

EMGEE CABLES AND COMMUNICATIONS LIMITED

DIRECTORS

SHRIPAL H. CHOUDHARI
Managing Director
HIRACHAND CHOUDHARI
ABHINAV 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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Thursday, 27th Day of September, 2012 at 11.00 A.M. at the registered office of the Company at F-75-76, Udyog Vihar, Jaipur, 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, 2012, 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 Hira Chand Choudhari, 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 2012-13 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."

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

"RESOLVED THAT as per the provisions of Section 260 of the Companies Act, 1956 and other applicable provisions, if any, Mr. Abhinav Choudhari, who was appointed as an Additional Director on the Board of the Company and whose term of appointment expires at this Annual General Meeting be and is hereby re-appointed as a Director."

BY ORDER OF THE BOARD

DATE : 24.08.2012
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 25th September, 2012 to 27th September, 2012 (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. Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
9. The shareholders, who have not converted their shares in demat form, are requested to do so.
10. Members are requested to bring their personal copy of Annual Report to the Meeting.
11. Explanatory Statement as required by under section 173(2) of the Companies Act, 1956 is enclosed.

Emgee Cables and Communications Ltd.

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.

ITEM NO. 5

Mr. Abhinav Choudhari was appointed as an Additional Director of the Company in the Board Meeting held on 19th October, 2011. As per the provisions of Section 260 of the act read with related Article of the Articles of Association of the Company, the director shall hold office only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director.

The Company has received a Notice in writing from a Member along with a deposit of Rs. 500/- proposing the candidature of Mr. Abhinav Choudhari for the office of Director and CFO of the Company, under the provisions of Section 257 of the Companies Act, 1956 (the Act).

It will be in interest of the Company that Mr. Abhinav Choudhari is appointed as Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of Articles of Association of the Company.

A brief Resume of Mr. Abhinav Choudhari, nature of expertise in specific functional areas and names of Companies in which she holds Directorships and memberships Chairmanships of Board Committees, as stipulated under Clause 49 of Listing Agreement signed by the Company with the Stock Exchange in India, are provided int he annexure to the notice of the Annual General Meeting.

Mr. Abhinav Choudhari alongwith Shripal Choudhari and Shri Hira Chand Choudhari, being relatives are concerned or interested in this resolution.

Your Directors recommends the Ordinary Resolution for approval.

BY ORDER OF THE BOARD

DATE : 24.08.2012
PLACE : JAIPUR

(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

ANNEXURE TO THE NOTICE OF 25TH AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 27th September, 2012 :

Name of Director	Mr. Abhinav Choudhari
Date of Birth	03.05.1992
Date of Appointment	19.10.2011
Designation	Promoter & non executive Director
Expertise in specific Functional areas	Marketing
Qualifications	Graduate
Name of Companies in Which Directorship held As on 31.3.2012	2 (Two)
Member of the Committees of the Board of Other Companies as on 31.3.2012	Nil

Name of Director	Mr. Hira Chand Choudhari
Date of Birth	06.09.1936
Date of Appointment	20.01.2006
Designation	Promoter & non executive Director
Expertise in specific Functional areas	Decision Making
Qualifications	Graduate
Name of Companies in Which Directorship held As on 31.3.2012	1 (One)
Member of the Committees of the Board of Other Companies as on 31.3.2012	Nil

EMGEE CABLES AND COMMUNICATIONS LIMITED

DIRECTOR'S REPORT

To,
The Members,
Emgee Cables and Communications Limited

Your Directors have pleasure in presenting their 25th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS :

Particulars	Year ended on 31.03.2012 (Rs.)	Year ended on 31.03.2011 (Rs.)
Total Income	1522547557	1409203225
Total Expenditure	1512580112	1398256406
Profit before Depreciation and Tax	14378093	15318722
Less : Depreciation	4410648	4371903
Profit before taxes	9967445	10946819
Less : Taxation	-1210137	23694
Provision for Taxation	3260317	3522584
Profit after Taxes	7917265	7400541
Add : Balance in profit & loss A/c	17372991	9972452
Balance Carried to Balance Sheet	25290256	17372991

OPERATIONS :

The Directors are hopeful about 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, 2012.

BOARD OF DIRECTORS

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

Mr. Abhinav Choudhari who was appointed as an additional Director w.e.f. 19th October, 2011. The Board received a notice u/s 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Abhinav Choudhari as a Director. In view of this the Board recommends his appointment as a Promoter Non Executive Director of the Company, liable to retire by rotation.

The Details are furnished in Explanatory Statement annexed to the Notice calling AGM.

