUSTMENT FOR		
Trade & other Receivables	(6,72,82,900)	(2,18,24,253)
Inventories	97,47,136	(2,86,19,610)
Trade payables	1,13,82,583	(1,22,32,388)
Cash generated by Operating Profit Activities	(1,39,06,026)	(3,04,96,851)
Interest paid	2,41,68,671	1,96,86,617
NET CASH PROVIDED BY OPERATING ACTIVITIES	(3,80,74,697)	(5,01,83,468)
CASH FLOWS FROM INVESTMENT ACTIVITIES		
Purchase of fixed Assets & Capital Expenditure	(15,78,850)	(32,06,550)
Proceeds from Assets (Net)	--	17,35,000
(Purchase)/Sale of Investments (Net)	2,28,31,800	24,985
Interest received	56,01,360	49,75,203
NET CASH USED IN INVESTMENT ACTIVITIES	2,68,54,310	(14,46,565)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (Reissue)		
Term Loan	(74,80,758)	(63,11,985)
Borrowings (payment) of Short Term Loans (Car loan)		
Unsecured Loans	4,09,22,283	1,86,74,268
NET CASH PROVIDED BY FINANCING ACTIVITIES	3,34,41,525	1,23,62,283

Annual Report 2009-2010

NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	2,22,21,138	(3,92,67,750)
Cash & Cash equivalents, at the beginning of the year		
Cash & Current Account Balance	44,85,386	77,73,658
Cash Credit Account	(10,84,81,877)	(7,25,02,399)
	<u>(10,39,96,491)</u>	<u>(6,47,28,741)</u>
Cash & Cash equivalents, at the end of the year		
Cash & Current Account Balance	1,72,79,484	44,85,386
Cash Credit Account	(9,90,54,837)	(10,84,81,877)
	<u>(8,17,75,353)</u>	<u>(10,39,96,491)</u>

For & on behalf of the Board

(Shripal H. Choudhari)
Managing Director

(Mahipal H. Choudhari)
Director

AUDITORS' REPORT

We have verified the attached Cash flow statement of **EMGEE CABLES AND COMMUNICATIONS LIMITED**, derived from the audited financial statement and the books and records maintained by the Company for the year ended on 31st March, 2010 and found the same in agreement therewith.

Jaipur
Dated : 31.07.2010

For **PSD & ASSOCIATES**
Chartered Accountants

(SAJJAN K. RAWAT)
Partner

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

Registered Office : F, 75-76, Udyog Vihar, Jaitpura, Jaipur

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE VENUE OF THE MEETING)

Regd. Folio No.

Name of the Member(s)
(IN BLOCK LETTERS)

No. of Shares held

I/We hereby record my/our presence at the 23rd Annual General Meeting of the company held on Monday, 27th Sept., 2010 at registered office of the company F, 75-76, Udyog Vihar, Jetpura, Jaipur.

Name of the Proxy (in block letters)
(To be filled in if the Proxy attends instead of the member)

.....
Signature of the Member/s Proxy

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

Registered Office : F, 75-76, Udyog Vihar, Jaitpura, Jaipur

PROXY FORM

I/We of

being member/s of EMGEE CABLES & COMMUNICATIONS LIMITED hereby

appoint of

or failing him/her of

or failing him/her of

as my/our Proxy in my/our absence to attend and vote for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held at 11.00 A.M. on Monday, the 27th Sept., 2010 and at any adjournment thereof.

Regd. Folio No.

No. of Shares held

Signed by the said this day of 2008

(Signature of the Shareholder)



**One Rupee
Revenue
Stamp**

NOTE : The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.