



Shilpi Cable Technologies Ltd.



11th
Annual Report
2016-17

CONTENTS

PAGE NO

Corporate Information	01
Board's Report	02-31
Management Discussion and Analysis Report	32-36
Report on Corporate Governance and Certificate on Compliance	37-53
Business Responsibility Report	54-61
Annual Report on Corporate Social Responsibility Activities	62-63
Standalone Financial Statement	
Independent Auditors' Report	64-71
Balance Sheet	72
Statement of Profit & Loss	73
Cash Flow Statement	74
Notes to the Accounts	75-98
Consolidated Financial Statement	
Independent Auditors' Report	99-103
Balance Sheet	104
Statement of Profit & Loss	105
Cash Flow Statement	106
Notes to the Accounts	107-128



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mukesh Kumar Gupta, Chairman-cum-Director
Manish Goel, Managing Director
Sandeep Gupta, Independent Director
Nalini Malhotra, Independent Director

PRESIDENT

Iqbal Singh

CHIEF FINANCIAL OFFICER

Shailendra Kumar

COMPANY SECRETARY & COMPLIANCE OFFICER

Gurvinder Singh

AUDITORS

Statutory Auditor
M/s RMA & Associates LLP
Chartered Accountants
Plot No.75, LGF,
Patparganj Industrial Area,
Delhi – 110 092

Cost Auditor

M/s. MM & Associates,
Cost Accountants
10D, Sector-7, Pocket-1,
Dwarka, New Delhi-110075

SHARE TRANSFER AGENT

BEETAL Financial & Computer Services (P) Limited

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi – 110062
Tel: 011-29961281; Fax: 011-29961284

REGISTERED OFFICE

A-19/B-1 Extension
Mohan Co-operative Industrial estate
P. O. Badarpur, Mathura Road
New Delhi 110 044

PLANTS

Unit I

SP 1037, RIICO Industrial Area
Chopanki, Bhiwadi, Tehsil-Tijara
Distt. Alwar, Rajasthan.

Unit II

E 138, RIICO Industrial area, Phase I
Bhiwadi, Distt. Alwar, Rajasthan.

BANKERS

IDBI Bank
Punjab National Bank
Bank of Baroda
Andhra Bank
Indian Bank
Axis Bank
Union Bank of India
Oriental Bank of Commerce
Canara Bank
Bank of India
Vijaya Bank
State Bank of India
Syndicate Bank
Bank of Maharashtra

Website

www.shilpicables.com

Investor Relations Email ID

investors@shilpicabletech.com

Corporate Identity Number

L64201DL2006PLC150753



BOARD'S REPORT

Dear Members

The Board of Directors hereby submits the report of the business and operations of your Company (**'the Company'** or **'Shilpi'**) along with the audited financial statements, for the financial year ended March 31, 2017.

Financial Highlights

Financial Summary and performance Highlights of your Company, for the financial year ended March 31, 2017 on standalone basis, are as follows:

(` in lacs)

PARTICULARS	Standalone	
	2016-17	2015-16
Revenue from operations	200,442.92	190,581.13
Other Income	1,432.73	366.96
Increase/(Decrease) in stocks	(894.17)	(2,050.27)
Total Income	201,875.65	190,948.09
Total Expenditure	270,225.74	182,249.58
Profit/ (Loss) Before tax	(68,394.13)	8,698.51
Provision for tax	144.70	3,068.15
Profit/(Loss) after tax	(68,538.83)	5,630.36
Paid-up Share Capital	11,063.23	11,063.23
Reserves and Surplus (excluding revaluation reserve)	(45,245.97)	25,190.25

Previous year's figures have been regrouped/ rearranged wherever considered necessary.

Company Performance

The Company's revenue during the year are ` 201,875.65 lacs, as compared to revenue of ` 190,948.09 lacs in the previous year. The Company's loss before tax is ` 68,394.13 lacs during the year, as compared to profit of ` 8,698.51 lacs in the previous year. The Company incurred a loss of Rs. 68,538.83 lacs, as against a net profit of ` 5,630.36 lacs in the previous year.

Transfer to Reserves

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

Fixed deposits

Shilpi have not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of Balance sheet date.

Material Changes and Commitments affecting financial position between the end of the financial year and date of the report

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between end of the financial year of the Company March 31, 2017 till the date of this report, except the following:

- Suspension of Powers of Board due to Initiation of Insolvency proceedings against the Company by Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench vide its order dated 24th May, 2017.
- Consolidation of Hosur Plant into Bhiwadi Plant for Better Control over Production and Facilities in the month of October 2017.
- Subsequent vacation of Hon'ble NCLT order by Hon'ble NCLAT by its order dated August 1, 2017 and restoration of Powers of the Board.
- Five new petitions has been filed against the Company under IBC, 2016 before the Hon'ble NCLT, Principal Bench, New Delhi.
- Non-payment of dues to various banks and financial lenders.



Dividend

In view of losses during the year, your directors do not recommend any dividend to the shareholders.

Performance and Financial Position of Subsidiaries/ Joint Ventures/ Associates

As on 31st March, 2017, the Company had One Wholly Owned Subsidiary Company viz. “Shilpi Worldwide DMCC, UAE” and one step down subsidiary viz. Shilpi Worldwide PTE Ltd, Singapore. Further, Company also had one joint Venture Company i.e. Shilpi Eyecom Technologies Private Limited.

Shilpi Worldwide DMCC, UAE: During the year under review, the revenue of the Company decreased from AED 743,385,646 in the financial year 2015-16 to AED 495,195,370 in the financial year 2016-17.

Shilpi Worldwide PTE Ltd, Singapore: During the year under review, the sales of the Company increased from USD 89,613,930 in the financial year 2015-16 to USD 102,463,575.35 in the financial year 2016-17.

Shilpi Eyecom Technologies Private Limited, India: The Company has not yet started its business due to non-fulfilment of obligations by the other party to JV Agreement. So, your directors are not in position to comment on financials of JV Company.

The consolidated financial statement of the Company and its subsidiaries are prepared in manner as provided under Section 129 of the Companies Act, 2013 read with rules made there under. Accordingly, statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is attached as **Annexure-I**.

Policy for determining material subsidiaries of the Company has been provided on the website: <http://www.shilpicables.com/pdf/Policy%20for%20Determining%20Material%20Subsidiary.pdf>

Change in the nature of business

There has been no major change in the nature of business of your Company during the year.

The Joint Venture Agreement executed between your Company and Eyecom Telecommunications Equipments Ltd, New Zealand (“Eyecom”) was terminated by your Company due to non-fulfilment of obligations by the Eyecom during the year.

Directors and Key Managerial Personnel

In terms of Section 149 of the Companies Act, 2013, the Company has appointed the following as Independent Directors on the Board:

- Mr. Sandeep Gupta
- Mrs. Nalini Malhotra (appointed w.e.f. June 30, 2017)
- Mr. Sunil Kala (resigned w.e.f. May 03, 2017)
- Mr. Vikas Gupta (resigned w.e.f. March 30, 2017)
- Ms. Malika Gupta (resigned w.e.f. August 04, 2016)
- Mrs. Chitra Sarkar (resigned w.e.f. May 03, 2017)

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions of independence as specified in the Companies Act, 2013 and rules made thereunder and are independent of the management.

The details of the familiarization programmes for Independent Directors are disclosed on the Company's website <http://www.shilpicables.com/pdf/Familiarisation%20Programme%20for%20Ind.%20Directors.pdf>

In terms of Section 203 of the Act, the following are appointed/ designated as Key Managerial Personnel of your Company by the Board:

- Mr. Manish Goel, Managing Director
- Mr. Ghanshyam Pandey, Whole-Time Director (resigned w.e.f. June 06, 2017)
- Mr. Manish Bhatt, Chief Executive Officer (resigned w.e.f. July 31, 2017)
- Mr. Ajay Mahajan, Chief Financial Officer (resigned w.e.f. May 01, 2017)
- Mr. Shailendra Kumar, Chief Financial Officer (appointed w.e.f. May 29, 2017)
- Ms. Sneha Modi, Company Secretary (resigned w.e.f. June 23, 2016)
- Mr. Ravi Shankar, Company Secretary (appointed w.e.f. August 12, 2016 & resigned w.e.f. May 1, 2017)
- Mr. Gurvinder Singh, Company Secretary (appointed w.e.f. July 1, 2017)



Further, Mr. Mukesh Kumar Gupta is the non-executive Chairman of the Board.

During the year and till the date of report, details of change in the Board of Directors and the Key Managerial Personnel are as below:

Name	Designation	Date of Appointment	Date of Resignation	Date of change in designation
Mr. Vikas Gupta	Director	31-03-2015	30-03-2017**	N.A.
Mr. Hans Das Maheshwari	Director	31-01-2015	11-02-2017***	N.A.
Ms. Malika Gupta	Director	31-03-2015	04-08-2016*	N.A.
Mrs. Chitra Sarkar	Director	29-05-2015	03-05-2017*	N.A.
Mrs. Nalini Malhotra	Additional Director	30-06-2017	N.A.	N.A.
Mr. Ajay Mahajan	CFO	14-08-2015	01-05-2017*	N.A.
Mr. Shailendra Kumar	CFO	29-05-2017	N.A.	N.A.
Ms. Sneha Modi	Company Secretary	27-01-2014	23-06-2016*	N.A.
Mr. Ravi Shankar	Company Secretary	12-08-2016	01-05-2017*	N.A.
Mr. Gurvinder Singh	Company Secretary	30-06-2017	N.A.	N.A.
Mr. Manish Bhatt	CEO	24-05-2014	31-07-2017*	N.A.

*Resigned due to personal reasons.

**Resigned due to Health Issues.

***Office vacated under Section 167(1)(b) of the Companies Act, 2013.

Mr. Mukesh Kumar Gupta, Non-Executive Chairman is liable to retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

The Board has laid down separate Codes of Conduct for Directors and Senior Management personnel of the Company and the same are posted on the Company's website at http://www.shilpicables.com/pdf/code_new.pdf. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance.

Disclosure of commission paid to managing or whole time directors

There is no commission paid or payable by your company to the managing director or the whole time director.

Number of meetings of the Board of Directors

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from the other Board business. In case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually meeting of the Board are held in the Company's registered office situated at Delhi. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to taken an informed decision.

During the year all the recommendations of the Audit Committee were accepted by the Board.

The Board met six times during the financial year. The meetings detailed are provided in the Corporate Governance report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

Annual Evaluation of Board performance and performance of its committees and individual directors

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The nomination and remuneration committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination

of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Directors were evaluated on aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance /support to management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartially, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Areas on which the Committees of the Board were assessed included mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The NRC also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

Remuneration Policy for the Directors, Key Managerial Personnel and other employees

The Current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. The policy of the Company on director's appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub section (3) of Section 178 of the Companies Act, 2013 is available on our website at <http://www.shilpicables.com/pdf/NominationRemuneration%20Policy.pdf> There has been no change in the policy since last fiscal. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in **Annexure-II** to this Report.

Committees of the Board

As on March 31, 2017, the Board had five committees: the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee & the Finance Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance report section of this Annual Report.

Conservation of Energy, research and development, technology absorption, foreign exchange earnings and outgo

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are attached as **Annexure-III**.

Particulars of Employees and Remuneration

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in **Annexure-IV** to this Report.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.



All Related Party Transactions are placed before the Audit Committee for approval. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

In line with the requirements of the Companies Act, 2013 and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website: <http://www.shilpicables.com/pdf/RPT%20Policy.pdf>. Details of Related Party Transactions as per AOC-2 are provided in **Annexure-V**.

Loans and investments

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in notes to the financial statements.

Extract of Annual Return

In accordance with Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2017, an extract of the annual return in the prescribed format is provided in **Annexure-VI** to the Board's report.

Auditors and Auditors' Report

M/s. RMA & Associates, Chartered Accountants (Firm Registration No. 00978N) have been appointed as the Statutory Auditors of the Company in the 8th Annual General Meeting of the Company held on September 1, 2014, to hold the office till the conclusion of 13th Annual General Meeting of the Company, subject to the ratification of shareholders at every Annual General Meeting.

Further, the ratification in respect with the appointment of M/s. RMA & Associates, Chartered Accountants as the Statutory Auditors of the Company is proposed for the ratification of shareholders in the Notice of 11th Annual General Meeting of the Company.

Auditor Qualified Opinion: Out of the total outstanding debtors mentioned in note No-16, overseas debtors amounting to ` 258.97 crore are outstanding for more than one year. Further sale of ` 344.69 Cr has been done to these overseas debtors even there is no realization in these accounts for last more than one year. The total figure of such outstanding overseas debtors as on 31.03.2017 is ` 603.67 Cr. We are of opinion that certainty of realization of these debtors cannot be determined on the basis of evidence available to us. Consequently, we were unable to determine whether any adjustments to these amounts were necessary, which in the opinion of the management is recoverable.

Qualified Opinion in Caro: 1) The assets have not been physically verified by management during the year. 2) In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of section 185 of the Companies Act, 2013. The company has extended loan/advances to Shilpi Cable Pvt Ltd of ` 1.44 crores out of which received back ` 1.20 crores and ` 24 Lakhs still pending as on 31.03.2017.

Management view on Qualified Opinion made by Statutory Auditor: The management has sought balance confirmation from the customers to evaluate their recoverability. Accordingly, the provision for bad & doubtful debts for ` 17694.62 lakhs has been made and receivables have been written off amounting to ` 17739.25 lakhs. In the opinion of the management, the provision for doubtful debt and write off is adequate. The management is following up with the customers for recovering the balance due from them.

Management view on Qualified Opinion made by Statutory Auditor in Caro: 1) The Company has policy to cover the Physically Verification of the all fixed assets in a period of 3 years. Fixed Assets would be physically verified in next 2 years. 2) The Company is in process of recovery of amount which is of temporary nature & will take necessary approval from authorities, if required.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Secretarial Audit Report provided by the Secretarial Auditors is annexed as **Annexure-VII**.

Auditor Qualified Opinion:

- 1) Form MGT-14 is not filed with the Registrar for change in terms of the appointment of the Managing Director;
- 2) Company has made default under section 185 by providing loan to one of its group company in which the existing director is a member;

- 3) The Company has paid remuneration of ₹ 2,39,78,400/- to Mr. Manish Goel, Managing Director and ₹ 38,75,000/- to Mr. Ghanshyam Pandey, Whole Time Director of the Company without the prior approval of the Central Government;
- 4) Intimation of the Board Meeting dated August 12, 2016 in which the dividend is to be declared and quarterly financials were to be approved was forwarded to the Stock Exchange dated August 03, 2016, However the Trading window was closed on August 05, 2016 which constitute a non-compliance of SEBI (Prohibition of Insider Trading Regulations), 2015.

Management view on Qualified Opinion made by Secretarial Auditor:

- 1) The Company is in process of seeking Condonation of the form MGT-14 from the respective authorities.
- 2) The Company is in process of recovering the amount given to its group Company.
- 3) The Company is in process of taking necessary approval from Shareholders in the 11th Annual General Meeting & thereafter approval of Central Government as well.
- 4) That was inadvertently and Company will take care of it near future.

Cost Records and Cost Audit Report

On the recommendation of Audit Committee, the Board of Directors in its meeting held on 30th August, 2017 has appointed M/s. MM & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2017-18 on the aggregate remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes, as applicable and out of pocket expenses, in accordance with the provisions under Section 148 of the Companies Act, 2013 read with rules made there under.

The remuneration payable to the Cost Auditor of the Company has been proposed for the ratification by the members of the Company and shall form part of the notice of 11th Annual General Meeting.

Internal Control Systems and adequacy of Internal Financial Controls

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The report of the statutory auditors on the Internal Financial Control of the Company is part of the Auditors Report on the Annual Financial Statement of the Company for the financial year ended March 31, 2017.

Risk management

Your Directors has adopted a Risk Management Policy for the Company. The Audit Committee of the Company reviews the risks involved in the Company from time to time, if any, and takes appropriate measures to minimize the same. The Audit Committee ensures that the policy for risk management is adopted across the Company.

The copy of Risk Management Policy is uploaded on website of the Company at <http://www.shilpicables.com/pdf/Risk%20Management%20Policy.pdf>

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

Vigil mechanism/Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee.

The copy of Whistle Blower/vigil mechanism policy is uploaded on the website of your company at <http://www.shilpicables.com/pdf/Vigil%20Mechanism%20Policy.pdf>

Corporate Governance, Business Responsibility Report & Management Discussion and Analysis Report

Corporate Governance is about maximizing shareholder value legally, ethically and sustainably. At Shilpi, the goal of corporate governance is to ensure fairness for every stakeholder. We believe sound corporate governance is critical to enhancing and retaining investor trust. We always seek to ensure that our performance is driven by integrity. Our



Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Pursuant to the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 and the Listing Agreements with the Stock Exchanges and relevant sections of the Act, the Management Discussion and Analysis Report are annexed as **Annexure-VIII**. Further a Report on Corporate Governance and Certificate on compliance of the SEBI (LODR) Regulations, 2015 is as **Annexure-IX** and Business Responsibility Report are annexed as **Annexure-X**.

Code of Conduct for Prevention of Insider Trading

Your Company’s Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

During the year, the Board of Directors has amend the Insider trading policy and the same can be accessed on the website of the Company – <http://www.shilpicables.com/pdf/16may.pdf>

Your Board of Directors has also approved the Code for Fair Disclosure and the same can be accessed through the following link: <http://www.shilpicables.com/pdf/16may2.pdf>

Corporate Social Responsibility

Shilpi is committed to improve quality of lives of people in the community its serves through long term stakeholder value creation. CSR activities at Shilpi are implemented through Udaar Bharti i.e. a registered educational society. Sandeep Gupta as Chairman, with Sunil Kala and Mr. Ghanshyam Pandey as Members. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company’s website at the web link: <http://www.shilpicables.com/pdf/CSR%20Policy%20.pdf>

The Annual Report on Corporate Social Responsibility Activities is annexed as **Annexure-XI**.

Significant/material orders passed by the regulators

During the period under review and till the signing of this report, the Corporate Insolvency resolution process was initiated by Hon’ble NCLT vide its order dated May 24, 2017 under IBC, 2016. Further Our Company has preferred the appeal against such order and said appeal was allowed by Hon’ble NCLT vide its order dated August 01, 2017. In such an event the Company may not be on going concern.

Employees Stock Option Scheme

Your Company has implemented as an Employee Stock Option Scheme (Shilpi ESOS 2014), to reward the eligible employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme is to attract, reward, motivate and retain its employees for high levels of individual performance which will ultimately contribute to the success of the Company. The relevant disclosure as per the SEBI (Share Based Employee Benefits) Regulations, 2014 read with the SEBI Circular No. CIR/CFD/ POLICY CELL/2/2015 dated 16th June, 2016 is as below:

1.	Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time	Disclosed in the financial statement [Please see sub-note no. 18 of note 28]
2.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 - Earnings Per Share’ issued by ICAI or any other relevant accounting standards as prescribed from time to time	Disclosed in the financial statement [Please see sub-note no. 10 of note 28]
3.	Details related to ESOS:	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	

	(a) Date of shareholder's approval	1 st September, 2014
	(b) Total no. of options approved under ESOP	5,00,000 (five lacs)
	(c) Vesting requirements	<p>a. 33% of the total Options Granted on the Grant Date, shall vest on the 3rd Anniversary of the Grant Date;</p> <p>b. Further 33% of the total Options Granted on the Grant Date, shall vest on the 4th Anniversary of the Grant Date;</p> <p>c. Balance of the total Options Granted on the Grant Date, shall vest on the 5th Anniversary of the Grant Date</p>
	(d) Exercise price or price formula	The Exercise Price of the Option shall be Rs. 10/- per share.
	(e) Maximum term of options granted	Five years from the Grant Date
	(f) Source of shares (primary, secondary or combination)	Primary
	(g) Variation in terms of options	N.A.
(ii)	Method used to account for ESOS - Intrinsic or fair value	Intrinsic
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Disclosed in the financial statement [Please see sub-note no. 18 of note 28]
(iv)	Option movement during the year (For each ESOS):	
	(a) Number of options outstanding at the beginning of the period	399365
	(b) Number of options granted during the year	Nil
	(c) Number of options forfeited / lapsed during the year	240202
	(d) Number of options vested during the year	Nil
	(e) Number of options exercised during the year	Nil
	(f) Number of shares arising as a result of exercise of options	Nil
	(g) Money realized by exercise of options (INR), if scheme is implemented directly	Nil
	(h) Loan repaid by the Trust during the year from exercise price received	N.A.
	(i) Number of options outstanding at the end of the year	159163
	(j) Number of options exercisable at the end of the year	Nil
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	N.A. [no exercise of option during the year]
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to - senior managerial personnel/ KMPs;	N.A. [no option granted during the year]



	(b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year		
	Mr. Vinay Mittal – Group CFO (Option lapsed due to Resignation)	30,813	7.05%
	Mr. M. K. Sethi – President (Option lapsed due to Resignation)	30,813	7.05%
	Mr. R. Madhavan – Business Head (Telecom)	30,813	7.05%
	Mr. Ghanshyam Pandey – Whole-Time Director (Option lapsed due to Resignation)	30,813	7.05%
	Mr. Manish Bhatt – Chief Executive Officer (Option lapsed due to Resignation)	30,813	7.05%
	(c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Disclosed in the financial statement [Please see sub-note no. 18 of note 28]	
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;		
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;		
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and		
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition		

Your Board of Directors has obtained a certificate from the auditors of the company that the Shilpi Employees Stock Option Scheme-2014 is being implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the company passed in the Annual General Meeting held on September 01, 2014. The Auditors' Certificate shall be laid before the ensuing Annual General Meeting of your Company.

Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013)

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Shilpi premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is Internal Complaint Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at corporate office as well as at site locations.

The Company has not received any complaint of sexual harassment during the financial year 2016-17.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;



- b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. They have taken proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared the annual accounts on a 'going concern' basis;
- e. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Stock Exchange Listing

The shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The listing fee for the financial year 2017-18 has been paid to BSE and NSE. Due to non-submission of financial results for the two consecutive quarter i.e. March 2017 & June 2017 within the time limit prescribed under SEBI (Listing obligations and disclosure Requirements) Regulations, 2015, the Scrip of the Company has been moved to Z category.

General

Your Board of Directors further confirms that (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and, (b) there is no scheme in your Company to finance any employee to purchase shares of your Company.

Acknowledgement

Your Directors acknowledge the dedicated service of the employees of the Company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the years from bankers, financial institutions, business partners and other stakeholders.

On behalf of the Board of Directors
For **Shilpi Cable Technologies Limited**

Date : 05th November, 2017
Place : New Delhi

Manish Goel
Managing Director
DIN-00163105

Mukesh Kumar Gupta
Chairman-cum-Director
DIN-00163044



Form AOC-1
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency	Exchange rate as at 31st March, 2017	Share capital (in Rs.)	Reserves & surplus (Amount in Rs.)	Total Assets (Amount in Rs.)	Total Liabilities (Amount in Rs.)	Investments (Amount in Rs.)	Turnover (Amount in Rs.)	Profit/ (Loss) before taxation (Amount in Rs.)	Provision for taxation (Amount in Rs.)	Profit/ (Loss) after taxation (Amount in Rs.)	Proposed Dividend (Amount in Rs.)	Extent of shareholding (in %)
1	M/s Shilpi Worldwide DMCC, UAE	06-07-2011	31st March, 2017	AED (Arab Emirate Dirham)	17.66	17,660,000.00	2,079,169,830.76	8,014,638,965.56	4,675,074,510.96	355,198,405.60	8,745,150,234.20	(1,351,179,226.90)	-	(1,351,179,226.90)	-	100%
2	M/s Shilpi Worldwide PTE Ltd, Singapore*	NA	31st March, 2017	USD	64.84	343,907,920.24	82,537,299.92	4,886,304,587.91	4,542,396,687.67	NIL	6,643,738,096.01	(147,087,019.02)	-	(147,087,019.02)	-	0%*
3	Shilpi Global LLC*	NA	31st March, 2017	AED(Arab Emirate Dirham)	17.66	5,298,000.00	85,871,467.44	329,762,018.86	158,881,157.38	NIL	3,290,119,269.88	(26,751,756.52)	-	(26,751,756.52)	-	0%*

* Step Down Subsidiary

1. Name of the subsidiaries which are yet to commence operations- N.A.
2. Name of subsidiaries which have been liquidated or sold during the year- N.A.

Part "B": Associate & Joint Venture Companies :

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

M/s Shilpi Eyecom Technologies Private Limited *	
1.	Name of Associates/Joint Ventures N.A.
2.	Latest audited Balance Sheet Date N.A.
	Shares of Associate/Joint Ventures held by the company on the year end No. 50,000
	Amount of Investment in Associates/Joint Venture Rs. 5,00,000
	Extend of Holding % 50%
3.	Description of how there is significant influence N.A.
4.	Reason why the associate/joint venture is not consolidated N.A.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet N.A.
6.	Profit / Loss for the year N.A.
	i. Considered in Consolidation N.A.
	i. Not Considered in Consolidation N.A.

* The JV Company was incorporated during the year but due to non-fulfillment of obligation specified in JV agreement by other party, the said JV agreement was terminated by Shilpi Cable Technologies Limited.

For **Shilpi Cable Technologies Limited**

Mukesh Kumar Gupta
Chairman-cum-Director
DIN-00163044

Manish Goel
Managing Director
DIN-00163105

Date : 05th November, 2017
Place : New Delhi

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

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

“**Key Managerial Personnel**” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

Objective:

The objective of the policy is to ensure that

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

Role of the Committee:

The role of the NRC are inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- Employee Stock Option Scheme:
 - a) Formulation of ESOP plans and decide on future grants;
 - b) Formulation of terms and conditions of the ESOP scheme;
 - c) Performance conditions attached to any ESOP Plan;
 - d) Any other matter which may be relevant for the administration of ESOP schemes from time to time.



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

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/TENURE

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

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

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

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

EVALUATION

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

REMOVAL

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

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

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

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

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

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.



ANNEXURE-III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. Conservation of energy	
(i) The steps taken or impact on conservation of energy	Following steps are being taken by the company for conservation of energy:
(ii) The steps taken by the company for utilising alternate sources of energy	<ul style="list-style-type: none"> • New copper section has been designed in such a way that day light is being utilized for all normal working without use of tube light /bulbs in day time as well to reduce temperature inside the shade rotatory blades are being place in roof which are working from wind energy instead of conventional exhaust fan. • Power factor maintained at optimum level to reduce power consumption. • Improved preventive maintenance of machines to reduce energy loss.
(iii) The capital investment on energy conservation equipments	Nil
B. Technology absorption	
(i) The efforts made towards technology absorption	Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of domestic and international markets. The technology being used for the manufacture of cables is developed by in-house efforts and is at par with industry norms.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	Upliftment of facilities, proper resource utilization, lesser scrap/ wastage generation, better preventive maintenance, lesser breaks down & enhancement of productivity & morale of work force improved Plant housekeeping & tidiness.
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a) The details of technology imported	N.A.
(b) The year of import	N.A.
(c) Whether the technology been fully absorbed	N.A.
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv) Expenditure on Research & Development	N.A.
C. Foreign exchange earnings and Outgo	
(a) Total Foreign Exchange Earnings in 2016-17 (Equivalent ` in lacs)	4,851.87
(b) Total Foreign Exchange outgo in 2016-17 (Equivalent ` In lacs)	Nil

ANNEXURE-IV
Statement of particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during FY 2016-17 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2016-17 are as under:

Name of the Director	Remuneration* of Director/KMP (Rs. in lacs)	Percentage Increase in Remuneration	Ratio of remuneration of director to the Median remuneration
Directors (Executive & Non Executive)			
Mr. Manish Goel	239.78	33.37%	81.56:1
Mr. Ghanshyam Pandey	38.75	29.17%	13.18:1
Mr. Mukesh Kumar Gupta	2.25	N.A.	0.76:1
Mr. Sunil Kala	1.25	N.A.	0.43:1
Mr. Sandeep Gupta	0.75	N.A.	0.25:1
Mr. Hans Das Maheshwari** (Representative of IDBI Consortium as lender)	Nil	N.A.	N.A.
Mr. Vikas Gupta***	1.50	N.A.	0.51:1
Mrs. Malika Gupta****	0.25	N.A.	0.08:1
Mrs. Chitra Sarkar	1.25	N.A.	0.43:1
Key Managerial Personnel Other than Executive Directors			
Mr. Ajay Mahajan	54.43	33.34%	-
Mr. Ravi Shankar#	2.92	-	-
Ms. Sneha Modi##	0.92	-	-
Mr. Manish Bhatt	88.81	31.12%	-

*Remuneration includes sitting fee paid to Non-Executive Directors.

##Ms. Sneha Modi has resigned w.e.f 23rd June, 2016

****Mrs. Malika Gupta has resigned w.e.f 04th August, 2016

#Mr. Ravi Shankar has been appointed w.e.f 12th August, 2016

**Mr. Hans Das Maheshwari office vacated w.e.f 11th February, 2017

***Mr. Vikas Gupta has resigned w.e.f 30th March, 2017

B. The Percentage increase in the median remuneration of all employees in the financial year 2016-17:

	2016-17 (` in lacs)	2015-16 (` in lacs)	Increase (%)
Median remuneration of all employees per annum	2.94	2.38	23.53%

C. The Number of permanent employees on the rolls of the Company as on 31st March, 2017: 324

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

(Amount ` in lacs)

	2016-17	2015-16	Increase (%)
Average salary of all Employees (other than Key Managerial Personnel)	4.70	4.14	13.53%



Salary of MD & CEO	328.59	247.52	32.75%
Salary of CFO & CS	58.27	44.81	30.04%
Salary of WTD	38.75	30.00	29.17%

The gross sales of cables, wires and accessories for the financial year ended 31st March, 2017 have increased by 4.81%.

E. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and senior management.

F. Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

i) Top Ten Employees in terms of remuneration drawn:

S No.	Name	Designation	Qualification	Age (Yrs.)	Date of Joining	Exp. (Yrs.)	Gross Remuneration (in Lacs)	Last Employment	Nature of Employment
1.	Manish Goel	Managing Director	B.B.M.	35	01-Mar-07	11	322.44	First Company/ Promoter	Contractual
2.	Manish Bhatt	Chief Executive Officer	B.Tech (IIT-Mumbai), M.B.A (IIM Lucknow)	50	01-Jun-12	22	114.00	Bharti Airtel Ltd.	Permanent
3.	Ajay Mahajan	Chief Financial Officer	B.com(Hons), FCWA, FCS, LLB, CFA (Inter)	49	07-Jan-15	26	68.33	K R Pulps & Paper Ltd.	Permanent
4.	Vishal Sharma	Business Head-Sales	MBA	53	15-May-13	23	50.37	Chandra Proteco Ltd	Permanent
5.	Ghanshyam Pandey	Whole Time Director	B.SC	62	01-Sept-13	32	48.33	BMI Impex	Permanent
6.	Madhavan Rajagopalan	Business Head- Sales	B.E	49	13-Feb-12	24	47.72	Volex Interconnect(India) Private Limited	Permanent
7.	Vinay Mittal	Group CFO	B.Com (Hons.)	51	01-Oct-14	30	36.00	Uniword Telecom Limited	Permanent
8.	Ashish Kukreja	DGM	B.E.	43	01-Apr-11	20	26.67	Minda Sai Limited	Permanent
9.	Vinaykant Sharma	Business Head	B.Tech	45	24-Jul-13	20	25.76	Madhusudan Auto Ltd.	Permanent
10.	Pritawish Paul	Business Head	B.Tech	48	13-Jun-14	26	25.68	Commscope Ltd.	Permanent

- None of the employees mentioned above are relative of any Director except Mr. Manish Goel, Managing Director who is Son of Mr. Mukesh Kumar Gupta, Chairman-cum-Director of the Company.
- None of the employees mentioned above hold 2% or more share capital of the Company.

ii) List of employee of the Company employed throughout the financial year 2016-17 and were paid remuneration not less than one crore and two lakhs per annum:

S No.	Name	Designation	Qualification	Age (Yrs.)	Date of Joining	Exp. (Yrs.)	Gross Remuneration (in Lacs)	Last Employment	Nature of Employment
1.	Manish Goel	Managing Director	B.B.M.	35	01-Mar-07	11	239.78	First Company/Promoter	Contractual

- Mr. Manish Goel, Managing Director who is Son of Mr. Mukesh Kumar Gupta, Chairman-cum-Director of the Company.
- Mr. Manish Goel, directly, did not hold 2% or more share capital of the Company.

iii) List of employee of the Company employed part of the year and were paid remuneration during the financial year 2016-17 at a rate which in aggregate was not less than Eight lakh and fifty thousand rupees per month: NIL

**ANNEXURE-V****FORM NO. AOC -2**

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

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

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

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions not at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [There is no material related party contracts or arrangements or transactions at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

For and on behalf of the Board of Directors
Shilpi Cable Technologies Limited

Date : 05th November, 2017
Place : New Delhi

Manish Goel
Managing Director
DIN-00163105

Mukesh Kumar Gupta
Chairman-cum-Director
DIN-00163044



ANNEXURE-VI

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31, 2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.**

I REGISTRATION & OTHER DETAILS:

i	CIN	L64201DL2006PLC150753
ii	Registration Date	09/07/2006
iii	Name of the Company	Shilpi Cable Technologies Limited
iv	Category	Limited by Shares
v	Sub-category of the Company	Indian Non-Government Company
vi	Address of the Registered office & contact details	A-19/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, P.O.- Badarpur, New Delhi-110044 Ph. 011-43117900 Fax. 011-43117902
vii	Whether listed company	Yes
viii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283, Fax 011-29961284

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Businesses contributing 10% or more of the total turnover of the Company are given below:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ Service*	% to total turnover of the Company
1	Cables and Wires	2732	100

*As per National Industrial Classification-Ministry of Statistics and Programme Implementation

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held*	Applicable Section
1	M/s Shilpi Worldwide DMCC, Unit No. 30-01-385, Jewellery & Gemplex 3, Plot No. DMCC-PH2, P.O Box: 113248, Dubai, UAE	NA	Subsidiary Company	100%	2(87)
2	M/s Shilpi Worldwide PTE Ltd 10- Anson Road #19-08A International Plaza, Singapore-079903	NA	Subsidiary Company	100%	2(87)
3	M/s Shilpi Global LLC PO Box 113248, Dubai UAE	NA	Subsidiary Company	49%	2(87)

*Representing aggregate % of Shares held by the Company and/or its subsidiaries.

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as % to Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2016)				No. of Shares held at the end of the year (As on 31-03-2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	72000	0	72000	0.06%	72000	0	72000	0.06%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corporates	45500000	0	45500000	41.13%	45500000	0	45500000	41.13%	0.00%
e) Bank/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Anyother....	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL:(A) (1)	45572000	0	45572000	41.19%	45572000	0	45572000	41.19%	0.00%
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Anyother....	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (A) (2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	45572000	0	45572000	41.19%	45572000	0	45572000	41.19%	0.00%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks/FI	7993	0	7993	0.01%	266687	0	266687	0.24%	0.23%
C) Cenntal govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	13518000	0	13518000	12.22%	15419561	0	15419561	13.94%	1.72%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (B)(1):	13525993	0	13525993	12.23%	15686248	0	15686248	14.18%	1.95%
(2) Non Institutions	0	0							
a) Bodies corporates	18920765	0	18920765	17.10%	22246432	0	22246432	20.11%	3.01%
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto ` 1 lakhs	4426103	623	4426726	4.00%	2470851	84	2470935	2.23%	-1.77%



Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2016)				No. of Shares held at the end of the year (As on 31-03-2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individuals shareholders holding nominal share capital in excess of ` 1 lakhs	5640560	28000	5668560	5.12%	2696779		2696779	2.44%	-2.68%
c) Others (specify)									
(c-i) Trust	10434748	0	10434748	9.43%	10434748	0	10434748	9.43%	0.00%
(c-ii) NRI	592798	0	592798	0.54%	331814	0	331814	0.30%	-0.24%
(c-iii) Clearing Members	31367	0	31367	0.03%	61476	0	61476	0.06%	0.03%
(c-iv) HUF	1377315	0	1377315	1.24%	1049840	0	1049840	0.95%	-0.29%
(c-v) Foreign Corporate Bodies	10082000	0	10082000	9.11%	10082000	0	10082000	9.11%	0.00%
SUB TOTAL (B)(2):	51505656	28623	51534279	46.58%	49373940	84	49374024	44.63%	-1.95%
Total Public Shareholding(B)= (B)(1)+(B)(2)	65031649	28623	65060272	58.81%	65060188	84	65060272	58.81%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	110603649	28623	110632272	100.00%	110632188	84	110632272	100.00%	0.00%

(ii) **SHAREHOLDING OF PROMOTERS**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2016)			Shareholding at the end of the year (31-03-2017)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Sharda Rani	14000	0.01%	0	14000	0.01%	0	0.00%
2	Manish Goel	14000	0.01%	0	14000	0.01%	0	0.00%
3	Vishal Goel	14000	0.01%	0	14000	0.01%	0	0.00%
4	Shilpi Goel	14000	0.01%	0	14000	0.01%	0	0.00%
5	Mukesh Kumar Gupta	16000	0.01%	0	16000	0.01%	0	0.00%
6	Shilpi Communication Private Limited	33500000	30.28%	100%	33500000	30.28%	100%	0.00%
7	Shilpi Cables Private Limited	12000000	10.85%	0	12000000	10.85%	0	0.00%
	Total	45572000	41.19%	73.51%	45572000	41.19%	73.51%	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)

Sl. No.	Name	Shareholding at the beginning (01-04-2016)/end of the year (31-03-2017)		Date	Increase/ decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
				Nil				

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Name	Shareholding at the beginning (01-04-2016)/end of the year (31-03-2017)		Date	Increase/ decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
1	ANAND GUPTA	10434748	9.43%	1-Apr-16	Nil Movement during the Year			
		10434748	9.43%	31-Mar-17			10434748	9.43%
2	GLOBAL FOCUS FUND	10082000	9.11%	1-Apr-16	Nil Movement during the Year			
		10082000	9.11%	31-Mar-17			10082000	9.11%
3	EMERGING MARKET OPPORTUNITIES FUND	8800000	7.95%	1-Apr-16				
				29-Jul-16	-1	Transfer	8799999	7.95%
				05-Aug-16	-3900	Transfer	8796099	7.95%
				28-Oct-16	-326000	Transfer	8470099	7.66%
		8470099	7.66%	31-Mar-17			8470099	7.66%
4	TOUCHSTONE HOLDINGS PRIVATE LIMITED	4175500	3.77%	1-Apr-16				
				13-May-16	300000	Transfer	4475500	4.05%
				20-May-16	360185	Transfer	4835685	4.37%
				27-May-16	172592	Transfer	5008277	4.53%
				24-Jun-16	137000	Transfer	5145277	4.65%
				30-Jun-16	84000	Transfer	5229277	4.73%
				08-Jul-16	56000	Transfer	5285277	4.78%
				15-Jul-16	79650	Transfer	5364927	4.85%
				22-Jul-16	3500	Transfer	5368427	4.85%
				25-Nov-16	-1500000	Transfer	3868427	3.50%
				31-Dec-16	845000	Transfer	4713427	4.26%
		4713427	4.26%	31-Mar-17			4713427	4.26%
5	ASPIRE EMERGING FUND	4718000	4.26%	1-Apr-16				
				11-Nov-16	-667000	Transfer	4051000	3.66%
		4051000	3.66%	31-Mar-17			4051000	3.66%
6	VIABLE MANAGEMENT CONSULTANTS PRIVATE LIMITED	2714886	2.45%	1-Apr-16				
				02-Dec-16	-500000	Transfer	2214886	2.00%
				09-Dec-16	-500000	Transfer	1714886	1.55%
				31-Dec-16	500000	Transfer	2214886	2.00%
				27-Jan-17	10000	Transfer	2224886	2.01%
				03-Feb-17	-10000	Transfer	2214886	2.00%
2214886	2.00%	31-Mar-17			2214886	2.00%		



Sl. No.	Name	Shareholding at the beginning (01-04-2016)/end of the year (31-03-2017)		Date	Increase/ decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
7	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED	326000	0.29%	1-Apr-16				
				11-Nov-16	667000	Transfer	993000	0.90%
				02-Dec-16	640025	Transfer	1633025	1.48%
				09-Dec-16	515289	Transfer	2148314	1.94%
		2148314	1.94%	31-Mar-17			2148314	1.94%
8	ABLE MANAGEMENT CONSULTANTS PRIVATE LIMITED	1630000	1.47%	1-Apr-16				
				09-Dec-16	-500000	Transfer	1130000	1.02%
				31-Dec-16	500000	Transfer	1630000	1.47%
				10-Mar-17	-105400	Transfer	1524600	1.38%
				17-Mar-17	-15000	Transfer	1509600	1.36%
1509600	1.36%	31-Mar-17			1509600	1.36%		
9	AJAY FINCAP CONSULTANTS PRIVATE LIMITED	511397	0.46%	1-Apr-16				
				13-May-16	510351	Transfer	1021748	0.92%
				03-Jun-16	60000	Transfer	1081748	0.98%
				10-Jun-16	81000	Transfer	1162748	1.05%
				17-Jun-16	35000	Transfer	1197748	1.08%
				24-Jun-16	33000	Transfer	1230748	1.11%
1230748	1.11%	31-Mar-17			1230748	1.11%		
10	VLS FINANCE LTD	1764146	1.59%	1-Apr-16				
				08-Jul-16	-83460	Transfer	1680686	1.52%
				15-Jul-16	-47119	Transfer	1633567	1.48%
				22-Jul-16	-89166	Transfer	1544401	1.40%
				05-Aug-16	-61732	Transfer	1482669	1.34%
				12-Aug-16	-65374	Transfer	1417295	1.28%
				06-Jan-17	-60000	Transfer	1357295	1.23%
				20-Jan-17	60000	Transfer	1417295	1.28%
		03-Feb-17	-250000	Transfer	1167295	1.06%		
1167295	1.06%	31-Mar-17			1167295	1.06%		

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning (01-04-2016)/end of the year (31-03-2017)		Date	Increase/ decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
A	DIRECTORS:							
1	Mukesh Gupta	16000	0.02%	1-Apr-16		Nil Holding/ movement during the year		
		16000	0.02%	31-Mar-17			16000	0.02%
2	Manish Goel	14000	0.01%	1-Apr-16		Nil Holding/ movement during the year		
		14000	0.01%	31-Mar-17			14000	0.01%
3	Ghanshyam Pandey	14000	0.01%	1-Apr-16			14000	0.01%
				4-Nov-16	10	Transfer	14010	0.01%
				20-Jan-17	-14000	Transfer	10	0.00%
		10	0.00%	31-Mar-17			10	0.00%
4	Sandeep Gupta	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
5	Sunil Kala	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
6	Malika Gupta*	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
7	Hans Das Maheshwari**	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
8	Vikas Gupta***	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
9	Chitra Sarkar	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00

*Resigned w.e.f August 08, 2016

**Office Vacated w.e.f February 11, 2017

***Resigned w.e.f March 30, 2017



Sl. No.	Name	Shareholding at the beginning (01-04-2016)/end of the year (31-03-2017)		Date	Increase/ decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company				No of shares	% of total shares of the company
B	KEY MANAGERIAL PERSONNEL (KMP's)							
1	Manish Bhatt Chief Executive Officer	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
2	Ajay Mahajan Chief Financial Officer	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
3	Sneha Modi# Company Secretary	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00
4	Ravi Shankar## Company Secretary	0	0.00	1-Apr-16		Nil Holding/ movement during the year		
				31-Mar-17			0	0.00

Resigned w.e.f June 23, 2016

Appointed w.e.f. August 12, 2016

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	20,976.56	3,253.00	0	24,229.56
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	20,976.56	3,253.00	0	24,229.56
Change in Indebtedness during the financial year				
Additions	19,002.52	28,147.75		47,150.27
Reduction	1,267.02	19,943.95		21,210.97
Net Change	17,735.50	8,203.80		25,939.30
Indebtedness at the end of the financial year				
i) Principal Amount	38,712.06	11,456.80		50,168.86
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	89.75		89.75
Total (i+ii+iii)	38,712.06	11,546.55		50,258.61

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount
		Manish Goel	Mr. Ghanshyam Pandey	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	23978400	3875000	27853400
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)	23978400	3875000	27853400
	Ceiling as per the Act	Due to loss incurred, the Company is under Process of filing of application for the waiver of recovery of remuneration paid to Managing Director and Whole-Time-Director.		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount	
		Sunil Kala	Vikas Gupta	Sandeep Gupta	Malika Gupta	Mukesh Kumar Gupta	Hans Das Maheshwari		Chitra Sarkar
1	Independent Directors								
	Fee for attending board/committee meetings	125000	150000	75000	25000	0	0	125000	500000
	Commission	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0
	Total (1)	125000	150000	75000	25000	0	0	125000	500000
2	Other Non Executive Directors								
	Fee for attending board/committee meetings	0	0	0	0	225000	0	0	225000
	Commission	0	0	0	0	0	0	0	0
	Others, please specify.	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	225000	0	0	225000
	Total (B)=(1+2)	125000	150000	75000	25000	225000	0	125000	725000
	Total Managerial Remuneration	125000	150000	75000	25000	225000	0	125000	725000
	Overall Ceiling as per the Act.	The Company Pays sitting fee of rupees 25,000/- per meeting of the board and committees attended. The Companies Act, 2013 has prescribed that sitting fees shall not exceed rupees 1,00,000/- per meeting of the Board or committee thereof attended.							