Mr. Mahipal Choudhari ceased to be associated with the company w.e.f. 19th October, 2011. The Company is thankful and grateful for his contribution.

FIXED DEPOSITS

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

During the year under review, your Company has not invited any fixed deposit from the public in the terms 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.

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 2012-13.

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 OUTGO

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.

Emgee Cables and Communications Ltd.

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 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. NIL

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 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 :

- (i) that in preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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;
- (iii) 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;
- (iv) the Directors have prepared the accounts for the financial year ended 31st March, 2012 on a 'going concern basis'.

LISTING OF SHARES

Your company's shares are listed at :

- 1. Bombay Stock Exchange Ltd.
- 2. The Calcutta Stock Exchange Ass. Ltd.
- 3. Jaipur Stock Exchange Ltd.
- 4. Madras Stock Exchange Ltd.
- 5. Ahmedabad Stock Exchange Ltd.

And the listing fees to BSE Ltd. for the year 2012-13 had been duly paid.

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 Conduct 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.

Emgee Cables and Communications Ltd.

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 OF DIRECTORS

**DATE : 24.08.2012
PLACE : JAIPUR**

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

**(ABHINAV 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, and 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 2012 were Rs. 4,96,09,856. During the financial year

Emgee Cables and Communications Ltd.

ended 31.03.2012, the company acquired certain fixed assets to ensure smooth business operations. The said fixed assets were purchased in the best interests of the Company.

Investment

During the period under review, the Company has transacted in trading of shares. However, the Company did not make any new investments during the year.

Sales

The Net Sales of the Company grew from Rs. 1,403,267,797/- to Rs. 1,517,956,669/- during the financial year ended 31st March, 2012.

HUMAN RESOURCE MANAGEMENT

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.

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

DATE : 24.08.2012
PLACE : JAIPUR

(SRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

(ABHINAV 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, 2012 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	8	Yes	2	–
Hirachand M. Choudhari	Promoter & Non-Executive Chairman	8	Yes	2	–

Emgee Cables and Communications Ltd.

Abhinav Choudhari	Promoter & Non-Executive Director	3	-	2	-
V.C. Surana	Non-Executive & Independent Director	8	Yes	46	-
Naresh Jain	Non-Executive & Independent Director	8	Yes	1	-

The Board duly met **8 (Eight)** times during the year 2011-12 on 27.04.2011, 05.05.2011, 12.07.2011, 24.08.2011, 11.10.2011, 15.12.2011, 31.01.2012 and 27.02.2012.

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, 2012 is as under :

Name	No. of Shares held	% of Paid-up Capital
Hirachand M. Choudhari	Nil	Nil
Abhinav Choudhari	316330	7.18
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. Hira Chand Choudhari	Promoter & Non-Executive Chairman	Member	5

The Audit Committee met 5 (Five) times during the financial year 2011-12 on 27.04.2011, 12.07.2011, 24.08.2011, 15.12.2011 and 27.02.2012.

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	1
Sh. V.C. Surana	Non-Executive & Independent Director	Member	1
Sh. Abhinav Choudhari	Non-Executive Director	Member	1

The Board has designated Mr. S.K. Jain, as the Compliance officer of the Company.

During the year, 1 (one) meeting of the Committee was held on 27.02.2012.

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. Abhinav Choudhari	Non-Executive Director	Member	1

The remuneration committee met 1 (One) time in the year on 27.02.2012.

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 2011-12 is as under :

Name	Salary	Contribution to PF	Leave Encashment	Bonus	LTA	Total
Sh. Shripal H Choudhari	600000	-	-	-	-	600000

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
22 nd Meeting	Wednesday, Sept. 30, 2009	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.
23 rd Meeting	Monday, Sept. 27, 2010	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.
24 th Meeting	Friday, Sept. 30, 2011	11.00 a.m.	F-75-76, Udyog Vihar, Jaitpura, Jaipur.

Details of Special Resolutions passed at the AGMs :

Financial Year	Date	Special Resolutions
2008-09	30 th Sept., 2009	One Special resolution regarding re-appointment of Shri Shripal Choudhari as Managing Director of the Company.
2009-10	27 th Sept., 2010	No Special Resolution was passed
2010-11	30 th Sept., 2011	No Special Resolution was passed

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 2012 at 11 A.M.
 - Venue : F-75-76, Udyog Vihar, Jaitpura, Jaipur
2. **Financial Calendar (Tentative)**
 - Result for the qtr ending June 30, 2012 : Within 45 days from end of quarter.
 - Result for the qtr ending Sept 30, 2012 : Within 45 days from end of quarter.
 - Result for the qtr ending Dec 31, 2012 : Within 45 days from end of quarter.
 - Result for the qtr ending Mar 31, 2013 : Within 60 days from end of quarter of the financial year (Audited).
3. **Book Closure date** : 25th September, 2012 to 27th September, 2012 (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.

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 31.03.2012

(Class-wise distribution of Equity Shares)

Range	Shares	Folios	% Shares	% Holders
1 to 500	584300	2055	13.2630	76.4225
501 to 1000	383600	424	8.7073	15.7679
1001 to 2000	142300	87	3.2301	3.2354
2001 to 3000	91900	34	2.0860	1.2644
3001 to 4000	44100	12	1.0010	0.4463
4001 to 5000	114200	23	2.5922	0.8553
5001 to 10000	208700	26	4.7373	0.9669
10001-50000	440900	16	10.0079	0.5950
50001-100000	592400	8	13.4468	0.2975
And Above	1803100	4	40.9284	0.1488
Total	4405500	2689	100.0000	100.0000

Emgee Cables and Communications Ltd.

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2012 WAS AS UNDER :-

Category	No. of Shareholding	Percentage of Shareholding
A. Promoter's Holding		
1. Promoters		
–Indian promoters	986030	22.38%
–Foreign Promoters	-	-
2. Persons acting in concert	1064470	24.16%
Sub-Total	2050500	46.54%
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	1.14%
(c) FII(s)	-	-
Sub-Total	50000	1.14%
4. Others		
(a) Private Corporate Bodies	379600	8.62%
(b) Indian Public	1593700	36.17%
(c) NRIs/OCBs	326700	7.42%
(d) Any Other	5000	0.11%
Sub-Total	2305000	52.32%
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, 2012, 2977300 equity shares of the company forming 67.58% 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. : 0141-3240104
Fax : 0141-2230520
E-mail for investors grievances : Eccl.jpr@gmail.com
Website : www.emgeecables.com

SECRETARIAL AUDIT

For each quarter in the financial year 2011-12, 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, 2012 has been given elsewhere in the Annual Report.

FOR AND ON BEHALF OF THE BOARD

DATE : 24.08.2012
PLACE : JAIPUR

(SHRIPAL H. CHOUDHARI)
MANAGING DIRECTOR

(ABHINAV CHOUDHARI)
DIRECTOR

Emgee Cables and Communications Ltd.

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

I, Shripal H. Choudhari, Chief Executive Officer of **Emgee Cables and Communications Limited** certify :

That I have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2012 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 I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and I 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 I 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 : 24.08.2012**

**(SHRIPAL H CHOUDHARI)
CHIEF EXECUTIVE OFFICER**

**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, 2012, 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 : 24.08.2012**

**(SHRIPAL H CHOUDHARI)
MANAGING DIRECTOR & CEO**

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, 2012, 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 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, 2012 and taken on record by the Board of Directors, we report that none of directors is disqualified as on 31st March, 2012 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 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, 2012;
- (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 : 24.08.2012

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

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

ANNEXURE TO THE AUDIT REPORT

- (i) (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 31.03.2012 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 dispute.
- (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 : 24.08.2012
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, 2012

PARTICULARS	NOTE NO.	AS AT 31.03.2012	AS AT 31.03.2011
<u>I. EQUITY AND LIABILITIES</u>			
1. Shareholders' Funds			
(a) Share Capital	1	4,40,55,000	4,40,55,000
(b) Reserves & Surplus	2	9,67,92,348	8,90,56,777
2. Share application money pending allotment		-	-
3. Non-current Liabilities			
(a) Long-term borrowings	3	98,08,916	81,99,485
(b) Deferred tax liabilities (Net)		59,12,387	71,22,524
4. Current Liabilities			
(a) Short-term borrowings	4	18,89,79,186	17,92,56,221
(b) Trade payables		13,66,50,521	9,70,80,389
(c) Other current Liabilities	5	2,90,17,805	2,11,54,227
(d) Short-term provisions	6	32,60,317	35,23,206
Total		51,44,76,480	44,94,47,829
<u>II. Assets</u>			
1. Non-current Assets			
(a) Fixed Assets	7		
(i) Tangible assets		4,96,09,856	5,20,19,075
(ii) Capital work-in-progress		-	-
(b) Non-current investments		-	-
(c) Long-term loans and advances		-	-
(d) Other non-current assets	8	1,31,721	1,23,852
2. Current Assets			
(a) Current investments		4,14,25,000	4,60,00,000
(b) Inventories		14,89,89,164	13,19,12,576
(c) Trade receivables	9	18,31,06,695	16,70,47,667
(d) Cash and cash equivalents	10	1,91,83,430	2,01,78,700
(e) Short-term loans and advances	11	7,04,09,529	3,12,57,428
(f) Other current assets	12	16,21,085	9,08,531
Total		51,44,76,480	44,94,47,829

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 :24.08.2012
Place : Jaipur

For and on Behalf of the Board
(SHRIPAL H CHOUDHARI)
Managing Director

(ABHINAV CHOUDHARI)
Director

Emgee Cables and Communications Ltd.

**EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2012**

PARTICULARS	REFER NOTE NO.	FOR THE YEAR ENDED 31.03.2012	FOR THE YEAR ENDED 30.03.2011
I. Revenue from Operation	13	1,48,53,94,914	1,39,39,98,338
II. Other Income	14	3,71,52,643	1,52,04,885
III. Total Revenue		1,52,25,47,557	1,40,92,03,223
IV. Expenses :			
Cost of materials consumed	15	36,61,13,875	39,20,81,080
Purchases of Stock-in-Trade		1,06,58,57,448	94,50,92,192
Packages consumed		62,11,199	44,65,153
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	16	(1,60,19,268)	(1,85,60,267)
Employee benefits expense	17	69,14,988	66,07,614
Finance costs	18	4,99,19,623	3,75,47,831
Depreciation and amortization expense		44,10,648	43,71,903
Other expenses	19	2,91,71,599	2,66,50,900
Total expenses		1,51,25,80,112	1,39,82,56,406
V. Profit before exceptional and extraordinary items and tax		99,67,445	1,09,46,817
VI. Exceptional items		–	–
VII. Profit before extraordinary items and tax		99,67,445	1,09,46,817
VIII. Extraordinary Items		–	–
IX. Profit before tax		99,67,445	1,09,46,817
X. Tax expense :			
(1) Current tax		32,60,317	35,22,584
(2) Deferred tax		(12,10,137)	23,694
XI. Profit (Loss) for the period		79,17,265	74,00,539

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 :24.08.2012
Place : Jaipur

For and on Behalf of the Board

(SHRIPAL H CHOUDHARI)

Managing Director

(ABHINAV CHOUDHARI)

Director

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR
Notes for the Financial Statements

SCHEDULE-1

Share Capital	As at 31 st March, 2012		As at 31 st March, 2011	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of Rs. 10/- each	50,00,000	50,00,000	50,00,000	50,00,000
Issued				
Equity Shares of Rs. 10/- each	44,50,000	44,50,000	44,50,000	44,50,000
Subscribed & Paid up				
Equity Shares of Rs. 10/- each fully paid	44,05,500	44,05,500	44,05,500	44,05,500
Total	44,05,500	44,05,500	44,05,500	44,05,500

Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	As at 31 st March, 2012		As at 31 st March, 2011	
	No. of Shares held	% of holding	No. of Shares held	% of holding
1. Anuradha Choudhari	269300	6.11	269300	6.11
2. Abhinav Choudhari	316330	7.18	316330	7.18
3. H.M.S. Investments Pvt. Ltd.	1064470	24.16	1064470	24.16

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 2

Reserves & Surplus	As at 31st March, 2012	As at 31st March, 2011
A. Share Premium Reserve		
Opening Balance	6,18,64,000	6,18,64,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	6,18,64,000	6,18,64,000
B. Investment Allowance (Utilised) Reserve		
Opening Balance	5,29,000	5,29,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	5,29,000	5,29,000
C. Capital Reserve		
Opening Balance	51,38,000	51,38,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	51,38,000	51,38,000
D. General Reserve		
Opening Balance	20,89,970	20,89,970
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	20,89,970	20,89,970
E. Revaluation Reserve		
Opening Balance	20,62,816	22,44,510
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	1,81,694	1,81,694
Closing Balance	18,81,122	20,62,816
F. Surplus		
Opening Balance	1,73,72,991	99,72,452
(+) Net Profit/(Net Loss) for the current year	79,17,265	74,00,539
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	2,52,90,256	1,73,72,991
Total	9,67,92,348	8,90,56,777

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 3

Long Term Borrowings	As at 31 st March, 2012	As at 31 st March, 2011
Secured		
(A) Term Loans		
Term Loan from Dena Bank	9,56,298	13,04,038
Term Loan from Banks	4,20,171	1,61,896
Unsecured		
(A) Term Loans		
Term Loan from Banks	32,13,170	6,04,222
Term Loan from Others	52,19,277	61,29,329
Loans and advances from related parties	-	-
Total	98,08,916	81,99,485