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO (Manish Bhatt)	Company Secretary (Sneha Modi*)	Company Secretary (Ravi Shankar**)	CFO (Ajay Mahajan)	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	8,880,842	91,887	292,045	5,443,200.00	14,707,974.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	8,880,842	91,887	292,045	5,443,200	14,707,974

*Resigned w.e.f. 23/06/2016

**Appointed w.e.f. 12/08/2016

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



ANNEXURE-VII

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

The Members,

SHILPI CABLE TECHNOLOGIES LIMITED

(CIN: L64201DL2006PLC150753)

A-19/B-1 Extension, Mohan Co-op. Industrial Estate,

Mathura Road, P.O. Badarpur,

New Delhi- 110 044

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHILPI CABLE TECHNOLOGIES LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014;
 - e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

* No event took place under these regulations during the Audit period.



(vi) The other laws, as informed by the management by the Company which are specifically applicable to the Company based on their sector/ industry are:

- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
- The Employees State Insurance Act, 1948;
- The Payment of Bonus Act, 1956;
- Factories Act, 1948;
- The Payment of Gratuity Act, 1972;
- Industrial Dispute Act, 1947;
- The Environment (Protection) Act, 1986 and rules made thereunder;
- Other laws applicable to the Company as per the representations made by the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above except:

- Form MGT-14 is not filed with the Registrar for change in terms of the appointment of the Mr. Manish Goel, Managing Director of the Company;
- The Company has made default under section 185 by providing loan to one of its group company in which the existing director is a member;
- The Company has paid remuneration of ` 2,39,78,400/- to Mr. Manish Goel, Managing Director and ` 38,75,000/- to Mr. Ghanshyam Pandey, Whole Time Director of the Company without the prior approval of the Central Government;
- Intimation of the Board Meeting dated August 12, 2016 in which the dividend is to be declared and quarterly financials were to be approved was forwarded to the Stock Exchange dated August 03, 2016, However the Trading window was closed on August 05, 2016 which constitute a non-compliance of SEBI (Prohibition of Insider Trading Regulations), 2015.

I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In my opinion and to the best of my information and according to explanations given to me, I believe that the compliance management system of the Company seems adequate to ensure compliance of laws specifically applicable to the Company.

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings except in few cases, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

I further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period

October 27, 2017
New Delhi

Ishan Mahajan
CP No. 18275



Annexure-A

The Members,
SHILPI CABLE TECHNOLOGIES LIMITED
(CIN: L64201DL2006PLC150753)
A-19/B-1 Extension, Mohan Co-op. Industrial Estate,
Mathura Road, P.O. Badarpur,
New Delhi- 110044

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

October 27, 2017
New Delhi

Ishan Mahajan
Membership No. A47096
CP No. 18275

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This report is an integral part of the Director's Report. Aspects on industry structure and developments, opportunities and threats outlook, risks, internal control systems and their adequacy, material developments in human resources and industrial relations have been covered in the Director's Report. We present below a composite summary of performance of the various businesses and functions of the Company.

Industry Overview

India has emerged as the fastest growing economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1% in FY 2016-17. As per the Economic survey 2016-17, the Indian economy should grow between 6.75% and 7.5% in FY 2017-18. India has retained its position as the third largest startup based in the world with over 4,750 technology startups, with about 1400 new start-ups being founded in 2016, according to a report by NASSCOM. The Government of India announced demonetization of High denomination bank notes of ₹ 1000 and ₹ 500 with effect on November 8, 2016, in order to eliminate black money and to tackle the growing menace of fake Indian Currency notes, thereby creating opportunities for improvement in economic growth. By passing the risk of slowdown due to demonetization, the Indian economy is estimated to have grown rate at 7.1% in Financial Year 2016-17 according to CSO. However this growth would be still be lower compared with the impressive 7.9% growth rate in FY 2015-16. The Indian economy is expected to embark on a higher economic growth trajectory in FY 2017-18 owing to many proactive measures taken by the government, complimented by favorable economic conditions expected to prevail during the course of the year. The economy is expected to grow at 7.5% in FY 2017-18 on the back of increased agricultural production, owing to prediction of near normal monsoons this fiscal, increased government spending in infrastructure, expected surge in consumer spending with pent up demand being satiated and implementation of the Goods and Services Tax (GST). Besides, Government has also come up with Digital India Initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Future prospects

The key drivers of business growth are identified as:

1. To leverage our world class manufacturing facility for energy cables in the telecom sector which uses these cables for their network rollouts.
2. To maximize sale of RF cables in rollouts, IBS segment, Jumper business.
3. Company is aiming at maximum utilization of enhanced capacities created in the previous year.
4. To explore alternate energy sector for energy cables.

Industry Structure, Developments & Outlook

Brief discussion on the major sectors/segments in which the Company's business is present, with regard to their outlook, size, opportunities and prospects is presented below:

Telecom Sector

The Indian Telecom Sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The Employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphones sales and rising internet usage. International Data Corporation (IDC) predicts India to overtake US as the second-largest smartphone market globally by 2017 and to maintain high growth rate over the next five years as people switch to smartphones and gradually upgrade to 4G.

The mobile industry is expected to create a total economic value of ₹ 14 trillion (US\$ 217.37 billion) by the year 2020. The total number of telephone subscribers in the country rose by 11.13% year-on-year to 1,151.78 million in the September-December quarter of 2016.

The Government has fast tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom Companies. The Telecom Regulatory Authority of India (TRAI) focuses on identifying issues that make it difficult to do telecom business in India like license acquisition and spectrum allotment among others. The Government of India plans to auction the 5G spectrum in bands like 3,300 MHz and 3,400 MHz to promote initiatives

like internet of Things (IoT), machine to machine communications, instant high definition video transfer as well as its Smart Cities initiative.

India is the world's second-largest telecommunications market, with over 1.0 billion subscribers as of May 2015. The wireless segment (97.36 per cent of total telephone subscriptions) dominates the market. It has also been growing at a brisk pace. During FY 07-15, wireless subscriptions witnessed a CAGR of 24.78 per cent to 969.8 million. It is also the second largest country in terms of internet subscribers. The country is now the world's second largest smartphone market and will have almost one billion unique mobile subscribers by 2020.

India's telecommunications market is expected to experience further growth, fuelled by increased non-voice revenues and higher penetration in rural market. Telecom penetration in the nation's rural market is expected to increase to 70 per cent by 2017. The emergence of an affluent middle class is triggering demand for the mobile and internet segments.

Strong policy support from the government has been crucial to the sector's development. Foreign Direct Investment (FDI) cap in the telecom sector has been increased to 100 per cent from 74 per cent.

Termination of Joint Venture

The Joint Venture Agreement was executed last year (FY 2015-16) between Eyecom Telecommunication Equipment's Limited (ETEL) and Shilpi Cable Technologies Limited for the purpose of developing the business of manufacturing, importing, marketing, selling, repairing and installation of GSM cellular antenna, full line of RF repeaters and DAS components and telecommunication and automation system integration business in India. The whole idea to enter into the Agreement was to serve the Indian Market by providing the Antenna which are required by Indian Telecom Operators.

ETEL was under a contractual obligation to provide the technical know-how and technical assistance for setting up the manufacture facility, manufacturing of the products and establishing the manufacturing operations of the Company.

Despite of various reminders by the Company, ETEL failed to provide the antenna with the specifications as presently used by Indian operators which have defeated the whole purpose of the Company entering into the Agreement with ETEL. The non-availability of the required technology has also resulted into loss of business opportunity at various occasions for the Company. Due to which Company has decided to terminate the Joint Venture with ETEL.

Automotive Sector

The Automotive industry accounts for 7.1% of the Country's Gross domestic Product (GDP). The Two Wheelers segment with 81 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the Companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 13 per cent market share.

The sales of Passengers Vehicles, Commercial Vehicles and Two wheelers grew by 9.17 per cent, 3.03 per cent and 8.29 per cent respectively, during the period April-January 2017.

The Indian automotive aftermarket is estimated to grow at around 10-15% to reach US\$ 16.5 billion by 2021 from around US\$ 7 billion in 2016. It has the potential to generate up to US\$ 300 billion in annual revenue by 2026, create 65 million additional jobs and contribute over 12% to India Gross Domestic Product. The industry has attracted Foreign Direct Investment (FDI) worth US\$ 15.79 billion during the period April 2000 to September 2016, according to data released by Department of Industrial policy and Promotion (DIPP).

The Government of India encourages foreign Investment in the automobile sector and allows 100% FDI under the automatic route. Government aims to make automobiles manufacturing the main driver of 'Make in India' initiative, as it expects passenger vehicles market to triple to 9.4 millions units by 2016, as highlighted in the Auto Mission Plan (AMP) 2016-26. Further, Government plans to promote eco-friendly cars in the country i.e. CNG based vehicle, hybrid vehicle and electric vehicle and also made mandatory of 5% ethanol blending in petrol.

Consumer Durables

The consumer durables market is expected to reach US\$ 20.6 billion by 2020. Urban markets account for the major share (65 per cent) of total revenues in the consumer durables sector in India. There is a lot of scope for growth from rural markets with consumption expected to grow in these areas as penetration of brands increases. Also demand for durables like refrigerators as well as consumer electronic goods are likely to witness growing demand in the coming years in the rural markets as the government plans to invest significantly in rural electrification.



Under the upcoming Budget Scheme 2017-18, the government is likely to retain its focus on rural economy by continuing the pro-poor and pro-farmer schemes.

The FMCG sector has grown at an annual average of about 11 per cent over the last decade. The overall FMCG market is expected to increase at (CAGR) of 14.7 per cent to touch US\$ 110.4 billion during 2012-2020, with the rural FMCG market anticipated to increase at a CAGR of 17.7 per cent to reach US\$ 100 billion during 2012-2025. Food products is the leading segment, accounting for 43 per cent of the overall market. Personal care (22 per cent) and fabric care (12 per cent) come next in terms of market share.

Growing awareness, easier access, and changing lifestyles have been the key growth drivers for the consumer market. The Government of India's policies and regulatory frameworks such as relaxation of license rules and approval of 51 per cent foreign direct investment (FDI) in multi-brand and 100 per cent in single-brand retail are some of the major growth drivers for the consumer market.

The growing purchasing power and rising influence of the social media have enabled Indian consumers to splurge on good things. The Indian consumer sector has grown at an annual rate of 5.7 per cent between FY 2005 to FY 2015. India's nominal year-on-year expenditure growth of 12 per cent, which is more than double the global anticipated rate of 5 per cent, will lead to India becoming the third largest consumer market by 2025.

India is one of the Largest Growing Market in the world. By 2020, the electronics market in India is expected to increase to US\$ 28 billion from US\$ 100 billion in FY 2017-18. The production is expected to reach to US\$ 104 billion by 2020. Some of the Consumer Electronics key products are as follows:

- a) **Liquid Crystal Displays (LCDs):** The price decline due to relatively low import duty on LCD panels, higher penetration levels & the introduction of small entry-size models are key growth drivers in the segment. In 2015, total market for Flat Panel Display TV is expected to reach USD6.40 billion while 14.38 million units are expected to be bought in the same year.
- b) **Direct to Home (DTH):** The Set-Top Box (STB) market is growing rapidly, due to the expansion of DTH & introduction of the Conditional Access System (CAS) in metro's. DTH subscriber base in India reached 88.40 million in FY16 & is expected to reach 200 million by 2018, thereby making India one of the world's largest DTH market.
- c) **Refrigerators:** This segment makes up 31 per cent of the consumer appliances market. The import and export of refrigerators stood at 382.48 million & 250.22 million. Whereas in FY17 (April-Sept), the import stood around US\$ 215.08 million and exports were valued at US\$ 144.36 million.
- d) **Air Conditioners (ACs):** The Indian ACs market size by volume accounted for sales of 10 million units in 2015. The size of the residential segment of room ACs expanded to USD1.47 billion in 2015. The production of air conditioners was 27.96 lakh in FY16 and 17.12 lakh in FY17 (April-Oct) in the organized sector.
- e) **Washing Appliances:** This Segment size is estimated to be USD727 million in 2015. Washing machine is expected to exhibit 8-9 per cent year on year growth. In the organized sector, production of washing appliances was 43.10 lakh in FY16 and 31.09 lakh in FY17 (April-Oct).

Recent Investments by Key Players:

October 15: Videocon planned an investment of US\$ 76.38 million to set up mobile handset assembly plant in Punjab.

January 16: Samsung India Electronics expanded its Smart Class initiative across the West-Bengal.

February 16: Whirlpool Corporation announced investment of US\$ 40.6 million in its dishwasher manufacturing facility, at Ohio.

June 16: Godrej announced its plans to invest US\$ 29.87 million to enhance production at its Punjab & Pune's home appliances manufacturing facilities.

Further During FY 2017-18, Amway announced its entry into the customer durables sector with the launch of a premium cookware range by the brand name Amway Queen.

With the demand for skilled labour growing among Indian industries, the government plans to train 500 million people by 2022 and is also encouraging private players and entrepreneurs to invest in the venture.

Many governments, corporate and educational organisations are working towards providing training and education to create a skilled workforce.

The Government of India has drafted a new Consumer Protection Bill with special emphasis on setting up an extensive mechanism to ensure simple, speedy, accessible, affordable and timely delivery of justice to consumers.

RF Cables and Connectors etc.

It is estimated that total about 3 lakh BTS Towers per annum are going to be installed by various telecom service providers in the near future. Your Company supplies RF Cables, Earthing strips and Connectors for these towers.

The Total market for the segment is estimated at Rs. 500 Cr per annum. Though the RF cables usage 3G/4G roll out is on decline because of use of RRU, but continues to be used in the BTS which are getting relocated. Your Company continues to enjoy leadership position and dominant market share in this segment.

Opportunities

1. GST Impact

The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 2 trillion along with a population of 1.2 billion people, which will be a big draw for investors. Mr. Mark Mobius, Executive Chairman, Templeton EM, opined that the Goods and Services Tax will lead to mergers and rise of world class consumer Companies in India.

2. E-Commerce

Online portals are expected to play a key role for Companies trying to enter the hinterlands. The Internet has contributed in a big way, facilitating a cheaper and more convenient means to increase a Company's reach.

3. Focus on Lifestyle Products

Over the past two decades, liberalization and globalization has presented people of all ages with more choices in the market place. At the same time, faster economic growth has augmented disposable incomes. The Combination of these two trends has given rise to demand for more aspirational and lifestyle products. Anticipating this, the Company has been delivering lifestyle products to consumers and benefiting from this trend.

Risks

The Company is exposed to risks arising out of the dynamic macro-economic environment as well as form internal business drivers. These could adversely impact its ability to create value over the short, medium and long-term.

The Company has a Risk Management Manual in place that defines the policies, lays out the strategies and methodology to decide on the risk taking ability of the Organization. The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial or political. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters, reviews the same on a periodic basis and takes appropriate corrective action when necessary. Operationally, our Company does not depend on a single vendor for any of its major raw materials. It has in place a well-defined practice on the levels of inventory that need to be maintained which while ensuring customer serviceability also ensures minimal stock holdings together with a clearly documented practice where credit risks are analyzed prior to taking exposures with customer etc.

The key risks are as follows:

a) Financial Risks

- Downgrade in credit rating of Company's Securities may have an adverse impact on the Company's ability to raise finance at Competitive rates.
- The Company has substantial amount of debt, which may adversely affect its cash flow and its ability to operate the business.
- Any Changes in assumptions underlying the carrying value of certain assets, including as a result of adverse market conditions, could result in impairment of such assets.
- Restrictive covenants in financial agreements may limit the Company's financial flexibility and adversely impact its financial condition, results of operation and prospects.

b) Regulatory Risks

- Non-Compliance to regulatory and environmental norms may result in liabilities and damage the Company's reputation.



- The Company may benefit from certain protective trade restrictions, including anti-dumping laws, countervailing duties and tariffs, which if not available, may adversely affect its operations and financial condition.
- The Company's business could be affected by potential regulatory and judicial actions.

c) Operational Risks

- The Company's operations and financial condition could be adversely affected if it is unable to successfully implement its growth strategies.
- The Company's industry is inherently hazardous. Unsafe conditions/ acts leading to loss of life, injury may result in Capital, financial and reputational damage.
- Failure of Information Technology systems which control the Company's manufacturing plants may adversely impact its business operations.

d) Market Related Risks

- Competition from other materials, or changes in the products or manufacturing processes of the Company's customers who use cables and wires products, could reduce market prices and demand for the Company's products, thereby reducing its cash flow and profitability.
- Product liability claims may adversely affect the Company's operations and finance.

e) People Risks

- The Company's success depends on the continued services of its senior management team and business and prospects could suffer if it loses one or more key personnel or if it is unable to attract and retain its employees.
- Any labour unrest could adversely affect the Company's operations and financial Condition.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's and its direct and indirect subsidiaries objectives, projections, estimates and expectations may be *forward looking statements* within the meaning of applicable laws and regulations. Actual results could differ materially from these expressed or implied. Important factors that could make a difference to the Company's operations include among others, climate conditions, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

Shilpi is committed to the adoption of best governance practices and its adherence in the true spirit, at all times. Our Governance practices stems from an inherent desire to improve, innovate and reflects the culture of trusteeship that is deeply ingrained in our value system and forms part of the strategic thought process.

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

2. BOARD OF DIRECTORS

The Board of Directors, along with its Committees, provides leadership and guidance to the management directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has engaged and well informed Board with qualifications and experience in diverse areas.

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board of Directors as on March 31, 2017, comprised 6 Directors, of which 3 were Independent Directors (Including One Women Independent Director), One Non-Executive Chairman, one Whole time Director and One Managing Director. None of the Directors hold office in more than 20 Companies and in more than 10 public Companies. None of the Independent Directors serve as an Independent Director in more than seven listed Companies. All Directors are also in compliance of the limit on Independent Directorships of listed Companies as prescribed in Regulation 25 (1) of the Listing Regulations. The Managing Director does not serve as Independent Director in any Listed Company.

The details of each member of the Board as on March 31, 2017 along with the relationship with directors, number of directorship in other Companies/committee positions are provided herein below:

Name of the Director	Category	Relationship with other directors	Number of Directorships in other Companies*(As on 31.03.2017)	Number of committee positions held in other companies# (As on 31.03.2017)	
				Chairperson	Member
Mr. Mukesh Kumar Gupta Chairman DIN- 00163044	Promoter Non-Executive	Father of Mr. Manish Goel	Nil	Nil	Nil
Mr. Manish Goel Managing Director DIN-00163105	Promoter Executive	Son of Mr. Mukesh Kumar Gupta	Nil	Nil	Nil
Mr. Ghanshyam Pandey Whole Time Director DIN-00163072	Executive	None	Nil	Nil	Nil
Mr. Sunil Kala DIN-00511839	Independent Non Executive	None	1	2	Nil



Mr. Sandeep Gupta DIN-00638932	Independent Non Executive	None	1	3	Nil
Mrs. Chitra Sarkar DIN-07192871	Independent Non Executive	None	Nil	Nil	Nil
Mr. Hans Dass Maheshwari (Representative of IDBI consortium as lender) (Upto 11.02.2017) DIN: 00086076	Nominee Non Executive	None	Nil	Nil	Nil
Mr. Vikas Gupta (Upto 30.03.2017) DIN: 07144862	Independent Non Executive	None	Nil	Nil	Nil
Mrs. Malika Gupta (Upto 04.08.2016) DIN: 07143856	Independent Non Executive	None	Nil	Nil	Nil

***Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.**

#Includes only Audit Committee and Stakeholders' Relationship Committee.

Directors' Attendance Record

During the Financial Year 2016-17, (6) six meetings of the Board of Directors were held on 30.05.2016, 12.08.2016, 14.11.2016, 30.12.2016, 14.02.2017 and 08.03.2017. Details of attendance of Directors in the Board meeting during the financial year 2016-17 are as under:-

Name of the Director	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Mukesh Kumar Gupta	6	Yes
Mr. Ghanshyam Pandey	6	Yes
Mr. Manish Goel	5	Yes
Mr. Sunil Kala	3	No
Mr. Sandeep Gupta	1	Yes
Mrs. Chitra Sarkar	5	No
Mr. Hans Dass Maheshwari (Upto 11.02.2017)	Nil	No
Mr. Vikas Gupta (upto 30.03.2017)	6	No
Mrs. Malika Gupta (Upto 04.08.2016)	Nil	No

Familiarization Programme

The Company has an ongoing familiarization programme for its Independent Directors, with the objective familiarizing them with the Company, its operations and business mode, nature of the industry and environment in which it operates, the regulatory environment applicable to it and also the roles, rights and responsibilities of Independent Directors.

Details of familiarization programmes imparted to Independent Directors are available on the Company's website at the following weblink

<http://www.shilpicables.com/pdf/Familiarisation%20Programme%20for%20Ind.%20Directors.pdf>

Number of Shares and convertible instruments held by non- executive directors

None of the Non-Executive Directors holds any share or convertible securities in the Company except Mr. Mukesh Kumar Gupta, Chairman of the company who holds 16,000 equity shares in the company.

3. AUDIT COMMITTEE

(a) Terms of Reference

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013 and the provisions of the Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, *inter alia*, performs the following functions:

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and replacement of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for its approval, with particular reference to:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

- a) Changes, if any, in accounting policies and practices and reasons for the same
 - b) Major accounting entries involving estimates based on the exercise of judgment by Management
 - c) Significant adjustments made in the financial statements arising out of audit observations
 - d) Compliance with listing and other legal requirements relating to financial statements
 - e) Disclosure of any related party transactions
 - f) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
 8. Approving transactions, including any subsequent modifications, of the Company with related parties.
 9. Scrutinizing inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluating internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussing with internal auditors any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. Reviewing the functioning of the whistle blower mechanism, in case the same is existing;



19. Reviewing of management discussion and analysis of financial condition and results of operations, statements of significant related party transactions submitted by management, management letters/letters of internal control weaknesses issued by the statutory auditors, internal audit reports relating to internal control weaknesses, and the appointment, removal and terms of remuneration of the chief internal auditor.
20. Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
21. Generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Act and any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee has been given the powers prescribed under Regulation 18(2)(c) of the Listing Regulations.

(b) Composition

The Audit Committee of the Company as on March 31, 2017 comprises of 2 Non Executive Independent Directors and one Executive Director. Mr. Sandeep Gupta as the Chairperson, Mr. Sunil Kala and Mr. Ghanshyam Pandey are other two members of the Audit Committee.

(c) Attendance

The Committee met four (4) times during the Financial Year 2016-17 on the following dates: 30.05.2016, 12.08.2016, 14.11.2016 & 14.02.2017. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Category	Attendance at the Audit Committee Meeting			
		30.05.2016	12.08.2016	14.11.2016	14.02.2017
Mr. Sandeep Gupta Chairman	Non-Executive Independent Director	Yes	Yes	Yes	Yes
Mr. Ghanshyam Pandey	Executive Director	No	Yes	Yes	No
Mr. Sunil Kala	Non-Executive Independent Director	Yes	Yes	Yes	Yes

The Company Secretary of the company acts as the Secretary of the committee.

Mr. Sandeep Gupta, Chairman of the Audit Committee was present at the AGM of the Company held on 30th September, 2016.

During the year, all the recommendations made by the Committee has accepted by the Board.

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Composition

The Nomination and Remuneration Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Committee met one time during the Financial Year 2016-17 on 12.08.2016. Details of attendance of Directors in the Nomination and Remuneration Committee meeting are as under:

Name of the Director	Category	Attendance at the Nomination & Remuneration Committee Meeting
Mr. Sandeep Gupta- Chairman	Non-Executive Independent Director	No
Mr. Sunil Kala	Non-Executive Independent Director	Yes
Mr. Mukesh Kumar Gupta	Non-Executive Director	Yes

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on 30th September, 2016.

(b) Terms of reference

1. It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal.

2. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
3. It shall, while formulating the remuneration policy ensure that –
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
 - d) Criteria and carry out evaluation of each Director's performance and performance of the board as whole
 - e) Devising a policy on Board diversity;

(c) Remuneration Policy of the Company

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time. The copy of Nomination & Remuneration Policy of the Company is annexed to the Board's Report and form part of the Annual Report.

The Remuneration policy of the Company is reproduced herein below:

i. Remuneration to Executive Directors:

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

I. Details of the Managerial Remuneration paid to the Executive Directors during Financial Year 2016-17 is as under:

Executive Director	Relationship with other Directors	Business relationship with Company, if any	Remuneration during 2016-17 (in lakhs)			
			All elements of remuneration package i.e. salary, allowances & other benefits etc	Fixed Component & performance linked activities, along with performance criteria	Service contract, notice period, severance fee	Stock Option details, if any
Mr. Manish Goel	Son of Mr. Mukesh Kumar Gupta, Director	Managing Director	See note (a) & (d) mentioned below	Nil	See note (c)	Nil
Mr. Ghanshyam Pandey	None	Whole time Director	See note (a) & (d) mentioned below	Nil	See note (c)	Nil*

*30,813 options were granted to Mr. Ghanshyam Pandey but no option was exercised by him during his tenure as Whole time director in the Company. Further, he has resigned w.e.f 06th June 2017 due to which his options stands lapsed.

(a) The remuneration paid to Mr. Manish Goel & Mr. Ghanshyam Pandey was ` 239.78 lakhs & ` 38.75 lakhs



during the financial year 2016-17. The brief details related to elements of their remuneration package i.e. salary, allowances & other benefits was well explained in the Annexure VI to the Director's Report.

- (b) No Performance linked incentive is given to Mr. Manish Goel and Mr. Ghanshyam Pandey.
- (c) The tenure of Managing Director and Whole time Director is for 5 years from their respective date of appointment and can be terminated by either party by giving One month notice in writing. No severance fees is payable to the Managing Director.
- (d) As the Company did not have profits for the year ended March 31, 2017, the whole remuneration paid to the Managing Director & Whole time Director was in excess of the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V of the Act. The Company is in the process of complying with the statutory requirements prescribed to regularize such excess payments, including seeking approval of shareholders / central government, as necessary.

ii. Remuneration to Non- Executive / Independent Directors:

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

(d) Board and Director Evaluation and Criteria for Evaluation

The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee (NRC) has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process of the Board, its Committees and Directors. The criteria for Board Evaluation includes inter alia, structure of the Board, including qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/ support to management outside Board/ Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Criteria for evaluation of the Committees of the Board include mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Board's Report.

5) REMUNERATION OF DIRECTORS

(a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

The Company has taken the premises from Mr. Mukesh Kumar Gupta, Non-Executive director of the Company for which it has paid rent security and pays rent on monthly basis. Other than this Non-Executive Directors are paid sitting fees for attending Board or Committee Meetings. The amount of transaction has been disclosed in the notes to the annual financial statements [Sub-note 13 of Note 28 - Related Party Transactions].

(b) Criteria of making payments to non-executive directors

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the company:

<http://www.shilpicables.com/pdf/NominationRemuneration%20Policy.pdf>

(c) Disclosure with respect to remunerations

Name of Director	Sitting fees (` in lakhs)	Salary (` in lakhs)	Commission, Perks & perquisites	Total Amount (` in lakhs)	No. of Shares held & %
Mr. Manish Goel	Nil	239.78	Nil	239.78	14000 (0.01%)
Mr. Ghanshyam Pandey	Nil	38.75	Nil	38.75	10 (0.00%)
Mr. Mukesh Kumar Gupta	2.25	Nil	Nil	2.25	16000 (0.02%)
Mr. Sunil Kala	1.25	Nil	Nil	1.25	Nil
Mr. Sandeep Gupta	0.75	Nil	Nil	0.75	Nil
Mr. Hans Das Maheshwari	Nil	Nil	Nil	Nil	Nil
Mr. Vikas Gupta	1.50	Nil	Nil	1.50	Nil
Ms. Malika Gupta	0.25	Nil	Nil	0.25	Nil
Ms. Chitra Sarkar	1.25	Nil	Nil	1.25	Nil

None of the directors of the Company have been provided any Stock Option.

(d) Service contracts, notice period, severance fees:

The appointment of the Executive Directors is governed by Resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director.

6. STAKEHOLDERS' RELATIONSHIP/GRIEVANCE COMMITTEE

Pursuant to Section 178 of the Act and SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 the Board has constituted a "Stakeholders' Relationship Committee" to look into redressal of Shareholder's / investors' complaints, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.



Details of composition of Stakeholders' Relationship Committee (SRC) as on March 31, 2017 are given below:

Sl. No.	Name	Designation	Category
1.	Mr. Sandeep Gupta	Chairman	Non- Executive Independent Director
2.	Mr. Sunil Kala	Member	Non- Executive Independent Director
3.	Mr. Ghanshyam Pandey	Member	Executive Director

The Committee met One (1) time during the Financial Year 2016-17 on 12.08.2016.

The Committee is headed by Mr. Sandeep Gupta. Mr. Gurvinder Singh, Company Secretary acted as the Compliance Officer of the Company for the purpose of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 to look after the compliances under the Listing Agreement and other SEBI Rules & Regulations etc.

The details of complaints received and resolved during the Financial Year ended March 31, 2017 are given in the table below:

Number of Investor's Complaint pending as on the start of the financial year	Nil
Number of Investor's Complaint received during the financial year	3
Number of Investor's Complaint resolved	3
Number of Investor's Complaint pending as on the close of the financial year	Nil
Number of Investor's Complaint not solved to the satisfaction of shareholders.	Nil

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013.

Name of the Director	Designation	Category
Mr. Sandeep Gupta	Chairman	Non-Executive Independent Director
Mr. Sunil Kala	Member	Non-Executive Independent Director
Mr. Ghanshyam Pandey	Member	Executive Director

TERMS OF REFERENCE

CSR committee is responsible to:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above; and
- Monitor the Corporate Social Responsibility Policy of the company from time to time.

8. FINANCE COMMITTEE

The Finance Committee has been constituted to perform the duties as per the powers given to them by Board of Directors. The Committee met fourteen (14) times during the Financial Year 2016-17. Details of attendance of Directors in the Finance Committee meeting are as under:

Attendance at the Finance Committee Meeting	Name of the Director		
	Mr. Mukesh Kumar Gupta Chairman (Non-Executive Director)	Mr. Manish Goel (Executive Director)	Mr. Ghanshyam Pandey (Executive Director)
04.07.2016	Yes	No	Yes
24.09.2016	Yes	Yes	No
29.09.2016	Yes	Yes	No
30.09.2016	Yes	Yes	No

Attendance at the Finance Committee Meeting	Name of the Director		
	Mr. Mukesh Kumar Gupta Chairman (Non-Executive Director)	Mr. Manish Goel (Executive Director)	Mr. Ghanshyam Pandey (Executive Director)
07.10.2016	Yes	Yes	No
20.10.2016	Yes	No	Yes
02.11.2016	Yes	Yes	No
08.12.2016	No	Yes	Yes
31.12.2016	No	Yes	Yes
13.01.2017	No	Yes	Yes
16.02.2017	No	Yes	Yes
06.03.2017	No	Yes	Yes
17.03.2017	No	Yes	Yes
24.03.2017	No	Yes	Yes

TERMS OF REFERENCE

Terms of Reference of the Committee, inter alia, includes the following:

- Review the Company's financial policies, strategies and capital structure, working capital and cash flow management, recommendations to the Board with respect thereto, as it may deem advisable
- Review banking arrangements and cash management
- Exercise all powers to borrow money (otherwise than by issue of debentures) and take necessary actions connected therewith, including refinancing for optimization of borrowing costs.
- To approve short term or long-term financing/borrowing decisions, including financing/borrowing decisions directly linked to Working Capital requirement, Term Loan, secured and unsecured loans.
- To approve the agreement for entering into transactions in futures, options, swaps, forward rate agreements, foreign exchange transactions, letters of credit, acceptance credit facilities and other financial instruments, and to give related guarantees.
- To approve opening of Bank Account/Commodity hedging Account.
- To approve policy for hedging of commodity price risk.
- To approve policy for the management of foreign exchange risk, interest rate risk and refinancing risk.
- Borrow money by way of loan and/or issue and allot bonds/notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments.
- To Provide corporate guarantee/Bank Guarantee/Performance guarantee/Loan/ making investment by the Company whether within or outside the country.
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee
- Delegate authorities from time to time to the executives/ authorised persons to implement the Committee's decisions
- Review regularly and make recommendations about changes to the charter of the Committee.
- To make decisions in connection with any arrangement, document or matter necessary, ancillary, incidental or desirable to give effect to all its powers and authority.



9. GENERAL BODY MEETINGS

A) Annual General Meetings: Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2014	01.09.2014	Siri Fort Auditorium Complex (Auditorium-III), August Kranti Marg, New Delhi- 110049	11.30 AM	7
2015	30.09.2015	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S.Colony, Delhi Cantt.-110010	11.30 AM	4
2016	30.09.2016	Mapple Emerald, Rajokri, National Highway-8, New Delhi, 110038	10.30 AM	5

Special Resolution passed during the last three Annual General Meeting.

Year	Date	Business passed
2014	01.09.2014	<ul style="list-style-type: none"> Alteration in Articles of Association Approval of Employee Stock Option Scheme 2014 for the eligible employees of the Company. Approval of Grant of Employee Stock Option Scheme 2014 for the eligible employees of the Subsidiaries Increase in Authorised Capital Issue of Bonus Shares Approval of related party transaction with AGH Wires Pvt. Ltd Approval of related party transaction with Shilpi Cables Pvt. Ltd. and Mr. Mukesh Kumar Gupta
2015	30.09.2015	<ul style="list-style-type: none"> Increase in Authorized Share Capital Issue of convertible warrants on preferential basis Increase in remuneration of Mr. Manish Goel, Managing Director Increase the remuneration of Mr. Ghanshyam Pandey, Whole Time Director
2016	30.09.2016	<ul style="list-style-type: none"> Appointment of Mr. Ghanshyam Pandey (DIN: 00163072) as Whole Time Director of the Company Increase in remuneration of Mr. Manish Goel, Managing Director Increase in borrowing limits of the Company Increase in limit of Investment by Company Private Placement of Non-Convertible Debentures and/or other Debt Securities.

B) Special Resolution passed at the Extra-ordinary General Meeting- No Extra-ordinary General Meetings were held during the Financial Year 2016-17.

C) Special Resolution passed through Postal Ballot

No resolution has been passed through postal ballot process during the year under review. Further, there is no resolution proposed in the ensuing Annual general Meeting to the passed through postal ballot process.

10. MEANS OF COMMUNICATION

(a) Quarterly results

The Company publishes limited reviewun-audited consolidated financial results on a quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year.

(b) Newspaper wherein results normally published

The quarterly/ half-yearly/ annual financial results are published in Business Standard in both English and Hindi Daily editions



Besides communicating to the stock exchanges on which the company's shares are listed, the notices of the board meetings at which quarterly/half yearly results get approved are published in the following newspapers:

Particulars	Name of the Newspaper
English Newspapers in which quarterly/half yearly results were published	Business Standard
Vernacular Newspapers in which quarterly/half yearly results were published	Business Standard

(c) **Any website where displayed** Yes – www.shilpicables.com

(d) Official news releases and presentations made to Analysts are posted on the Company's website.

Your Company makes timely disclosures of necessary information to the stock exchange in terms of the Listing Agreement(s) and other rules and regulations issued by SEBI.

www.listing.bseindia.com and www.connect2nse.com (NSE Electronic Application Processing System) are web-based application designed by BSE & National Stock Exchange of India Limited respectively for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centres.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

11. GENERAL SHAREHOLDERS INFORMATION

(a) **11th Annual General Meeting:**

Date & Day	November 30, 2017, Thursday
Time	10:30 A.M.
Venue	Mapple Emerland, Rajokri, National Highway-8, New Delhi, 110038

(b) **Financial Year** April 01, 2016 to March 31, 2017

(c) **Dividend Payment Date** The Board of Directors of the Company has not recommend dividend for the Financial year 2016-17.

(d) **Listing on Stock Exchanges**

At present the equity shares of the Company are listed on the following Stock Exchanges.

Name of Stock Exchanges	Stock Code	ISIN With NSDL & CDSL
BSE Limited (BSE) BSE Limited P.J. Towers, Dalal Street, Mumbai-400 001	533389	INE510K01019
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, 'G' Block, BandraKurla Complex, Bandra (East), Mumbai-400 051	SHILPI	

The Annual listing fee for the financial Year 2017-18 has been paid by the company.

(e) **Market Price Data:**

Market Price Data: High, Low (based on the closing prices) and volume during each month in last financial year.

Month	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Volume (No. of shares)	High (₹)	Low (₹)	Volume (No. of shares)
Apr-16	62.40	51.65	6,18,921	62.50	51.20	19,70,147
May-16	105.95	56.30	29,12,302	106.00	56.60	1,18,42,067



Jun-16	177.45	103.50	33,53,156	177.85	103.30	1,37,61,669
Jul-16	188.40	171.50	16,70,876	188.50	171.65	65,75,471
Aug-16	198.25	176.00	10,36,879	199.00	176.00	50,73,117
Sep-16	211.55	194.65	13,89,161	211.30	191.70	58,00,127
Oct-16	209.40	192.35	12,61,069	209.75	191.15	50,05,893
Nov-16	205.80	159.50	14,74,153	206.00	159.60	58,83,325
Dec-16	218.00	190.60	16,61,101	205.10	190.15	71,43,546
Jan-17	237.65	193.40	17,21,871	238.85	192.80	81,47,238
Feb-17	247.70	178.90	27,08,709	229.20	180.15	74,04,732
Mar-17	238.00	209.10	28,61,010	224.85	209.15	82,03,438

Source: Web-sites of BSE and NSE

(f) Share Price Performance in comparison to broad based indices – BSE Sensex and NSE Nifty as on March 31, 2017

	31.03.2016	31.03.2017	% change
BSE Sensex	25341.86	29620.50	16.88%
Nifty	7738.40	9173.75	18.54%
Shilpi	52.30	218.15	317.11%

(g) Registrar and Share Transfer Agent & Share Transfer System

M/s. BEETAL Financial & Computer Services Pvt. Ltd, having its registered office at Beetal House, 3rd Floor 99, Madangir behind LSC, New Delhi-110062 is the registrar and transfer agent of the Company which carry out the process of share transfer held in physical and DEMAT form of the Company.

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 subject to the documents being in order.

All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

Particulars	BEETAL Financial & Computer Services Pvt Ltd
Contact Person	Mr. Punit Mittal
Address	Beetal House, 3 rd floor, 99 Madangir, Behind Local shopping Centre, Near Dada Harsukhdas Mandir, Delhi-110062
Telephone No.	011-29961281
Fax No.	011-29961284
E-mail	beetalrta@gmail.com

The Company's shares are traded on the Stock Exchanges compulsorily in DEMAT form.

The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015 pertaining to share transfer system.

(h) Distribution of Shareholding as on March 31, 2017:

Shareholding of Nominal Value of `	Number of Shareholders	% to Total	Number of Shares	Nominal Value (Amount in `)	% to Total
(1)	(2)	(3)	(4)	(5)	(6)
Up to 5,000	6830	84.16	778872	7788720	0.71
5,001-10,000	529	6.56	424777	4247770	0.39
10,001-20,000	288	3.54	443652	4436520	0.40
20,001-30,000	94	1.15	243650	2436500	0.22
30,001-40,000	66	0.81	240064	2400640	0.21
40,001-50,000	32	0.39	146783	1467830	0.13
50,001-1,00,000	98	1.20	749898	7498980	0.67
1,00,001 and Above	178	2.19	107604576	1076045760	97.27
Total	8115	100	110632272	1106322720	100

(i) Dematerialization of shares and liquidity:

The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). As on March 31, 2017, 99.99% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

(j) There are no outstanding GDRs/ ADRs or any other convertible Instruments as on the March 31, 2017.

(k) During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note No. 28 to the Standalone Financial Statements.