***Secured Loan with Dena Bank Amounting to Rs. 9.56 Lakhs (March 2010-11 : Rs. 11.25 Lakhs) repayable within 2-3 years with interest rate ranging from 7.76% - 9.96%**

Term loan from Bank under Secured loans includes :-

Car loan from ICICI Bank Amounting to Rs. 2.18 Lacs repayable within 2-3 years with interest rate 11.7%

Car loan from ICICI Bank Amounting to Rs. 1.93 Lacs repayable within 2-3 years with interest rate 12.75%

Car loan from HDFC Bank Amounting to Rs. 13 Lacs repayable (March 2010-11 : 1.62Lacs) within 2.3 years with interest rate %

Term loan from Bank under Unsecured loans includes :-

Loan from Kotak Mahindra Bank (RD) Amounting to Rs. 5.44 Lacs (March 2010-11 : Rs. 27.85) repayable within 2-3 years with interest rate 22.53%

Loan from Kotak Mahindra Bank Amounting to Rs. 14.21 Lacs repayable within 2-3 years with interest rate %

Loan from Dhanlaxmi Bank Amounting to Rs. 12.48Lacs repayable within 2-3 years with interest rate 18.71%

Term loan from others under Unsecured loans includes :-

Loan from Tata Capital Limited Amounting to Rs.16.05 Lacs repayable (March 2010-11 : Rs. 20.13 Lacs) within 2-3 years with interest rate %

Loan from magma Finance Corp. II Amounting to Rs. 72 Lacs repayable within (March 2010-11: Rs. 8.76) 2-3 years with interest rate %

Loan from Religare Investment Limited Amounting to Rs. 25.26Lacs (March 2010-11 : Rs. 21.48 Lacs) repayable within 2-3 years with interest rate %

Loan from Bajaj Auto Limited Amounting to Rs. 3.51 Lacs (March 2010-11 : Rs. 10.92) repayable within 2-3 years with interest rate %

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 4

Short Term Borrowings	As at 31st March, 2012	As at 31st March, 2011
<u>Secured</u>		
(a) Loans repayable on demand		
i) Overdraft from Banks*	12,60,69,252	12,83,35,381
<u>Unsecured</u>		
i) Loan from NSIC Limited	4,85,20,095	4,83,50,286
ii) Loans and advances from related parties	1,43,89,839	25,70,554
Total	18,89,79,186	17,92,56,221

*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 Mahipal Choudhari Directors of the Company.

SCHEDULE : 5

Other Current Liabilities	As at 31st March, 2012	As at 31st March, 2011
(a) Current maturities of long-term Borrowing		
i) From Dena Bank	3,47,740	27,88,250
ii) Others	1,24,73,677	93,67,819
(b) Advance from Customers	59,94,424	43,74,668
(c) Statutory Liabilities	35,34,257	7,38,717
(d) Other Payables	60,36,080	32,53,146
(e) Other Liabilities	6,31,627	6,31,627
Total	2,90,17,805	2,11,54,227

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 6

Short Term Provisions	As at 31 st March, 2012	As at 31 st March, 2011
(a) Provision fro employee benefits		
Salary & Reimbursements		
Contribution to PF		
Gratuity (Funded)		
Leave Encashment (Funded)		
Superannuation (Funded)		
ESOP / ESOS		
(A) Others		
Provision for Income Tax	32,60,317	35,23,206
Total	32,60,317	35,23,206

SCHEDULE : 7

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance As at 1.4.2011	Addition	Disposals	Balance As at 31.03.12	Balance As at 1.4.2011	Dep. charges for the Year	Accumu- lated Dep. on disposal Transferred	Balance As at 31.03.12	Balance As at 31.3.2012	Balance As at 1.4.2011
A) Tangible Assets										
Land Freehold	925245	-	-	925245	-	-	-	925245	925245	925245
Factory Buildings	11775749	-	-	11775749	4265685	393310	-	4658995	7116754	7510064
Office Buildings	2416350	-	-	2416350	555483	39387	-	594870	1821480	1860867
Leasehold Property-Land	1022000	-	-	1022000	247752	10323	-	258075	763925	774248
Electric Installation	1666605	-	-	1666605	886671	79164	-	965835	700770	779934
Plant & Equipment	57844570	934998	-	58779568	26087563	2762330	-	28849893	29929675	31757007
Furniture and Fixtures	2256238	-	-	2256238	595602	142820	-	738422	1517816	1660636
Office Equipment	1537171	123700	-	1660871	603379	80722	-	684101	976770	933792
Transport Equipment	5833617	1065925	-	6899542	3393530	613359	-	4006889	2892653	2440087
Computer	2539142	58500	-	2597642	2233057	185869	-	2418926	178716	306085
Laboratory Equipment	5944468	-	-	5944468	2894171	282362	-	3176533	2767935	3050297
Borewell & Spinkler	56762	-	-	56762	35949	2696	-	38645	18117	20813
Total	93817917	2183123	-	96001040	41798842	4592342	-	46391184	49609856	52019075