(l) Status of dividend remaining unclaimed:

Unclaimed dividend	Status	Amount (in `)	Whether it can be claimed	Can be claimed from/ Contact Person	Action to be taken
For the financial year 2013-14	Amount lying inrespective Unpaid Dividend Accounts	1,95,282	Yes	Company Secretary, Mr. Gurvinder Singh	Mail to cs@shilpicabletech.com
For the financial year 2014-15	Amount lying inrespective Unpaid Dividend Accounts	1,11,343	Yes	Company Secretary, Mr. Gurvinder Singh	Mail to cs@shilpicabletech.com
For the financial year 2015-16	Amount lying inrespective Unpaid Dividend Accounts	82,459	Yes	Company Secretary, Mr. Gurvinder Singh	Mail to cs@shilpicabletech.com

The Company has hosted on its website the details of the unclaimed dividend amounts for the Financial Year 2013-14 as per the Notification No. G S R 352 (E) dated 10 May, 2012 of Ministry of Corporate Affairs. (as per Section 124 of the Companies Act, 2013)

(m) Plant Locations: The Company has manufacturing units located at:

Unit I

SP 1037, RIICO Industrial Area
Chopanki, Bhiwadi, Tehsil-Tijara
Distt. Alwar, Rajasthan.

Unit II

Plot no E 138, RIICO Industrial area,
Phase 1, Distt. Alwar, Bhiwadi, Rajasthan.



- (n) **Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Investor Relations Centre

Shilpi Cable Technologies Ltd

CIN:L64201DL2006PLC150753

Regd. Office:A-19/ B-1 Extension,
Mohan Co-operative Industrial Estate,
P.O. Badarpur, Mathura Road, New Delhi-110044
Phone: 011- 43117900, Fax: 011- 43117922
e-mail: investors@shilpicabletech.com

12. Other Disclosures:

- (a) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. During the year, there were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, their subsidiaries, the Directors, the KMP, the management or relatives, or other designated persons, that may have a potential conflict with the interests of the Company at large.
- (b) All related party transactions entered into during the year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and Listing Regulations. The Company has adopted a Related Party Transactions Policy and the same is displayed on the Company's website at the following weblink:
www.shilpicables.com/pdf/RPT%20policy.pdf
- (c) The Company has complied with the requirements of the Stock Exchanges, SEBI and statutory authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these authorities.
- (d) The Company has adopted a Vigil Mechanism Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy provides for adequate safeguards against victimization of employees who avail the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- (e) The Company has complied with all mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.
- (f) In terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website. The Policy can be accessed at:
<http://www.shilpicables.com/pdf/Policy%20for%20Determining%20Material%20Subsidiary.pdf>

13. The company has complied with the requirements of corporate governance report.

14. The status of Compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:

- The Chairperson of the Company is Non-Executive Director who is also promoter of the Company, he doesn't take any reimbursement incurred in performance of his duties.
- Quarterly financial statements are published in Business Standard newspaper and uploaded on Company's website www.shilpicables.com
- The Auditors have given modified opinion on the financial statement and management has given their view on that in the board report.
- Presently, Mr. Mukesh Kumar Gupta is the Chairperson of the Company, Mr. Manish Goel is Managing Director of the Company.
- The Internal Auditor of the Company directly reports to the Audit Committee.



CEO-MD/CFO Certification

We, Manish Goel, Managing Director and Shailendra Kumar, Chief Financial Officer of Shilpi Cable Technologies Limited, to the best of our knowledge, information and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2017 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of 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.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they 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 over financial reporting.

Date : 05 November, 2017
Place: New Delhi

Manish Goel
Managing Director

Shailendra Kumar
Chief Financial Officer



DECLARATION

I, Manish Goel, Managing Director of the company confirm and certify that the members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management for the financial Year 2016-17.

For **Shilpi Cable Technologies Limited**

Manish Goel
Managing Director

Date: 05 November, 2017

Place: New Delhi



COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Shilpi Cable Technologies Ltd

We have examined the compliance of conditions of Corporate Governance by SHILPI CABLE TECHNOLOGIES LTD, for the year ended on 31st March, 2017, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing Agreement of the said company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 05 November, 2017
Place: New Delhi

Uma Verma
Company Secretary
ACS No.:41116
CP No.-18283

**Business Responsibility Report****SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1	Corporate Identity Number (CIN)	L64201DL2006PLC150753
2	Name of the Company	Shilpi Cable Technologies Limited
3	Registered Address	A-19/B-1 Extension, Mohan Co-op. Industrial Estate, Mathura Road, P.O. Badarpur, New Delhi-110044, India
4	Website	www.shilpicables.com
5	Email ID	info@shilpicabletech.com
6	Financial Year Reported	2016-2017
7	Sectors that Company is engaged in (Industrial activity code wise)	Manufacturing of Cables and Wires NIC : 2732* (*This Classification is as per National Industrial Classification- Ministry of Statistics and Programme Implementation)
8	List three Key products/Services that the Company Manufactures/Provides (as in balance sheet)	1. RF Cables 2. Energy Cables 3. RF Accessories
9	Total Number of Locations where business activity is undertaken by the Company	Locations-2
10	Markets served by the Company	Domestic & International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	11,063.23 lakhs
2	Total Turnover (INR)	200,442.92 lakhs
3	Total Profit/(Loss) after taxes (INR)	(68,538.83) lakhs
4	Total spending on CSR as a Percentage of profit after tax%	120.45 lakhs, which is approx. 2.01% of the average net profit of the Company for the last three financial years.
5	List of activities in which expenditure in 4 above has been incurred:-	Please refer Director's Report.

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?
Please refer Director's report.
- Do the Subsidiary Company/Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).
No.
- Do any other entity/entities (e.g. Suppliers, distributors etc.) that the company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?(Less than 30%, 30-60%, More than 60%).
NA.

SECTION D: BR INFORMATION

- Details of Director/Directors responsible for BR
 - Details of the Director responsible for implementation of the BR policy/policies
 - DIN Number – 00163105
 - Name – Mr. Manish Goel
 - Designation - Managing Director

b. Details of the BR Head

No.	Particulars	Details
1	DIN Number	00163105
2	Name	Mr. Manish Goel
3	Designation	Managing Director
4	Telephone Number	011-43117900
5	e-mail id	manish.goel@shilpicabletech.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

- Principle 1 : Ethics, Transparency and Accountability [P1]
- Principle 2 : Products Lifecycle Sustainability[P2]
- Principle 3 : Employees ' Well-being[P3]
- Principle 4 : Stakeholders Engagement [P4]
- Principle 5 : Human Rights[P5]
- Principle 6 : Environment [P6]
- Principle 7 : Policy Advocacy[P7]
- Principle 8 : Inclusive Growth[P8]
- Principle 9 : Customer Value [P9]

a. Details of Compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do You have Policy/Policies for...?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the Policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/international Standards? If yes, specify? (50 words) (The policies are based on NVG- guidelines in addition to conformance to the spirit of international standard ISO 9001:2000.)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the Policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?									
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to company's key internal stakeholders. The BR policies are communicated through this report. The Company will also explore other formal channels to communicate with other relevant stakeholders.								
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes, any grievances or feedback related to the policies can be sent to investors@shilpicabletech.com . Relationship Stakeholder's Committee undertakes the responsibility of addressing stakeholder concerns related to BR policies								
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N



b. If answer to the question at serial number 1 against any principle, is 'NO', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	Not Applicable								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The BR Head periodically assesses the BR performance of the Company.

b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The BR report of the Company for FY 2016-17 is the first BRR to be published by SHILPI. As part of its growing initiatives in sustainability, SHILPI will continue to publish an Annual Business Responsibility Report. (Subject to applicability)

Once published, the report will be made available on the Company's website (www.shilpicables.com)

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle1: Business should conduct and govern themselves with Ethics, Transparency, and Accountability.

Any business without ethics cannot win the trust of the stakeholders. Our philosophy is to conduct the business with high ethical standards in our dealings with all the stakeholders that include employees, customers, suppliers, government and the community. We lay a strong emphasis on ethical corporate citizenship and establishment of good corporate culture. We have always believed in adhering to the best governance practices to ensure protection of interests of all stakeholders of the Company in tandem with healthy growth of the Company. The Company has always discouraged practices that are abusive, corrupt, or anti-competitive.

The Company further believes the concept of Corporate Governance founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company has always given its best efforts to uphold and nurture these core values across all operational aspects.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/ Contractors/NGOs/Others?

Yes. The code of conduct of the company provides guidelines on ethics, bribery, and corruption. It is binding to all employees of the Company. However the Guidelines are communicated to most of our key associates like vendors, suppliers and it is expected that they will follow it while their interactions with Shilpi Cable Technologies limited.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provides details thereof, in about 50 words or so.

Complaints received during FY 16-17	Complaints resolved during FY 16-17	Complaints Resolved (%)
NIL	NIL	NIL

PRINCIPLE 2: Business should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.

The Company follows integrated management systems here refer to the integration of quality, environment and

OH&S management systems. Focus is placed on the levels of integration. Existing theories, integration models and experiences are analysed and an analytical framework is developed which is used to determine the needs of companies, the integration model and level that best suits the different levels of integration.

By using the world class recognised system we assure our product and focus on customer satisfaction.

“Respond to customer needs while giving first priority to customer satisfaction in term of quality”

Health and safety policy of Shilpi Cable Technologies Limited

The Company is devoted to developing more safer and automated operation.

The Company shall achieve this by:

- Maintaining safety, health legislation and regulation for safety.
- To make employees aware about avoiding the hazards, training and supervision is provided.
- Providing safety equipment to all employees
- Aggressively maintain a Company safety program and all personnel are responsible for acting in accordance with policy.

Every employee of the Company has to work in accordance with the policy, if anyone found not to be adhering the policy then strict action would be taken by the management.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and /or opportunities.

- a. RF Cables
- b. Energy Cables
- c. RF Accessories

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

a. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

New Copper Section has been designed in such a way that day light is being utilized for all normal working without use of tube light/bulbs in day time as well to reduce temperature inside the shade rotatory blades are being place in roof which are working from wind energy instead of conventional exhaust fan.

b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Implementation of new copper section has reduced energy bills resulting in substantial savings for the company.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Shilpi has established an effective inter-department communication mechanism enabling the purchases department to act according to production and sales forecasts for the forthcoming quarters to ensure optimum raw material procurement. The Company strives to reduce the weight and volume of the materials that it uses for packaging and support initiatives to use recycled materials. Shilpi strongly discourages the use of forced labour and child labour at its business associates premises.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

a. If yes, what steps have been taken to improve their capacity and capability of local and small producers, including communities surrounding their place of work?

Yes, Shilpi has embedded sustainability throughout its procurement supply chain. Raw materials and packing materials are procured from vendors close to the manufacturing units whenever applicable.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of



recycling of products and waste(separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company has always strived to reduce waste associated with its products. Initiatives like using light-weight materials, optimising structural and material design and eliminating unnecessary packaging, have resulted in effective management of packaging waste.

PRINCIPLE 3: Business should promote the well-being of all employees.

The Company focuses on ensuring the well-being of all its employees. The safety and health of employees is extremely important to the Company. The Company believes in giving its employees ample opportunities to perform as employee well-being is imperative to achieve a profitable growth. Ensuring diversity, preventing discrimination, safety and health are part of Company’s policy on employees’ well-being.

The Company provides equal employment opportunities to all irrespective of their caste, creed, gender, race, religion, disability, or sexual orientation. The Company respects the right of employees to freedom of association, participation and collective bargaining and provides access to appropriate grievance Redressal Mechanisms.

The Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company regularly organises recreational events for its employees like inter departmental badminton matches, quiz contests. The Company contributes to the medical insurance of its employees and also organises health check-ups and camps for employees.

1. Please indicate the Total number of employees.

946

2. Please indicate the total number of employees hired on temporary/Contractual/Casual basis.

622

3. Please indicate the Number of permanent women employees.

19

4. Please indicate the Number of permanent employees with disabilities

Nil

5. Do you have an employee association that is recognized by management

No

6. What percentage of your permanent employees is members of this recognized employee association?

Nil

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year

No.	Category	No. of Complaints filed during the Financial year	No. of Complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- a. Permanent employees- 18%
- b. Permanent women employees- 2%
- c. Casual/Temporary/contractual employees- 44.60%
- d. Employees with Disabilities- 0

PRINCIPLE 4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Company recognises employees, business associates (network of suppliers, stockists and dealers), customers, shareholders /investors and communities surrounding our operations and regulatory authorities as key stakeholders. The Company continues its engagement with them through various mechanisms such as consultations with local communities, supplier/vendor meets, customer/employee satisfaction surveys, investor forums, etc.

The Company's website www.shilpicables.com contains comprehensive information for the stakeholders about the company. The Company also has designated an exclusive email-id for investor services- investors@shilpicabletech.com.

The Company also promptly intimates all stock Exchanges about all such matters which in its opinion are material and of relevance to the stakeholders of the Company.

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes.

3. Are there any special Initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

No.

PRINCIPLE 5: Business should respect and promote human rights.

The Company respects and promotes human rights for all individuals. The Company's commitments to human rights and fair treatment is set in its policy on Human Rights. The policy provides to conduct the operations with honesty, integrity and openness with respect for human rights and interests of employees.

The Company is devoted to developing more safer and automated operation. Shilpi shall achieve this by:

- Maintaining safety, health legislation and regulation for safety.
- To make the employees aware about avoiding the hazards, training and supervision is provided.
- Providing safety equipment to all employees
- Aggressively maintain a Company safety program and all personnel are responsible for acting in accordance with policy.

Every employee of the Company has to work in accordance with the policy, if anyone found to be overlooked the policy than strict action would be taken by the management as per situation.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company follows its policy on Human Rights which are applicable to all employees in the Company. For its Subsidiaries, the policy is equally applicable to all its employees. The Company encourages its Business partners to follow the policy. The Company discourages dealing with any supplier/contractor if it is in violation of human rights and also prohibits the use of forced or child labour at all manufacturing units /with business associates.

2. How many stakeholder complaints pertaining to violation of Human Rights have been received in the past financial year and what percent was satisfactorily resolved by the management?

Nil Complaint was received pertaining to human rights violation during the reporting period.

PRINCIPLE 6: Business should respect, protect, and make efforts to restore the environment.

The Company places highest corporate priority in ensuring and adhering to best procedures relating to environment protection. Therefore, safeguarding the environment is the basic principle of the Company. The Company does this by:

- Executing and retaining an Environment policy.
- Build awareness among all employees and acquaintances for a green, clean and safe environment.
- Keep modernized/rationalized to its key staff on the environment related issues.



- Continuously motivating the employees for improvement of Environment Performance.
 - Safeguarding the resources and energy.
 - Averting Pollution.
- 1. Does the policy related to principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs/others?**

The Company follows its policy on Environment Protection which is applicable to all employees in the Company. For its Subsidiaries, the policy is equally applicable to all its employees. However, the same is not applicable to suppliers and contractors.
 - 2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

No, the Company is in process to initiate the strategies and initiatives on the same.
 - 3. Does the Company identify and assess potential environmental risks? Y/N**

Company firmly believes in sustainable development which is reinforced by environmental management systems practiced across manufacturing units. The company is consistently putting in efforts to improve the environment protection measures further.
 - 4. Does the Company has any project related to Clean Development Mechanism? If so, provide detail thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

No
 - 5. Has the company undertaken any initiative on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Please refer to the Director's Report.
 - 6. Are the Emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

In FY 2017, the emissions, solid waste and effluents generated were within the limits as prescribed by CPCB/ SPCB
 - 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e not resolved to satisfaction) as on end of financial year.**

Nil

PRINCIPLE 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

The Company believes that a lot can be achieved if the company works together with the government, legislators, trade bodies and regulators to create positive social and environmental outcomes. The Company always strived to create a positive impact in the business eco-system and communities by practicing pro-active advocacy not for securing certain benefits for industry, but for advocating certain best practices for the benefit of society at large. The Company engages with industry bodies and associations to influence public and regulatory policy in a responsible manner.

- 1. Is your Company a member of any trade and chamber or association? If yes, Name only those major ones that your business deals with:**

Our Company is associate member of following trade and Chamber or association

 - a) Engineering Export Promotion Council of India (EEPC).
 - b) Delhi Chamber of Commerce.
- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No: if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development policies, Energy security, water, Food Security, Sustainable Business Principles, Others)**



Shilpi is associated with EEPCC with an intention of mutual learning and contribution in development of processes.

PRINCIPLE 8: Business should support inclusive growth and equitable development.

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to principle 8? If yes details thereof

Corporate Social Responsibility is an integral part of Shilpi Business. The CSR Policy of the Company prescribes the focus on promoting Education. This projects are in accordance with Schedule VII of the Companies Act, 2013.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

CSR project carries out by the Company directly and/or through implementing agencies. The details can be found in Annexure XI to the Director's Report.

3. Have you done any impact assessment of your initiative?

Yes, the CSR committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the program in terms of delivery of desired benefits to the community and to gain insights for improving the design and delivery of future initiatives.

4. What is your company's direct contribution to community development project-Amount in INR and the details of the projects undertaken

Please refer Annexure XI to the Director's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the Community? Please explain in 50 words, or so.

All the Community development programmes initiated by the Company are developed in a sustainable way engaging the local Community thereby enhancing their capacity to sustain and ensure the success of the programme as per the set objectives. CSR Committee track the reach and take necessary steps to make it successful.

PRINCIPLE 9: Business should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

None of the Consumer notices (i.e. 0%) received during the last financial year have turned into litigation or can be considered as pending, as on end of the financial year.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A/Remarks(additional information)

Yes, Shilpi displays products information on its packing for the benefit of the consumer, over and above what is mandated by local laws like Bureau of Indian Standards Act.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

As on 31st March, 2017, Nil cases which are under litigation against the Company.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

Shilpi innovation strategy has been able to develop breakthrough products for the emerging consumer needs and therefore the Company works towards delivering aspirational products.



ANNEXURE XI

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline of the Company's CSR Policy:

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Committee may decide from time to time to undertake any CSR activities as defined under schedule VII of the Companies Act, 2013. However the focus area of Company's CSR activities shall be as under:

(a) Promoting Education;

The operations of the Company are mainly spread in Delhi, Haryana and Rajasthan. Though the focus of the CSR activities shall be in the Delhi, Haryana, Uttar Pradesh and Rajasthan, the Company may carry out its CSR activities in any part of India as may be decided by the CSR Committee from time to time.

The CSR Policy may be accessed on the Company's website at the link:

<http://www.shilpicables.com/pdf/CSR%20Policy%20.pdf>

2. Composition of the CSR Committee:

The composition of the CSR Committee as at 31st March, 2017 are as below:

S.No.	Name of the Director	Designation	Category
1	Mr. Sandeep Gupta	Chairman	Non- Executive Independent Director
2	Mr. Sunil Kala	Member	Non- Executive Independent Director
3	Mr. Ghanshyam Pandey	Member	Executive Director

3. Average Net profit for the last three years:

The Average net profit of the company for last three financial years for the purpose of computation of CSR is ₹ 5981.95 Lakhs.

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

Minimum prescribed CSR Expenditure (two per cent of the amount as in item 3 below) is ₹ 119.64 Lakhs

5. Details of CSR spent during the financial year:

Total amount to be spent for the financial year	₹ 120.45 Lakhs
Amount unspent	Nil

Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
S.No.	CSR Project or activity identified	Sector in which the project is covered	Location of project/ program	Amount outlay (Budget) projects or programs wise	Amount spend on the Projects or programs		Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
					Direct expenditure on projects or programs	Overheads		
1	Promoting Education	Education	New Delhi and Uttar Pradesh	₹ 121.00 lakhs	₹ 120.45 lakhs	Nil	₹ 120.45 lacs	Implement Agency



6. Reason for non-spending of the minimum prescribed CSR expenditure by the Company: NA
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company

This is to confirm that except as mentioned above in this report, the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

** Implementing Agency:*

Udaar Bharti, a registered educational Society.

For **Shilpi Cable Technologies Limited**

Manish Goel
Managing Director

Sandeep Gupta
Chairman (CSR Committee)



INDEPENDENT AUDITOR'S REPORT

To
The Members of **Shilpi Cable Technologies Limited**

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

Basis for Qualified Opinion

Out of the total outstanding debtors mentioned in note No-16, overseas debtors amounting to ₹ 258.97 crore are outstanding for more than one year. Further sale of ₹ 344.69 Cr has been done to these overseas debtors even there is no realisation in these accounts for last more than one year. The total figure of such outstanding overseas debtors as on 31.03.2017 is ₹ 603.67 Cr. We are of opinion that certainty of realisation of these debtors cannot be determined on the basis of evidence available to us. Consequently, we were unable to determine whether any adjustments to these amounts were necessary, which in the opinion of the management is recoverable.

Qualified Opinion

In our opinion, except for the effects of the matter described in the Basis of Qualified Opinion paragraph above, and to the best of our information and according to the explanations given to us, the financial statements give the

information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Profit and Loss Account, of the Losses for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We further draw your attention to the following, but our opinion is not qualified on the basis of below given information:-

1. Company has settled debtors of ₹ 181.15 crore against creditors by entering into tri-party memorandum of understanding (i.e MOU). Validity of the MOU is subject to vetting.
2. An amount of ₹ 258.98 crore overseas debtors are outstanding for more than one year as on 31.03.2017 but no consideration realised within stipulated prescribed time as laid down in FEMA which resulted non-compliance of FEMA. Consequence of non-compliance of FEMA are not quantifiable.