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 8

Other Non-current Assets	As at 31st March, 2012	As at 31st March, 2011
Prepaid Expenses	55,621	47,752
Toshali Resorts-Time Shares	76,100	76,100
Total	1,31,721	1,23,852

SCHEDULE : 9

Trade Receivables (Unsecured but considered good by Management)	As at 31st March, 2012	As at 31st March, 2011
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	14,55,57,264	14,53,76,685
Unsecured, considered doubtful		
Less : Provision for doubtful debts		
	14,55,57,264	14,53,76,685
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	3,72,70,774	2,13,92,325
Unsecured, considered doubtful	2,78,657	2,78,657
Less : Provision for doubtful debts		
	3,75,49,731	2,16,70,982
Total	18,31,06,695	16,70,47,667

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 10

Cash and Cash Equivalents	As at		As at	
	31 st March, 2012		31 st March, 2011	
A. Balances with banks		16947169		18605745
Current Deposit a/c	36359		566038	
Bank deposits with more than 12 months maturity	16910810		18039707	
B. Cash on hand		2236264		1572964
Cash at HO	2236264		1572964	
Total		19183433		20178709

SCHEDULE : 11

Short-term Loans and Advances	As at		As at	
	31 st March, 2012		31 st March, 2011	
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		3,60,154		3,89,154
Balances with Excise, Customs, Port Trust etc.		24,48,777		7,24,810
Security Deposits		46,40,491		46,03,708
Prepaid Expenses		2,51,847		2,23,813
Advances for Capital Goods		4,25,893		2,24,633
Advance for Expenses		91,559		35,95,068
Advances to Suppliers		24,47,938		3,14,668
Advance tax & TDS		56,84,265		48,70,012
Other Accounts Receivable		5,40,58,605		1,63,11,562
Less : Provision for doubtful loans and advances				
Total (B)		7,04,09,529		3,12,57,428
Total		7,04,09,529		3,12,57,428

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

SCHEDULE : 12

Other Current Assets	As at 31st March, 2012	As at 31st March, 2011
Int accrued on bank deposits	-	-
Other Current Assets	16,21,085	9,08,531
Total	16,21,085	9,08,531

SCHEDULE : 13

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Sale of products	1,52,20,63,820	1,42,43,21,334
Sale of services	-	-
Other Operating Revenues		
Conversion Received	16,942	80,22,540
Less :		
Excise duty	3,66,85,848	3,83,45,536
Total	1,48,53,94,914	1,39,39,98,338

SCHEDULE : 14

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Interest Income (in case of a company other than a finance company)	45,90,888	59,07,595
Dividend Income	-	-
Profit on sale of Fixed Assets	-	-
Other non-operating income (net of expenses directly attributable to such income)	3,25,61,755	92,97,290
Total	3,71,52,643	1,52,04,885

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR**SCHEDULE : 15**

Cost of Materials Consumed	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Opening Stock	89,00,580	48,40,644
Add : Purchases	36,67,55,821	39,61,41,016
Less : Closing Stock	95,42,526	89,00,580
Total	36,61,13,875	39,20,81,080

SCHEDULE : 16

Changes in Inventories of Finished Goods Wok-in-progress and Stock-in-Trade	For the year ended 31st March, 2012	For the year ended 31st March, 2011
A. Closing Stock		
Stock in Process	7,92,30,376	6,69,82,325
Stock in Trade	-	-
Finished Products	5,61,54,002	5,32,72,205
Scrap	30,87,878	21,98,458
Total Closing Stock	13,84,72,256	12,24,52,988
B. Opening Stock		
Stock in Process	6,69,82,325	3,18,05,192
Stock in Trade	-	-
Finished Products	5,32,72,205	7,15,71,304
Scrap	21,98,458	5,16,225
Total Opening Stock	12,24,52,988	10,38,92,721
Change (B-A)	(1,60,19,268)	(1,85,60,267)

Emgee Cables and Communications Ltd.**EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR****SCHEDULE : 17**