3. Going concern assumption

Due to significant losses during the year, entire net worth of the company has been eroded. However, considering the customer's orders in hand and expected strategic investment in the company, the financial statement has been prepared on going concern basis.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except lending of ₹ 124.20 crore to M/s Shilpi Worldwide DMCC (Wholly owned subsidiary at Dubai) which is classified under non current assets.
 - b. 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;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors we on March 31, 2017 and taken on record by the board of director, none of the director of this company is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report.
 - g. With respect to the other matters included in the Auditors Report and to the best of our information and according to the explanation given to us :
 - I. Detail of pending litigation which are having financial impact is given in Note No-28 to the financial statements.
 - II. As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - III. There were no amounts which required to be transferred to the investor Education and Protection Fund by the Company.
 - IV. The Company has provided requisite disclosures in Note 28 to these financial statements as to the holdings of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Our procedures



for reporting on these disclosures in accordance with the books of account of the Company were limited to our enquiries and relying on the management representation regarding the holding and nature of cash transactions. Hence, our report is solely based on the management representation for such information related to the holdings and dealings in Specified Bank Notes as included in such disclosure and we were unable to perform alternative audit procedures.

For **RMA & Associates LLP**
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Place: New Delhi
Date : 5th November, 2017

Santosh Kumar
Partner
M. No. 533944

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31,2017.

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets in their ERP.
(b) The assets have not been physically verified by management during the year.
(c) The title deeds of immovable properties are held in the name of the company.
2. (a) The management has conducted the physical verification of inventory at reasonable intervals.
(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were material and same has been disclosed properly in the note No-28 to Financial Statement.
3. The Company has not granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are applicable to the Company.

4. In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of the following loans, investments, guarantees, and security.

The company has extended loan/advances to Shilpi Cable Pvt Ltd of ` 1.44 crores out of which received back ` 1.20 crores and ` 24 Lakhs still pending as on 31.03.2017.

Also the company has extended guarantee to its wholly owned subsidiary, Shilpi Worldwide DMCC, Dubai of Rs 508.98 Cr for availing working capital facilities from bank.

5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company and the company is maintaining such records
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing **undisputed statutory dues** including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at **March 31, 2017 for a period of more than six months from the date on when they become payable.**

Sr. No.	Statutory dues	Amount (in `)
Income Tax (FY 2015-16)	Under Income Tax Act, 1961	36.45 crore
Dividend Distribution Tax(FY 2015-16)	Under Income Tax Act, 1961	2.39 crore

- b) According to the information and explanation given to us, there are statutory dues which have not been deposited on account of any dispute, detail is given below:-

Sr. No.	Nature of Statutory Dues	Amount (In `)
1.	The company has received a Sales Tax demand from Office of the Commercial Taxes Officer, Anti evasion department, Jaipur which has been disclosed as contingent liability.	944.60 crore



8. According to the information and explanations given to us and based on the documents and records produced to us, the company has defaulted in repayment of dues, detail given below:-

There is default of ₹ 95.42 Crore in working capital limit as on 31st March, 2017

S.No.	Name of Banks	Amount Defaulted (in Crores)
1.	IDBI Bank	37.73
2.	Canara Bank	3.51
3.	Bank of Baroda	9.48
4.	State Bank Of Hyderabad	14.28
5.	State Bank Of Bikaner & Jaipur	20.27
6.	Syndicate Bank	10.15
	TOTAL	95.42

9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided is exceeding the limit given under the Act in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act and detail is as following:

Payment made to	Amount paid in excess of limits (₹)	Amount due for recovery as on 31.03.2017 (₹)	Steps taken to secure the recovery of amount	Remarks
Manish Goel (Managing Director)	2.39 crore	2.39 crore		Company is in process of taking approval from shareholders in the 11 th Annual General meeting of the Company
Ghansham Pandey (Full time director)	0.39 crores	0.39 crores		Company is in process of taking approval from shareholders in the 11 th Annual General meeting of the Company

12. The Company is not a Nidhi Company. Hence this clause is not applicable on it.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Orders are not applicable to the company



16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Orders are not applicable to the company.

For **RMA & Associates LLP**
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Place: New Delhi
Date : 5th November, 2017

Santosh Kumar
Partner
M. No. 533944



“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of SHILPI CABLE TECHNOLOGIES LIMITED

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

We have audited the internal financial controls over financial reporting of **SHILPI CABLE TECHNOLOGIES LIMITED** as of March 31, 2017 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 except accounting of inventory in ERP which has been taken care by physical verification of inventory.

For **RMA & Associates LLP**
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Place: New Delhi
Date : 5th November, 2017

Santosh Kumar
Partner
M. No. 533944



BALANCE SHEET as at 31st March, 2017

(` in Lacs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	11,063.23	11,063.23
(b) Reserves and Surplus	3	(45,245.97)	25,190.25
(c) Money received against Share Warrants	4	1,050.00	1,050.00
(2) Non-current liabilities			
(a) Long-term borrowings	5	12,794.43	4,284.63
(b) Deferred tax liabilities (Net)	6	1,492.25	1,347.55
(c) Long-term provisions	7	142.06	144.63
(3) Current liabilities			
(a) Short term borrowings	8	36,785.21	19,348.65
(b) Trade payables	9	141,555.78	110,346.62
(c) Other Current Liabilities	10	23,498.31	26,557.36
(d) Short-term provisions	11	536.45	7.03
	TOTAL	183,671.75	199,339.95
II. ASSETS			
Non-current assets			
(1) (a) Fixed assets			
(i) Tangible assets	12	12,719.58	10,652.19
(ii) Capital work-in-progress		68.20	1,217.25
(iii) Intangible assets under development		-	-
(b) Non-current investments	13	1,493.74	1,493.74
(c) Long-term loans and advances	14	12,939.03	4,155.91
(2) Current Assets			
(a) Inventories	15	13,218.86	21,606.20
(b) Trade receivables	16	109,227.69	84,940.94
(c) Cash and Cash Equivalents	17	6,019.30	8,529.69
(d) Short-term loans and advances	18	31.32	10.19
(e) Other current assets	19	27,954.03	66,733.84
	TOTAL	183,671.75	199,339.95
Notes to accounts and significant accounting policies	1		
Other Notes to accounts	28		

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants
FRN: 000978N/500062N

(Santosh Kumar)

Partner
M.No. 533944

(Manish Goel)

(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)
DIN No. 00163044

(Shailendra Kumar)

(Chief Financial Officer)
PAN-AGPPK2052D

(Gurvinder Singh)

(Company Secretary)
ACS-A40102

Date: 5th November, 2017

Place: New Delhi



STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2017

(` in Lacs)

Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
I. Revenue from operations	20	200,442.92	190,581.13
II. Other income	21	1,432.73	366.96
III. Total Revenue (I+II)		201,875.65	190,948.09
IV. Expenses			
Cost of materials consumed	22	42,321.65	32,812.95
Purchase of Stock-in-trade	23	157,384.04	132,595.46
Change in inventories of finished goods and work in progress and Stock-in-Trade	24	(894.17)	(2,050.27)
Employee benefit expense	25	3,128.30	3,379.71
Finance Costs	26	8,647.57	7,401.38
Depreciation and amortisation expense	12	1,082.84	979.93
Other expenses	27	58,555.50	7,130.42
Total expenses		270,225.74	182,249.58
V. Profit before extraordinary items and tax (III-IV)		(68,350.09)	8,698.51
VI. Prior Period Expenses/(Income)		44.04	-
VII. Profit before tax (V-VI)		(68,394.13)	8,698.51
VIII. Tax expense:		144.70	3,068.15
(1) Current tax		-	3,014.74
(2) Deferred tax		144.70	53.41
IX. Profit (Loss) for the period (VII - VIII)		(68,538.83)	5,630.36
X. Earning per share:			
(1) Basic-Adjusted		(61.95)	5.48
(2) Diluted-Adjusted		(61.95)	5.46
Notes to accounts and significant accounting policies	1		
Other Notes to accounts	28		

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants
FRN: 000978N/500062N

(Santosh Kumar)
Partner
M.No. 533944

(Manish Goel)
(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)
(Chairman)
DIN No. 00163044

(Shailendra Kumar)
(Chief Financial Officer)
PAN-AGPPK2052D

(Gurvinder Singh)
(Company Secretary)
ACS-A40102

Date: 5th November, 2017
Place: New Delhi



CASH FLOW STATEMENT for the year ended 31st March, 2017

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
A. Cash flow from Operations		
Profit before tax	(68,394.13)	8,698.51
Adjustment for:		
Depreciation and amortisation expense	1,082.84	979.93
Financial Charges	8,647.57	7,401.38
Provisions for gratuity, earned leave etc. (Net)	(2.57)	50.43
ESOS Written off	-	50.22
Interest income	(1,252.46)	(366.96)
Dividend Income (Benefit from SCTL Securities Trust)	(104.35)	-
Provision for Doubtful Debts	34,597.65	72.23
Provision for Excise Duty Expenses	531.17	-
(Profit)/loss on sale of Fixed assets	(0.01)	20.31
Operating profit before working capital changes	(24,894.28)	16,906.05
(Increase)/ Decrease in Current Assets		
Inventories	8,387.34	(4,326.00)
Trade receivables	(41,909.14)	(16,380.50)
Other current assets	21,855.65	(480.26)
Increase /(Decrease) in Current Liabilities		
Trade payables	31,209.16	12,664.72
Other Current Liabilities	(3,927.85)	330.18
Short-term provisions	57.37	2.43
Cash Inflow / (outflow) from Operations	(9,221.76)	8,716.62
Taxes paid		
Income Tax Paid/(TDS)	(54.71)	(2,080.95)
Others- Wealth Tax	-	(1.28)
Net Cash Inflow / (Outflow) from Operation (A)	(9,276.47)	6,634.39
B. Cash flow from Investing activities		
Addition to Fixed Assets	(1,753.83)	(1,422.65)
Sale of Fixed Assets	0.28	16.50
Change in Capital WIP	(247.35)	(685.41)
Income from Interest	1,252.46	366.96
Long Term Loans & Advances	(8,783.12)	(3,307.73)
Dividend Income from SCTL Securities Trust	104.35	104.35
Net Cash Inflow / (Outflow) from Investing Activities (B)	(9,427.21)	(4,927.98)
C. Cash Flow form Financing Activities		
Increase in share Capital	-	800.00
Increase in Share Warrant Amount	-	1,050.00
Increase in Securities Premium	-	4,000.00
Proceeds from/(Payment of) NCD-Unsecured	(160.00)	-
Increase / (Decrease) in Long Term Borrowings	8,669.80	602.98
Dividend Paid (Including Taxes thereof)	(1,105.50)	(1,249.07)
Short Term Borrowings	17,436.56	3,033.44
Financial Charges Paid	(8,647.57)	(7,401.38)
Net Cash Inflow / (Outflow) from Financing Activities (C)	16,193.29	835.97
Net Change in Cash or Cash Equivalents during the year (A+B+C)	(2,510.39)	2,542.38
Cash and Cash Equivalents at the beginning of the year	8,529.69	5,987.31
Cash and Cash Equivalents at the end of the year	6,019.30	8,529.69

Note:

- I The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 'Cash Flow Statement' and notified in the Companies (Accounting Statndard) Rules,2006 (as amended)
- II Cash and Cash Equivalents represent cash and bank balances.(Refer Note 17).
- III Figures in brackets represent cash outflow.
- IV Previous year's figures have been regrouped/rearranged/recasted wherever necessary.

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants
FRN: 000978N/500062N

(Santosh Kumar)

Partner
M.No. 533944

(Manish Goel)

(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)
DIN No. 00163044

(Shailendra Kumar)

(Chief Financial Officer)
PAN-AGPPK2052D

(Gurvinder Singh)

(Company Secretary)
ACS-A40102

Date: 5th November, 2017

Place: New Delhi



Notes to the accounts

Note-1: Significant Accounting Policies

Corporate Information

Shilpi Cable Technologies Ltd ("SCTL") being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at A-19/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110 044. The Company was initially incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style of Rosenberger Shilpi Cable Technologies Ltd vide Certificate of Incorporation No. (CIN) U 64201 DL 2006 PLC 150753 dated 9th July, 2006 issued by the Registrar of Companies, NCT of Delhi & Haryana. The Company obtained Certificate for Commencement of Business on 13th July, 2006. Name of the Company was changed to its present name-'Shilpi Cable Technologies Ltd' vide fresh Certificate of Incorporation dated 21st October, 2008 issued by the ROC, NCT of Delhi & Haryana. The company is carrying on the business of manufacturing of Cables, wires, copper rod and Accessories and trading of copper, wires, and accessories used in Telecom, Automobile, Consumer Durables and selling of wires, MCBs, Switches etc. through distributor under its Brand Name SAFE.

1 (a) Basis of preparation

- (i) The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis.
- (ii) Financial Statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- (iii) The preparation of financial statements are in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.

(b) Preparation and disclosure of financial statements:

During the year ended 31st March 2017, the company prepared its books of accounts as per Schedule III, notified under The Companies Act 2013 for preparation and presentation of its financial statements.

2 Fixed Assets:

- (a) Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties (except against which we have claimed cenvat), levies and any direct cost of bringing the assets to their working for intended use.
- (b) Capital Work in Progress comprise of Cost of Fixed Assets that are not yet ready for their intended use at the reporting date.

3 Depreciation:

- (a) Depreciation on Fixed Assets is calculated on Straight Line Method in accordance with the provisions of Schedule II of the Companies Act, 2013 keeping 5% of cost as residual value. The useful life of fixed assets as defined in Part C of schedule II of the Companies Act, 2013 has been taken for all tangible assets. In case of purchase / sale of assets during the year, depreciation has been charged on pro rata basis from / up to date of commercial production / sale. and depreciation is not provided on Capital Work in Progress until the assets is ready for its intended use.
- (b) License and process know-how fee having future economic benefits is amortised on straight line method over a period of 10 years from the date when the asset is available for use in accordance with Accounting Standard-26 specified under section 133 of the Companies Act, 2013.

4 Inventories:

Inventories are valued at cost or net realisable value whichever is less with cost established using the weighted average cost method. The cost of work in progress & finished goods include overheads on estimate basis, and Excise duty is included in finished goods valuation.

5 Foreign Currency Transaction:

Sales made to clients outside India and realisations deposited into Bank account are accounted for on the basis of exchange rate as on the date of the transaction. Adjustments are made for any variations in the sales proceeds on conversion into Indian currency up to actual receipts. Expenditure in foreign currency is accounted at the exchange rate prevalent when such expenditure is incurred. Current assets and current liabilities denominated in foreign currency are



translate at the exchange rate prevalent at the date of the balance sheet. The exchange differences arising out of foreign currency transactions are recognised as Income or expenses in the year end. The exchange differences arising out of foreign currency transactions pertaining to fixed assets are adjusted to carrying amount of related fixed assets.

6 Taxation:

Current Tax calculations are based upon the assessable profits of the company computed in accordance with the Income Tax Act, 1961. The deferred tax charged or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets/Liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws to reassess realisation /liabilities.

7 Revenue Recognition:

- a) Sales of goods Indigenous and exports both are recognised at the time of dispatch / Constructive delivery. Sales are exclusive of Excise Duty, Sales Tax and Trade Discount.
- b) Interest Income is recognised on time proportion basis.
- c) Dividend Income is recognised when the right to receive the dividend is established.
- d) Other Income is recognised on the basis of Accounting Standard – 9 (Revenue Recognition) specified under section 133 of the Companies Act, 2013

8 Borrowing Cost:

Borrowing cost that are attributable to the acquisition / construction of qualifying assets are capitalized as part of the cost of the respective assets. Other borrowing costs are recognized as expenses in the year in which they are incurred.

9 Lease:

- a) Finance Lease: Assets taken on lease are capitalised at fair value/contracted price. Depreciation on the same is charged at the rate applicable to similar type of fixed assets as per accounting policy on 'Depreciation'. If the leased assets are returnable to the lessor on expiry of lease period, the same is depreciated over its' useful life or lease period, whichever is shorter. Lease payments made are apportioned between finance charges and reduction of outstanding liability in relation to assets taken on lease.
- b) Operating Lease: Lease payments made for assets taken on operating lease are recognised as expense over the lease period.
- c) Land taken on Lease for the period of 99 year as per the norms of RIICO Industrial Estate, is treated as Fixed Assets under Schedule.

10 Investments

- a) Investments are either classified as current investments or long- term investments. The cost of investments includes acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and fair value.
- b) Long- term investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.

11 Employee Benefits

a) Short Term Employee Benefits:

Short term Employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account for the year in which related services are rendered.

b) Defined Contribution Plans:

Company's contributions and other amount, if any, payable during the year towards Provident Fund, Pension Fund and Employee State Insurance are recognized in the profit and loss account of the year.

c) Defined Benefit Plans:

Company's liability towards gratuity in accordance with Payment of Gratuity Act, 1972 and other long term benefits are determined and accounted in accordance with AS-15 (Revised) based on the Actuarial Valuation as on the balance sheet date.

12 Basic earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

13 Deferred Revenue Expenditure

Pre operative expenditures are treated as deferred revenue expenditures and is amortised over such periods as determined by management from time to time.

14 Research & Development Expenditure

Research & Development expenditure is accounted for in accordance with Accounting Standard-26 specified under section 133 of the Companies Act, 2013.

15 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized where there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. The company acknowledges the liabilities only on the receipt of corresponding goods, service, assets.

16 Impairment of assets

An asset as treated as impaired when the amount of an assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss A/c in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists.

17 Financial Derivatives and Commodity Hedging Transactions

Financial Derivatives and Commodity Hedging Transactions in respect of derivatives contracts, premium paid, gains/ losses on settlement and losses on restatement are recognized in the Profit & Loss account except in case where they relate to acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

18 Current and Non-current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets or liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

19 Government Grants

Government grants are accounted for on receipt basis. Grants related to specific fixed assets are deducted from the gross value of the assets and grants related to revenue are deducted in reporting the related expenses.



NOTE 2:- SHARE CAPITAL

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(A) Authorised, Issued, Subscribed and paid-up share capital and par value per share		
Authorised:		
12,50,00,000 equity shares of ` 10/- each (Previously, 12,50,00,000 equity shares of ` 10/- each)	12,500.00	12,500.00
TOTAL	12,500.00	12,500.00
Issued, subscribed and fully paid up:		
11,06,32,272 equity shares of ` 10/- each (Previously, 11,06,32,272 equity shares of ` 10/- each)	11,063.23	11,063.23
TOTAL	11,063.23	11,063.23

(B) Reconciliation of number of equity shares outstanding at the beginning and at end of the year

Particulars	As at 31.03.2017	As at 31.03.2016
Number of shares outstanding as at beginning of the year	110,632,272	102,632,272
Add:		
Number of shares allotted as fully paid-up-bonus shares during the year	-	-
Number of shares allotted during the year as fully paid-up pursuant to a contract without payment being received in cash	-	-
Number of shares allotted to employees pursuant to ESOS/ESOS	-	-
Number of shares allotted for cash	-	8,000,000
Less:		
Number of shares bought back during the year		
Number of shares outstanding as at end of the year	110,632,272	110,632,272

Sub Note:

- (i) During the financial year 2015-2016, 1,50,00,000 convertible warrants were issued by the Company on preferential allotment basis pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2009. Out of 1,50,00,000 convertible warrants, 80,00,000 warrants have been converted into equity shares of ` 10 each at a premium of ` 50 per share on 28.03.2016 and at the close of the financial year, there are 70,00,000 convertible warrants pending for conversion. Further, there are no other securities or any other instrument pending in the Company which may be converted into equity shares.

(C) Shares in the company held by each shareholder holding more than 5% shares

Name	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Percentage	No. of Shares	Percentage
Shilpi Communication Private Limited	33,500,000	30.28%	33,500,000	30.28%
Shilpi Cables Private Limited	12,000,000	10.85%	12,000,000	10.85%
Trustee of SCTL Securities Trust (Anand Gupta)	10,434,748	9.43%	10,434,748	9.43%
Global Focus Fund	10,082,000	9.11%	10,082,000	9.11%
Emerging Market Opportunities Fund	8,470,099	7.66%	8,800,000	7.95%

Sub Notes:

- (i) 23,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 28.04.2018
- (ii) 17,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 21.05.2018
- (iii) 80,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 12.05.2019
- (iv) The Company has only one class of equity shares having a par value of ` 10 per share. Each holder of the equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual

General Meeting. During the year 2016-17, in AGM held on 30.09.2016, dividend of ₹ 1 per fully paid up equity share declared and paid to equity share holders.

- (v) The Company has set up a Trust (SCTL Securities Trust) as directed by Delhi High Court at the time of merger Shilpi Cabletronics Limited. With Shilpi Cable Technologies Limited in the sole benefit of the Shilpi Cable Technologies Limited.
- (vi) The shareholders in the Annual General meeting of the Company held on 30th September, 2014 had approved an Employees Stock Option Scheme. The scheme has been framed and necessary in-principle approval of the stock exchanges has been obtained on the Scheme. Further, NRC committee of the Board had approved and granted 436826 Stock Options to the Eligible Employees under Shilpi Employees Stock Option Scheme 2014. As at the end of the financial year (2016-2017) 159163 exercisable Stock Option are exist.