Employee Benefits Expense	For the year ended 31st March, 2012	For the year ended 31st March, 2011
(a) Salaries and incentives	56,02,064	53,36,306
(b) Contributions to-		
(i) Provident fund and ESI	5,66,184	5,54,866
(c) Gratuity fund contributions	-	-
(d) Production/Sales Incentives	-	-
(e) Staff Training expenses	-	-
(f) Staff welfare expenses	1,46,740	26,442
(g) Bonus & Exgratia	-	-
(h) Director's Salary	6,00,000	6,90,000
Total	69,14,988	66,07,614

SCHEDULE : 18

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Interest on Secured & Unsecured Loans	4,13,17,685	3,06,73,303
Loan Processing Fee	-	-
Bank Charges	86,01,938	68,74,528
Total	4,99,19,623	3,75,47,831

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR**SCHEDULE : 19**

Other Expenses	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Manufacturing, Distribution, Selling & Administration Expenses		
Conversion Charges	1,15,49,211	57,45,944
Power & Fuel	34,12,300	23,63,455
Wages	9,06,052	12,00,725
Consumable Stores	16,37,857	9,43,203
Cartage & Coolie	12,75,888	12,10,810
Service Tax (Transportation)	6,050	1,25,697
<u>Repairs and Maintenance to</u>		
(i) Plant & Machinery	12,23,575	7,76,079
(ii) Factory Bulding	43,673	34,477
Printing & Stationery	3,87,525	5,30,987
Travelling & Conveyance	3,74,261	10,84,807
Director's Travelling	1,37,820	1,16,836
Telecommunication & Postage	4,03,749	4,98,290
Rent, Rates & Taxes	4,41,259	6,84,323
Legal & Professional Expenses	3,72,451	2,38,808
Electricity & Water	2,18,988	2,38,081
General Repairs & Maintenance	3,97,321	3,80,191
Insurance Expenses	2,65,051	4,56,337
Membership & Subscription	49,175	1,00,344
Books & Periodicals	477	2,932
Auditor's Remuneration	27,575	27,500
Advertisement, Publicity & Sales Promotion	1,15,840	6,97,542
License Fees & Expenses	1,52,557	4,57,596
Packing & Forwarding	17,29,219	27,53,960
Discount, Commission & Service charges	24,90,131	26,14,604
Other Selling Expenses	-	4,000
Misc. Expenses	3,48,812	17,31,986
Filing Fees	1,980	6,325
Claims	52,453	3,145
Entry Tax	-	14,349
Donation Charity	2,000	10,000
Technical Consultancy	11,90,671	15,97,567
Balance Written off (Net)	4,888	—
Total	2,91,71,599	2,66,50,900

Emgee Cables and Communications Ltd.

EMGEE CABLES & COMMUNICATIONS LIMITED, JAIPUR

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. 662.95 Lacs. (Previous Year Rs. 821.38 Lacs).
- (ii) Outstanding Inland/Foreign Letter of Credits Rs. 992.16 Lacs (Previous Year Rs. 782.98 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 31.03.2012	As at 31.3.2011
Depreciation on Fixed Assets	(59,12,387.00)	(71,22,524.00)
B/F Losses and unabsorbed Depreciation	0.00	0.00
Total	(59,12,387.00)	(71,22,524.00)

14. Remuneration and Prerequisites to Directors :

	2011-2012	2010-2011
Salaries	6,00,000	6,90,000
House Accommodation	—	—

15. Remuneration paid to statutory Auditors :

	2011-2012	2010-2011
Statutory Audit & Tax Audit Fees	27,575	27,500
(including service tax)		
	27,575	27,500

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	1.02	3749814	0.45	17,49,761
ii) Indigenous	98.98	362293774	99.55	39,03,31,319
B) STORES, SPARES AND CONSUMABLES :				
i) Imported	-	-	-	-
ii) Indigenous	100.00	30,14,908	100.00	17,19,282
C) VALUE OF IMPORT ON CIF BASIS :				
		<u>Value</u>		<u>Value</u>
i) Raw-Materials		Nil		Nil
ii) Capital Goods (Plant & Machinery)		Nil		Nil

19. EXPENDITURE IN FOREIGN CURRENCY	<u>2011-12</u>	<u>2010-11</u>
Directors Travelling Expenses	Nil	Nil

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

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

22. Earning per Shares :-	<u>2011-12</u>	<u>2010-11</u>
a) Profit (Loss) After Tax- Rs.	7917265	7400539
b) Weighted average No. of Equity Shares	4405500	4405500
c) Nominal Value of Shares - Rs. 10/-		
d) Basic earning per Equity Shares- Rs.	1.80	1.68