(D) Aggregate number of Shares allotted as fully paid up by way of bonus shares during 5 years immediately preceding March 31, 2017

Particulars	Aggregate No. of shares issued in last 5 years	Bonus Shares Allotted in the year ended				
		31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
(a) Equity shares allotted as fully paid bonus shares	4,93,16,136	-	-	4,93,16,136	-	-
(b) Other than Cash	-	-	-	-	-	-
Total	4,93,16,136	-	-	4,93,16,136	-	-

NOTES 3:- RESERVES & SURPLUS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Securities Premium Reserve		
Opening Balance	9,955.40	5,955.40
Add: (i) Issuance of Share capital during the period	-	4,000.00
Less: (i) Issuance of Bonus Share	-	-
Closing Balance (a)	9,955.40	9,955.40
(b) Surplus (Profit & Loss Account)		
Opening Balance	14,924.85	10,833.59
Add: (i) Current year profit/(Loss)	(68,538.83)	5,630.34
(ii) Debenture Redemption Reserve/Reversal of Provision	171.35	-
(iii) Dividend From SCTL Securites Trust	-	104.35
Less: (i) Dividend Amount (Including Taxes)	1,348.17	1,249.07
(ii) Prior Period Tax Payments	680.57	396.30
(iii) Fixed Assets Write off (Reversal)	-	(1.94)
Closing Balance (b)	(55,471.37)	14,924.85
(c) Debenture Redemption Reserve		
Opening Balance	310.00	310.00
Add: (i) Creation of DRR	270.00	-
Less: (ii) Reversal of DRR	310.00	-
Closing Balance (c)	270.00	310.00
Closing Balance (a+b+c)	(45,245.97)	25,190.25

Going concern assumption

Due to significant losses during the year, entire net worth of the company has been eroded. However, considering the customers order in hand and expected strategic investment in the company, the financial statement has been prepared on going concern basis.


NOTES 4:- MONEY RECEIVED AGAINST SHARE WARRANTS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Application money against share warrants	1,050.00	1,050.00
TOTAL	1,050.00	1,050.00

Sub Note:

Reference to note 2(B)(i), At the end of the financial year, there are 70,00,000 convertible warrants pending to be converted against which ₹ 1050.00 Lakhs has been received by the company.

NOTE 5:- LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	Non-Current Portion		Current Portion	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
(a) Debentures				
13.05 % Debentures (1080 nos. of ₹ 1.00 Lac each) Unsecured, Unlisted, redeemable and non convertible (See Note-28-Pt.14)	1,080.00	-	-	-
2% Debenture (124 nos. of ₹ 10.00 Lakhs each has been repaid) Unsecured, Unlisted, redeemable & non convertible	-	1,240.00	-	-
(b) Term loans: Secured				
(A) From Banks:				
Vehicle Loans (refer sub note-5.1) (Loan against hypothecation of vehicle purchased out of above loan)	115.67	54.32	155.31	75.86
(B) From others				
Vehicle Loans (refer sub note-5.1)	14.61	28.16	13.79	14.93
Term Loans (refer sub note-5.1) (From Financial Institution secured against hypothecation of respective Machinery)	1,207.35	949.15	420.11	505.49
(c) Loan and advances from Others				
Unsecured loans from Corporates and others	10,376.80	2,013.00	-	-
TOTAL	12,794.43	4,284.63	589.21	596.28

(d) Reporting of Default, if any:

There is no default, continuing or otherwise, in repayment of any of the above loans.

Sub Note 5.b

Name of Bank	ROI	Nature	No. of EMI Since 31.03.17	EMI (In ₹)
1 Siemens Financial Services Limited	13.00%	Term Loan	30	2,036,705
2 Siemens Financial Services Limited	13.50%	Term Loan	12	1,438,856
3 Siemens Financial Services Limited	13.00%	Term Loan	29	846,154
4 Axis Bank Limited	10.26%	Vehicle Loan	11	314,000
5 Axis Bank Limited	10.26%	Vehicle Loan	14	164,992
6 Axis Bank Limited	9.51%	Vehicle Loan	24	928,872
7 Axis Bank Limited	10.75%	Vehicle Loan	1	20,071
8 Sundaram Finance Limited	12.21%	Vehicle Loan	1	25,430
9 Daimler Financial Service India Private Limited	9.51%	Vehicle Loan	24	128,150
10 HDFC Bank Limited	13.50%	Vehicle Loan	38	48,191


NOTE 6:- DEFERRED TAX LIABILITIES/(ASSETS) (NET)

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Deferred Tax Liabilities on Fixed Assets	1,543.24	1,400.04
(b) Deferred Tax Assets on Employees provisions	50.99	52.49
Deferred tax liabilities/(assets) (Net)	1,492.25	1,347.55
(c) Deferred Tax Expenses/(Income) transferred to statement of profit & Loss	144.70	53.41

NOTE 7:- LONG TERM PROVISIONS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Provision for employee benefits	142.06	144.63
Total	142.06	144.63

NOTE 8:- SHORT TERM BORROWINGS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Loans repayable on demand:		
(i) From banks		
Working Capital Limit (Secured)	36,785.21	19,348.65
Total	36,785.21	19,348.65

Sub note: Details of Guarantees, Important terms and conditions

1. (From Bankers under Consortium Arrangement Secured against hypothecation of Company's Stocks, Book Debts and other current assets and First charge over Fixed Assets of the company and Personal guarantees of directors namely Sh. Manish Goel, Sh. Mukesh Kumar Gupta their relative Sh. Vishal Goel and Corporate Guarantee of M/s Shilpi Communication Pvt Ltd, Shilpi Cables Pvt Ltd and MVM Impex Pvt. Ltd.

2. Securities Details

- (i) Equitable Mortgage of property at E-138, Bhiwadi, Rajasthan, measuring 4001 sq. mtr (belonging to Shilpi Cables Pvt. Limited.)
- (ii) Pledge of 3.35 crore shares of SCTL from Shilpi Communications P Ltd on first pari passu basis
- (iii) Equitable Mortgage of Property situated at MCD No. 269, Khasra No. 358, AALI INDL Complex Mathura Road, Delhi measuring approximately 300 Sq yards in the name of Sh. Mukesh Kumar Gupta
- (iv) Equitable Mortgage of Property situated at MCD No. 268, Khasra No. 358, AALI INDL Complex Mathura Road., Delhi measuring approximately 324 Sq. yards in the name of Sh. Vishal Goel
- (v) Equitable Mortgage of property situated at D- 1112, New Friends Colony measuring approximately 382.50 Sq. yards in the name of Sh. Vishal Goel
- (vi) Equitable Mortgage of property at MCD No. 21, Khasra No. 358, Aali Indl Complex, Mathura Rd., Delhi measuring approximately 167 sq yard in the name of Sh. Mukesh Kumar Gupta

(b) Reporting of Default, if any:

There is TOD/ LC Overdue of ₹ 95.42 Crore, in repayment of the above loans as on 31st March, 2017



NOTE 9:- TRADE PAYABLE

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry Creditors for:		
(a) Material & Supplies including LCs acceptances	140,105.63	110,029.40
(b) Services & others	1,450.15	317.22
TOTAL	141,555.78	110,346.62

In accordance with Notification No. GSR 719 (E) Dated 16.11.2007, issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act, 2006. The Company is in process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is still not available, no disclosures have been made in accounts.

NOTE 10:- OTHER CURRENT LIABILITIES

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Current portion of Long Term Borrowings (refer note 5)	589.21	596.28
(b) Duties & taxes	4,018.25	3,372.36
(c) Unpaid Dividend {Refer Note 28(15)}	3.89	3.11
(d) Other payables	576.27	360.29
(e) Advance from customers	18,310.69	22,225.32
TOTAL	23,498.31	26,557.36

Sub Note: Duties & Taxes includes Income Tax (AY-2016-2017) of ` 3644.80 and DDT of ` 238.73.

NOTE 11:- SHORT TERM PROVISIONS

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Provision for employee benefits	5.28	7.03
(b) Provision for excise duty on Closing Stock	531.17	-
TOTAL	536.45	7.03

NOTE 12:- FIXED ASSETS SCHEDULE AS PER COMPANIES ACT, 2013 FOR THE YEAR ENDED ON 31.03.2017 (₹ in Lacs)

Sr. No.	Particulars	Gross Block				Depreciation				Retained Earnings	Net Block	
		Value at 01.04.2016	Addition	Deduction	Value as at 31.03.2017	Value at 01.04.2016	During the Year	Deduction	Value as at 31.03.2017		As at 31.03.2017	WDV as at 31.03.2017
I	Tangible Assets											
	(i) Land	290.16	-	-	290.16	-	-	-	-	-	290.16	290.16
	(ii) Factory Building	2,085.86	917.05	-	3,002.91	66.59	-	-	600.23	-	2,402.68	1,552.22
	(iii) Plant & Machinery	10,974.79	1,842.39	-	12,817.18	821.45	-	-	3,702.04	-	9,115.14	8,094.20
	(iv) Furniture & Fixtures	137.20	9.82	-	147.02	14.15	-	-	49.55	-	97.47	101.79
	(v) Office Equipments	252.38	32.01	-	284.39	38.19	-	-	159.85	-	124.54	130.71
	(vi) Computers & accessories	193.16	7.82	0.32	200.66	42.31	0.04	-	153.04	-	47.62	82.39
	(vii) Vehicles	617.96	341.14	-	959.10	100.15	-	-	317.40	0.28	641.98	400.72
	Sub total (A)	14,551.51	3,150.23	0.32	17,701.42	1,082.84	0.04	-	4,982.11	0.28	12,719.58	10,652.19
II	Capital work-in-progress											
	(i) Building	799.97	117.08	917.05	-	-	-	-	-	-	-	799.97
	(ii) Plant & Machinery	417.28	130.27	479.35	68.20	-	-	-	-	-	68.20	417.28
	Sub total (B)	1,217.25	247.35	1,396.40	68.20	-	-	-	-	-	68.20	1,217.25
	Grand Total (A+B+C)	15,768.76	3,397.58	1,396.72	17,769.62	1,082.84	0.04	0.04	4,982.11	0.28	12,787.78	11,869.44
	Previous Year Total	13,710.87	2,151.17	93.28	15,768.76	979.93	13.37	13.37	3,901.25	(1.94)	11,869.44	10,776.18

Sub Note:

- (a) During the year, Depreciation has been calculated as per Schedule II of Companies Act, 2013 and value of assets are as per schedule-II, no deviation in Life of Assets, Residual Value has been made while preparing fixed assets schedule. As per provisions, Some assets of which life completed were transferred to retained earnings. The same has been added to opening balance of Accumulated Depreciation.
- (b) Capital WIP (P&M) includes three machineries which have not been put to intended use for the financial year 2016-2017.
- (c) Previous year an amount of ₹ 28 Lakhs extra debited to Retained earnings, now rectified.
- (d) As required by AS-28, Impairment of assets, an assessment of impairment of assets was carried out and based on such assessment, no provision for impairment of fixed assets is required.


NOTE 13:- NON-CURRENT INVESTMENTS

(` in Lacs)

Particulars	No. of shares at 31.03.2017	No. of shares at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Trade investments, Unquoted				
Investment in Equity instruments				
Equity share of AED 1000 each of M/s Shilpi Worldwide DMCC (UAE) being wholly own Subsidiary. (Previous name /s Shilpi Worldwide JLT)				
	1000	1000	155.46	155.46
Non-trade Investments, Unquoted				
(a) Investment in Government or trust Securities				
NSC			0.40	0.40
(b) Other Non-trade, non-current assets				
100% interest in SCTL Securities Trust (1,04,34,748 Nos. of Equity Shares of SCTL held by the trust in sole benefit of the company)				
			1,337.88	1,337.88
TOTAL			1,493.74	1,493.74

Sub Note:

(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	1,493.74	1,493.74
(c) Aggregate provisions for diminuation in value of investments	-	-

NOTE 14:- LONG-TERM LOANS & ADVANCES

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured, considered goods		
(a) Loans and advances to related parties	12,444.31	3,881.73
(b) Security Deposits	384.72	274.18
(c) Others Loans & Advances	110.00	-
TOTAL	12,939.03	4,155.91

NOTE 15:- INVENTORIES

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Raw Material	1,448.35	10,729.86
(b) Work-in-progress	5,504.68	4,683.50
(c) Finished Goods	6,265.83	6,192.84
TOTAL	13,218.86	21,606.20

Mode of Valuation:

- (a) Raw Material, Stores & Spares, Loose Tools and Packing Materials are valued at cost
- (b) Work -in-Progress are valued at Cost or Net Realisable Value, whichever is lower
- (c) Finished Goods and Stock-in-Trade are valued at Cost or Net Realisable Value, whichever is lower

NOTE 16:- TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at	
	31.03.2017	31.03.2016
(a) Trade receivables (O/s more than 6 Months from the date they are due for payment)		
Unsecured Considered Good	64,153.99	478.32
Unsecured Considered Doubtful	17,694.62	
Total Trade Receivables	81,848.61	
Less:		
Provision for Doubtful debts	17,694.62	64,153.99
		72.23
(b) Others (Unsecured Considered Good)	45,073.70	109,227.69
TOTAL	109,227.69	84,940.94

The management has sought balance confirmation from the customers to evaluate their recoverability. Accordingly, the provision for bad & doubtful debts for ₹ 17694.62 lakhs has been made and receivables have been written off amounting to ₹ 17739.25 lakhs. In the opinion of the management, the provision for doubtful debt and write off is adequate. The management is following up with the customers for recovering the balance due from them

NOTE 17:- CASH AND BANK BALANCES

(₹ in Lacs)

Particulars	As at	
	31.03.2017	31.03.2016
(A) Cash and Cash Equivalents		
(i) Bank Balance in current accounts or others	428.09	1,596.18
(ii) Cash in Hand	39.85	52.78
(B) Other Bank Balances		
(i) Bank balance held as margin money or as security against:		
: Gurantees	37.97	43.00
: Letter of Credit	5,509.50	6,834.62
(ii) Unpaid Dividend Account	3.89	3.11
TOTAL	6,019.30	8,529.69

NOTE 18:- SHORT-TERM LOANS & ADVANCES

(₹ in Lacs)

Particulars	As at	
	31.03.2017	31.03.2016
(a) Prepaid expenses	31.32	10.19
TOTAL	31.32	10.19

NOTE 19:- OTHER CURRENT ASSETS

(₹ in Lacs)

Particulars	As at	
	31.03.2017	31.03.2016
(a) Deposits with Government Authorities	3,765.67	4,487.40
(b) Deposits & Advances receivable in cash or in kind	1,198.30	3,026.67
(c) Advance to Suppliers	39,893.10	
Less: Provision for Doubtful Debts	16,903.03	22,990.06
TOTAL	27,954.03	66,733.84


NOTE 20:- REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars		Year ended 31.03.2017	Year ended 31.03.2016
(a) Sale of products (Gross) (Copper, Aluminium Wires & Cables)			
Indigenous/Domestic	137,683.37		
Exports	67,553.92		
		205,237.29	195,811.95
Less: Excise Duty	4,933.17	200,304.12	(5,442.24)
(b) Other operating revenues (Jobwork etc)		138.80	211.42
TOTAL		200,442.92	190,581.13

NOTE 21:- OTHER INCOME

(₹ in Lacs)

Particulars		Year ended 31.03.2017	Year ended 31.03.2016
(a) Interest income		1,252.46	366.96
(b) Dividend Income (Benefit from SCTL Securities Trust)		104.35	-
(b) Net gain on sale of Assets		0.01	-
(C) Other non-operating income		75.91	-
TOTAL		1,432.73	366.96

NOTE 22:- COST OF MATERIAL CONSUMED

(₹ in Lacs)

Particulars		Year ended 31.03.2017	Year ended 31.03.2016
Consumption of raw material			
Opening Stock		10,729.86	8,454.13
Add:Purchases		33,040.14	35,088.68
Less: Closing Stock		1,448.35	10,729.86
TOTAL		42,321.65	32,812.95

NOTE 23:- PURCHASE STOCK IN TRADE

(₹ in Lacs)

Particulars		Year ended 31.03.2017	Year ended 31.03.2016
Opening Stock			
Purchase Stock in Trade		157,384.04	132,595.46
TOTAL		157,384.04	132,595.46


NOTE 24:- CHANGES IN INVENTORIES OF FINISHED GOODS AND WORKS IN PROGRESS

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Opening Stock		
Finished Goods	6,192.84	4,719.33
Work in progress	4,683.50	4,106.74
TOTAL (A)	10,876.34	8,826.07
Closing stock		
Finished Goods		
- Manufacturing	4,780.52	
- Stock in Trade	1,485.31	6,192.84
Work in progress	5,504.68	4,683.50
TOTAL (B)	11,770.51	10,876.34
TOTAL (A-B)	(894.17)	(2,050.27)

NOTE 25:- EMPLOYEE BENEFIT EXPENSES

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Salaries and wages	2,593.84	2,822.59
(b) Contribution to provident and other funds	61.79	62.41
(c) Expenses on ESOS/ESPP	-	50.22
(d) Staff welfare expenses	194.14	237.71
(e) Directors' Remuneration	278.53	206.78
TOTAL	3,128.30	3,379.71

NOTE 26:- FINANCE COST

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Interest expense	5,284.63	4,492.58
(b) Interest on Term Loans	294.15	161.22
(c) Other borrowing cost	712.25	618.73
(d) Bank Charges	2,322.55	2,104.05
(e) Interest on Debentures	33.99	24.80
TOTAL	8,647.57	7,401.38


NOTE 27:- OTHER EXPENSES

(₹ in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Manufacturing Costs		
Power & Fuel	687.20	623.18
Freight, Cartage & Custom Clearance	593.59	1,149.76
Job Work Charges and labour	204.76	297.95
Repairs-Plant & Machinery	64.91	58.87
Factory Expenses	3.20	5.22
Testing Charges	25.12	17.66
Stores, Consumables & Packing	875.23	952.21
Excise duty expenses on Closing Stock	531.17	-
Other Expenses		
Communication Exps	54.70	51.86
CSR Expenses {Refer Note 28(17)}	120.45	90.74
Conveyance Expenses	46.99	39.06
Fees & Subscriptions	30.28	23.13
Insurance Charges	49.09	32.57
Legal, professional and consultancy charges	229.16	198.82
Director's Sitting Fees	7.25	9.75
Loss on Sale of Fixed Assets	-	20.31
Miscellaneous expenses	5.88	8.61
Net gain/loss on foreign currency transactions	816.26	1,605.28
Office Expenses	16.92	15.90
Interest & Penalty	110.78	1.28
Interest on Duty and Taxes	9.98	6.24
Payment to statutory auditors*	21.25	20.24
Cost Audit Fees	0.60	0.60
Electricity Expenses	24.37	21.72
Postage, Telegram & Courier	9.56	19.02
Printing Stationery and Periodicals	13.23	30.87
Repair & Maintenance	8.63	11.92
Rent	168.22	70.42
Rates & Taxes other than taxes on income	115.82	56.19
Security Expenses	59.82	56.21
Travelling Expenses	194.65	191.83
Vehicle Running & Maintenance	100.74	83.54
Annual Maintenance Charges	7.07	6.16
Advertising & Publicity Expenses	70.11	70.75
Business Promotion	178.22	300.17
Commission Expenses	30.89	12.77
Discount	140.39	83.86
Freight & Forwarding Expenses	555.85	729.85
Sales & Distribution Expense-Others	23.91	39.17
ERP Expenses	12.35	44.50
Book Debts written off	17,739.25	72.23
Provision for doubtful debts	34,597.65	-
TOTAL	58,555.50	7,130.42

*Sub Note:

Payment to statutory auditors	21.85	20.24
- as auditors	18.00	17.00
- for company law matters	-	-
- for taxation matters-tax audit	2.56	2.00
- for others-certification/limited review	1.29	1.24
- for reimbursement of expenses (out of pocket expenses)	-	-

Notes 28- Other notes to accounts

1 Contingent Liabilities and commitments (to the extent not provided for)		(` in Lacs)	
Particulars	As at 31st March 2017	As at 31st March 2016	
(A) Contingent Liabilities			
(a) Export Obligation against EPCG/Advance License	1,693.82	1,693.82	
(b) Claims against the company not acknowledged as debts	3,332.57	3,412.17	
(c) Claims against the company Vat Credit disallowed by Sales Tax Dptt. Not acknowledged as liability by the company	94,460.27	-	
(d) Guarantees			
- Bank Guarantees (For EPCG and Performance and others)	227.75	991.50	
- Corporate Guarantees (For O/s WC loans to Subsidiary / JV Companies)	59,679.48	62,861.00	
Total (A)	<u>159,393.90</u>	<u>68,958.49</u>	
Sub Note: the net exposure against corporate guarantees given by the company to subsidiaries/JV Companies is ` 40725.76 Lakhs.			
During July 2017, the company has received a Sales Tax demand of ` 94460.27 lakhs pertaining to F.Y. 2011-12, 2012-13, 2013-14 2014-15 and 2015-16 from Office of the Commercial Taxes Officer, Anti evasion department, Jaipur which has been disclosed as contingent liability. The company is in appeal before Appellate Authority, Commercial Taxes Department, Alwar (Rajasthan). The TRA bank account with IDBI bank of the company has been frozen by the Sales Tax Authority. The company has relied upon settled judgement and is of the opinion that there would not be any liability.			
(B) Commitments			
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	
(b) Uncalled liability on shares and other investments partly paid	-	-	
(c) Others	-	-	
Total (B)	<u>-</u>	<u>-</u>	
Grand Total (A+B)	<u>159,393.90</u>	<u>68,958.49</u>	

2 The Details of Subsidiaries / JV Companies

	Name of Company	Origin	Shareholding	Status as on 31-03-2017
1	Shilpi Worldwide DMCC (Earlier Shilpi Worldwide JLT) (SWW DMCC)	UAE	100%	Wholly owned subsidiary
2	Shilpi Worldwide PTE Ltd.	Singapore	0%	Subsidiary of Wholly Owned Subsidiary (SWW DMCC)
3	Shilpi Global LLC	UAE	0%	Subsidiary of Wholly Owned Subsidiary (SWW DMCC)
4	Fibre Plus LLC	UAE	0%	JV Company of Wholly Owned Subsidiary (SWW DMCC)
5	Shilpi Eyecom Technologies Private Limited	India	50%	JV Company

Sub Note:

The JV With Eyecom Telecommunication Equipments Limited has been terminated during the month of March, 2017, due to non fulfillment of obligations by the said company.