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.	Shripal H. Choudhari	Director	6,00,000	Director Remuneration
			2,69,81,000	Loan Recd. from Director
			1,60,07,233	Repayment of Loan

Annual Report 2011-2012

2.	Reliance International	HUF of Directors are Partner	68,95,07,388	Sales
			28,08,59,047	Purchase
3.	H.M.S. Investments Pvt. Ltd.	Director	71,65,12,958	Purchase
			36,49,99,241	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

Managing Director

F.R.No. 004501C

(SAJJAN K. RAWAT)

(ABHINAV CHOUDHARI)

Partner

Director

M. No. 71806

Date :24.08.2012

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	12
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
514476	514476

Sources of Funds

Paid up Capital	Reserve & Surplus
44055	96792
Secured Loans	Unsecured Loans
133033	66579
Deferred Tax	
5912	

Application of Funds

Net Fixed Assets	Investments
49609	—
Net current Assets	Misc. Expenditure
274319	—
Accumulated Losses/Profit	
—	

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

Turnover	Total Expenditure
1485395	1512580
Profit/Loss before Tax	Profit After Tax
9967	7917
Earning per Share (in Rs.)	Dividend %
1.80	—

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 :24.08.2012
Place : Jaipur

For and on behalf of the Board

(SHRIPAL H CHOUDHARI)
Managing Director

(ABHINAV CHOUDHARI)
Director

Emgee Cables and Communications Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(Pursuant to clause 32 of the listing agreement)

CASH FLOW FROM OPERATING ACTIVITIES	<u>2011-12</u>	<u>2010-11</u>
1. Profit before Tax and Extra Ordinary items	99,67,445	1,09,46,817
ADJUST FOR		
2. Depreciation	44,10,648	43,71,903
3. Interest expenses	4,13,17,685	3,06,73,303
4. Interest received	(45,90,888)	(59,07,595)
5. Loss on Sales of Assets	--	--
6. Operating Profit before working capital changes	5,11,04,890	4,00,84,428
ADJUSTMENT FOR		
7. Trade & other Receivables	(5,59,23,683)	(1,11,24,890)
8. Inventories	(1,70,76,588)	(2,24,73,098)
9. Trade payables	4,63,78,110	1,56,69,581
10. Cash generated by Operating Profit Activities	2,44,82,729	2,21,56,021
11. Interest paid	4,13,17,685	3,06,73,303
12. NET CASH PROVIDED BY OPERATING ACTIVITIES	(1,68,34,956)	(85,17,282)
13. CASH FLOWS FROM INVESTMENT ACTIVITIES		
14. Purchase of fixed Assets & Capital Expenditure	(21,83,123)	(22,24,768)
15. Proceeds from Assets (Net)	--	--
16. (Purchase)/Sale of Investments (Net)	45,75,000	-2,31,68,200
17. Interest received	45,90,888	59,07,595
18. NET CASH USED IN INVESTMENT ACTIVITIES	69,82,765	-1,94,85,373
CASH FLOWS FROM FINANCING ACTIVITIES		
19. Proceeds from Issue of Share Capital (Reissue)		
20. Term Loan	(25,64,940)	(57,54,909)
21. Borrowings (payment) of Short Term Loans (Car loan)		
22. Unsecured Loans	1,36,87,990	73,76,236
23. NET CASH PROVIDED BY FINANCING ACTIVITIES	1,11,23,050	16,21,327

Annual Report 2011-2012

24. NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	12,70,859	-2,63,81,328
Cash & Cash equivalents, at the beginning of the year		
25. Cash & Current Account Balance	2,01,78,700	1,72,79,484
26. Cash Credit Account	(12,83,35,381)	(9,90,54,837)
	(10,81,56,681)	(8,17,75,353)
27. Cash & Cash equivalents, at the end of the year		
28. Cash & Current Account Balance	1,91,83,430	2,01,78,700
29. Cash Credit Account	(12,60,69,252)	(12,83,35,381)
30.	(10,68,85,822)	(10,81,56,681)

For & on behalf of the Board

(SHRIPAL H. CHOUDHARI) MANAGING DIRECTOR	(ABHINAV 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, 2012 and found the same in agreement therewith.

JAIPUR
DATED : 24.08.2012

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 25th Annual General Meeting of the company held on Thursday, 27th Sept., 2012 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 25th Annual General Meeting of the Company to be held at 11.00 A.M. on Thursday, the 27th Sept., 2012 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.