- In the opinion of the Board of Directors the Current Assets, Loans and Advances have a value on realisation in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- In the opinion of the board of directors, provision made for statutory dues are sufficient to meet liabilities under respective heads. However, any shortage or excess shall be dealt in the year of final disposal by the concerned authorities.
- Disclosure in accordance with Revised AS-15 on "Employee Benefits"
The Accounting Standard 15 (Revised 2005) on "Employee Benefits" has been adopted by the Company. In accordance with the above Standard, the additional obligations of in accordance with the above Standard, the additional obligations of the Company, on account of employee benefits, based on independent actuarial valuation as per the transitional provisions of As – 15 (Revised 2005)



Defined Contribution Plans

Amount recognized as an expenses in defined contributions plans:

(` in Lacs)

Particulars	Expenses recognised in 2016-2017	Expenses recognised in 2015-2016
Contribution Provident Fund & Employees pension scheme 1995	53.11	54.74
Employees' State Insurance Corporation (ESIC)	8.68	7.67

Defined Benefit Plans

Leave Encashment & Gratuity

Valuations in respect of Leave Encashments and Gratuity have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

(` in Lacs)

Principal actuarial assumptions	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Discount Rate (Per annum)	7.54%	8.00%	7.75%	8.50%	8.50%
(b) Rate of increase in Compensation levels	5.50%	5.50%	5.50%	6.00%	5.50%
(c) Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%	0.00%
(d) Expected Retirement Age of employees in no. of Years	60 Years	60 Years	60 Years	60 Years	60 Years

(A) Gratuity

(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	101.39	63.21	35.00	26.38	24.58
(b) Interest Cost	8.11	4.90	2.97	2.11	1.96
(c) Current Service Cost	22.21	26.27	19.30	11.10	8.45
(d) Past Service Cost	-	-	-	-	-
(e) Benefit Paid	(10.66)	(4.24)	(2.76)	-	(3.66)
(f) Actuarial (Gains)/Loss on Obligation	(19.83)	11.25	8.69	(4.59)	(4.96)
(g) Present value of Obligation as at the end of period	101.22	101.39	63.21	35.00	26.37
(ii) Change in fair value of Plan Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	101.21	101.39	63.21	35.00	26.37
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	101.21	101.39	63.21	35.00	26.37
(d) Unrecognized Past Service Cost	-	-	-	-	-
(e) Net Liability recognized in the Balance Sheet	101.21	101.39	63.21	35.00	26.37
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	22.21	26.27	19.30	11.10	8.48
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	8.11	4.90	2.97	2.11	1.97
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Net Actuarial (Gain)/Loss	(19.83)	11.25	8.69	(4.59)	(4.96)
(f) Total Expenses recognized in the Profit & Loss Account	10.49	42.42	30.97	8.62	5.49

(B) Earn Leave Encashment					
(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	34.30	24.18	12.95	9.37	8.09
(b) Acquisition adjustment	-	-	-	-	-
(c) Interest Cost	2.74	1.87	1.10	0.75	0.65
(d) Current Service Cost	9.33	11.09	10.90	6.07	4.21
(e) Past Service Cost	-	-	-	-	-
(f) Curtailment cost/(Credit)	-	-	-	-	-
(g) Settlement cost/(Credit)	-	-	-	-	-
(h) Benefit Paid	(14.25)	(6.16)	(5.87)	(1.82)	(4.88)
(i) Actuarial (Gains)/Loss on Obligation	0.82	3.32	5.10	(1.42)	1.30
(j) Present value of Obligation as at the end of period	32.94	34.30	24.18	12.95	9.37
(ii) Change in fair value of Plan Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	32.94	34.29	24.18	12.95	9.37
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	32.94	34.29	24.18	12.95	9.37
(d) Excess of actual over estimated	-	-	-	-	-
(e) Unrecognized Past Service Cost	-	-	-	-	-
(f) Net Liability recognized in the Balance Sheet	32.94	34.29	24.18	12.95	9.37
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	9.33	11.09	10.90	6.07	4.21
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	2.74	1.87	1.10	0.75	0.65
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Curtailment cost/(Credit)	-	-	-	-	-
(f) Settlement cost/(Credit)	-	-	-	-	-
(g) Net Actuarial (Gain)/Loss	0.82	3.32	5.10	(1.42)	1.30
(h) Total Expenses recognized in the Profit & Loss Account	12.89	16.28	17.10	5.40	6.16



(C) Sick Leave benefit					
(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	15.98	11.42	4.79	4.85	1.49
(b) Acquisition adjustment	-	-	-	-	-
(c) Interest Cost	1.28	0.89	0.41	0.39	0.13
(d) Current Service Cost	5.38	6.73	6.43	2.84	2.75
(e) Past Service Cost	-	-	-	-	-
(f) Curtailment cost/(Credit)	-	-	-	-	-
(g) Settlement cost/(Credit)	-	-	-	-	-
(h) Benefit Paid	-	-	-	-	-
(i) Actuarial (Gains)/Loss on Obligation	(9.46)	(3.06)	(0.21)	(3.29)	0.48
(j) Present value of Obligation as at the end of period	13.18	15.98	11.42	4.79	4.85
(ii) Change in fair value of Plan Assets	2015-16	2014-15	2013-14	2012-13	2011-12
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	13.18	15.98	11.42	4.79	4.85
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	13.18	15.98	11.42	4.79	4.85
(d) Excess of actual over estimated	-	-	-	-	-
(e) Unrecognized Past Service Cost	-	-	-	-	-
(f) Net Liability recognized in the Balance Sheet	13.18	15.98	11.42	4.79	4.85
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	5.38	6.73	6.43	2.84	2.75
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	1.28	0.89	0.41	0.39	0.13
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Curtailment cost/(Credit)	-	-	-	-	-
(f) Settlement cost/(Credit)	-	-	-	-	-
(g) Net Actuarial (Gain)/Loss	(9.46)	(3.06)	(0.21)	(3.29)	0.48
(h) Total Expenses recognized in the Profit & Loss Account	(2.80)	4.56	6.63	(0.06)	3.36

The estimates of future salary increases considered in actuarial valuation, takes account of inflation , seniority , promotion and other relevant factors, such as supply and demand in the employment market.

The value of gratuity and leave encashment includes amount payable to directors and KMP which has not been disclosed in the related party transaction as the same is not separately computed by actuary

- 6 (a) Debit / Credit balances of the Customers and Suppliers are subject to confirmation / reconciliation. and some of the customers and suppliers are steled through triparty agreement.
- (b) There have been some disputes that surfaced in respect of some international trade transactions of the Company, primarily on account of Company's inability to make timely payments for import leg, which resulted in challenges in recovery of export leg of the transactions.

- (c) Wiring harness facility at Pune has been closed during FY 16-17 and the infrastructure available at Pune is shifted to other plants where manufacturing activities of wiring harness are already operational. The production capacities available with the company remain unaltered after closing of unit at Pune.
- 7 (a) Based on the information available with the company in respect of MSME (as defined in the Micro Small & Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprises during the year.
- (b) The Company is in process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is still not available, no disclosures have been made in accounts.
- 8 The company has provided excise duty on finished goods amounting ` 531.17 Lakhs (Previous year ` Nil) at the end of year, there is no resultant impact on the profit for the year.

9 Additional information: (` in Lacs)

Particulars	As at 31st March 2017	As at 31st March 2016
(a) Value of Imports on CIF Basis		
(i) Capital Goods	1,082.80	221.38
(ii) Raw Materials & Spare parts	84,541.37	95,152.20
(b) Total Consumption		
Imported	88,662.02	99,621.63
Indigeneous	111,043.67	101,196.47
(c) Dividend details in Foreign Currency *		
(i) Total Number of Non-resident shareholders	192	181
(ii) Total Number of Shares held	24,144,064	24,159,946
(iii) Dividend Amount	241.44	241.60
(iv) Belonging year (Declared in AGM dt 30.09.2016)	2015-16	2014-15
(d) Earnings in foreign currency		
(i) Sales (Export)	4,011.07	20,419.50
(ii) Others	840.80	-

* The information is as per Register of Members as on 23rd Sept, 2016 i.e. cut-off date for payment of Dividend. The amount has been paid in INR.

10 Earning Per share

Particulars	As at 31st March 2017	As at 31st March 2016
Basic Earnings Per Share		
Net profit for the year attributable to Shareholders (Numerator) (` in Lakhs)	(68,538.83)	5,630.24
Weighted Average number of shares o/s during the year (Denominator)	110,632,272	102,697,846
Earning Per Share (One equity share of ` 10 each) (in `)	(61.95)	5.48
Diluted Earning per Share		
Net profit for the year attributable to Shareholders (Numerator)(` in Lakhs)	(68,538.83)	5,630.24
Weighted Average number of shares o/s during the year (Denominator)	110,632,272	103,043,381
Diluted Earning Per Share (One equity share of ` 10 each) (in `)	(61.95)	5.46
Weighted Average number of shares o/s during the year	110,632,272	102,697,846
Effect of Dilution:		
Stock Option Granted under ESOS	-	345,535
Share Warrants (Refer: Sub note)	-	-
Weighted Average number of shares for Diluted EPS	110,632,272	103,043,381

Sub Note: 70 Lakhs Share warrants having option of conversion into Equity shares are pending for conversion. However, they have no impact on Diluted Earning per share because issue price is fairly priced as per SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009



11 Leases

Accounting for leases has been done in accordance with Accounting Standard-19 specified under section 133 of the Companies Act, 2013. Following are the details of lease transactions for the year:

- (a) Finance Lease-The Company does not have any finance lease agreement.
- (b) Operating Lease-The Company has taken certain premises on Operating Lease basis:
 - (i) An amount charged in profit & loss account during the financial year ` 168.22 Lakhs (Previously 70.42 Lakhs).
 - (ii) There are non cancellable operating lease entered by the Company.

12. Segment Reporting

As per Accounting Standard on segment reporting (AS-17), the Company is exclusively engaged in dealing in only one segment ie Copper, Aluminium Wire, Cables and accessories, hence there is only one primary segment in context of accounting standards 17 on Segment Reporting. The company operating in India are therefor there is only one geographical segment.

13 Related Party Transactions:

- (a) List of Related Parties
 - (i) Subsidiary Company
 - : M/s Shilpi Worldwide DMCC, UAE
 - (Earlier M/s Shilpi Worldwide JLT, UAE)
 - : M/s Shilpi Worldwide PTE Ltd, Singapore
 - : M/s Shilpi Global LLC, UAE
 - (ii) Associates Companies
 - : M/s Shilpi Cables Pvt. Ltd.
 - : M/s Shilpi Communication Pvt. Ltd.
 - : M/s AGH Wires Private Limited
 - : M/s Shree Radhey Kunj Dairy and Milk Products Pvt. Ltd.
 - : M/s MVM Impex Private Limited
 - : M/s Fiber Plus LLC
 - (iii) JV Companies
 - : Shilpi Eyecom Technologies Private Limited
 - (iv) Key Management Persons (KMPs)
 - : Mr. Mukesh Kumar Gupta (Director)
 - : Mr. Manish Goel (Managing Director)
 - : Mr. Iqbal Singh (President)
 - : Mr. Ghanshyam Pandey (Director-resigned)
 - : Mr. Manish Bhatt (CEO-resigned)
 - : Mr. Ajay Mahajan (CFO-resigned)
 - : Mr. Shailendra Kumar (CFO)
 - : Ms. Sneha Modi (Company Secretary-resigned)
 - : Mr. Ravi Shanker (Company Secretary-resigned)
 - : Mr. Gurvinder Singh (Company Secretary)
 - (v) Relative of KMPs
 - : Mrs. Laxmi Pandey W/o Mr. Ghanshyam Pandey
 - : Mrs. Sucheta Bhatt W/o Mr. Manish Bhatt



- (b) In Conformity with Accounting Standard 18 specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014, the transactions with related parties during the financial year and outstanding Balances as on 31.03.2017 are given under:

(` in Lacs)

Particulars	Subsidiary Co.	Associates Cos.	KMPs	Relatives
1 Expenses				
Salaries/ Remunerations	-	-	428.28	25.05
Rent	-	9.00	120.00	-
Sitting Fees	-	-	2.25	-
Purchase/Jobwork	-	45.96	-	-
2 Income				
Sales/Jobwork	18.65	1,699.67	-	-
Interest	840.80			
3 Receipts				
Loans & Advances	104.85	3,809.50	-	-
Rent Security	-	-	-	-
Receipts	1,609.42	4,048.95	-	-
4 Equity Contribution	-	-	-	-
5 Dividend Paid	-	455.00	0.44	0.56
6 Payments				
Loans & Advances	2,043.64	654.00	-	-
Rent Security	-	-	-	-
Debenture Redemption	-	1,240.00	-	-
Payments	-	2,788.18	109.24	-
7 Outstanding				
Share warrant Money	-	1,050.00	-	-
Loans & Advances (Advance/(Borrowings))	12,420.31	3,155.50	-	-
Others Receivable/(Payable)	(85.50)	(4.10)	(53.01)	-
8 Corporate Guarantees Taken		122,500.00		
9 Corporate Guarantees Given	50,898.69	8,780.78	-	-

During the year, the remuneration of ` 239.78 Lakhs and ` 38.75 Lakhs has been paid to Mr. Manish Goel, (MD) and Ghanshyam Pandey (WTD) respectively in excess of prescribed limit under Companies Act, 2013. and the company is in process of obtaining approvals from Shareholders & central government.

- 14 The Company has issued fresh 108 Nos. of Unsecured Non Convertible debentures outstanding at the end of the year and the terms are as follows

The interest rate of debentures is 13.05% per annum. Interest will become due to the debenture holder on semi annually basis for allotment of Debentures. Tax will be deducted at source by the issuer Company as per applicable laws. The Debentures are redeemable and the maturity date is 3.3 Years from the allotment of debentures.

- 15 Amounts of ` 82459, ` 111343 and ` 195282 is remaining as unclaimed dividend for the year 2015-2016. 2014-15 and 2013-14 respectively.

16 Disclosure required under Section 186 (4) of the Companies Act, 2013

	Name of Entity	Type	Amount (` in Lacs)	Purpose
(i)	Shilipi Worldwide DMCC	Corporate Guarantee	50,898.69	For availing loans from Banks
(ii)	Fiber Plus LLC	Corporate Guarantee	8,780.78	For availing loans from Banks
(iii)	Shilipi Worldwide DMCC	Investment	155.46	Business Purpose
(iv)	Shilipi Worldwide DMCC	Loans & Advances	12,420.31	Business Purpose



17 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Funds are utilized on these activities which are specified in Schedule VII of the Companies Act, 2013.

- (i) Gross amount required to be spent by the Company during the year is ₹ 119.60 Lakhs.
- (ii) Amount spent during the year:

Particulars	(₹ in Lacs)		
	Amount paid	Yet to Paid	Total
On Construction/acquisition of any asset	-	-	-
On purpose other than above	120.45	-	120.45

18 Employee Stock Option Scheme

The Company has granted SHILPI Employees Stock Options Scheme, 2014 (ESOS 2014) to its employees pursuant to the resolution passed by the shareholders at the Annual General Meeting held on 30th September, 2014. The Company has followed the Intrinsic Value Method for the valuation of these options. The Nomination and Remuneration Committee of the Company has granted 436826 Stock Option convertible into one Equity Share vide their meetings held on 27th July, 2015. As per the plans, Options granted under ESOS would vest as follows:

- (i) 33% of total options granted on Grant date, shall vest on the 2nd anniversary of the Grant Date;
- (ii) Further 33% of total options granted on Grant date, shall vest on the 3rd anniversary of the Grant Date;
- (iii) Balance of Total Option on the Grant Date, shall vest on the 4th anniversary of the Grant Date.

As per the plans, Options granted under ESOS would vest in not more than five years from the date of grant of such options. Vesting of options is subject to continued employment with the company. The plans are equity settled plans.

The Company has charged Rs. 54.93 Lakhs to the statement of profit and loss in respect of options granted under ESOS scheme 2014

Other details of the options granted under ESOS scheme 2014 are as follows:

Particulars	Grant 1
Date of Grant	27th July, 2015
Number of Options Granted	436826
Method of Settlement	Equity
Vesting Period	As mentioned above
Exercise Period	As mentioned above
Vesting Condition	Continuing Employment

The details of the activity under ESOS scheme 2014 have been summarized below:

Particulars	Numbers	Weighted Avg. Price (₹)
Outstanding at the beginning of the year	399,365	10.00
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	240,202	10.00
Outstanding at the end of the year	159,163	10.00
Exercisable at the end of the year	159,163	10.00
Weighted average remaining contractual life (in years)	5 years	

The weighted average fair value of stock option granted during the year is ₹ 47.85 per share. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Date of Grant: 27th July, 2015	Vest 1	Vest 2	Vest 3
Particulars	July, 2017	July, 2018	July, 2019
Weighted average stock price	47.85	47.85	47.85
Expected volatility	51.5	55.9	57.1
Risk free rate	7.80%	7.77%	7.76%
Exercise price (₹ Per Option)	10	10	10
Time to maturity (years)	2	3	4
Dividend Yield	1.80	1.80	1.80
Option Fair Value	37.65	37.65	37.64
Vesting Percentage	33%	33%	34%
Option Fair Value (in ₹)		37.65	

The Company measures the cost of ESOS using the intrinsic value method. Had the Company used the Fair value Model to determine the compensation, its profit after tax and earnings per share as reported would have changed the amounts indicated below:

Particulars	2016-17 (₹ in Lacs)
Profit after tax	(68,538.83)
Add: ESOS Cost using Intrinsic Value Method	-
Less: ESOS Cost using the Fair Value Method	-
Proforma profit after tax	(68,538.83)

Earning Per Share	2016-17 (in ₹)
Basic	
- As reported	(61.95)
- Proforma	(61.95)

Due to losses the effect of dilution EPS is antidiluted therefore diluted EPS is not required to be disclosed.

- 19 Disclosure as to holdings as well as dealing in Specified Bank Notes (SBN) during the period from 8th November, 2016 to 30th December, 2016.

(Amount in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing Balance as at 08th November 2016	4,958,500.00	79,631.76	5,038,131.76
(+) Permitted Receipts	-	3,044,367.00	3,044,367.00
(-) Permitted Payments	-	7,41,973.26	741,973.26
(-) Amount deposited in Banks	4,958,500.00	-	4,958,500.00
Closing Balance as on 30.12.2016	-	23,82,025.50	2,382,025.50

Explanation: For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance Department of Economic Affairs number S.O 3407(E), dated the 8th November, 2016

- 20 **Following major events occurred after balance sheet date:**

- Due to low recovery of the outstanding, the accounts with the lenders were not regular for few months and Joint Lender Forum (JLF) was formed and in their meeting dated 12th May 2017, it was decided to open a TRA account with IDBI Bank for monitoring the cash flows of the company. The facilities with all consortium banks have been declared as "Non Performing Asset (NPA)" other than Punjab National Bank
- Wiring harness facility at Hosur has been closed during FY 17-18 and the infrastructure available at Hosur is shifted to other plants where manufacturing activities of wiring harness are already operational. The production capacities available with the company remain unaltered after closing of unit at Hosur
- Closing stock has been reduced by ₹ 9483.59 Lakhs due to difference surfaced between stocks as per books and stock physically verified difference appearing in closing stock as per book record and physical verification is largely on



account of the consumption being accounted and relied upon based on bill of material entered in ERP and not on actual consumption basis.

(iv) Insolvency proceedings against the company

Pursuant to the order dated May 24, 2017, passed by Hon'ble National Company Law Tribunal, the Corporate Insolvency Resolution Process had been initiated in respect of the company on an application filed by Macquarie bank Limited, an operational creditor under section 9 of the Insolvency and Bankruptcy Code, 2016 ("IBC, 2016")

The Company filed an appeal before NCLAT against the above cited NCLT orders. The Learned NCLAT allowed the appeal and the orders of NCLT dated 24-05-2017 were set aside. During the intervening period Ms. Rita Gupta was appointed as IRP who took control of the affairs of the company including banking operations between the period from 13.07.2017 to 01.08.2017. After setting aside of NCLT orders independent functioning of the company through the board of directors is restored.

Macquarie Bank Limited has since filed an appeal in Supreme Court against the above cited NCLAT order.

Among subsequent developments, the following creditors have also moved to NCLT/served notices under section 7 & 9 of Insolvency and Bankruptcy code, 2016:

- (a) M/s Sonarg Plastics Private Limited (operational creditor) has approached on 17.10.2017. The application is not yet admitted & matter is listed for hearing on 08.11.2017;
- (b) M/s Rainbow Digital Services Private Limited -'Rainbow' (financial creditor) has approached on 13.10.2017. The application is not yet admitted & the matter is listed for hearing on 02.11.2017.
- (c) M/s Jain Sons Finlease Limited (financial creditor) has served notice u/s 7 of IBC, 2016 upon us on 27/10/2017.
- (d) M/s American Express Banking Corp (financial creditor) has approached NCLT u/s 7 of IBC, 2016. The matter has not been listed till yet
- (e) M/S BDR Builders and Developers Private Limited also served on us a petition u/s 7 of IBC, 2016.'

The management is hopeful that the operations of the company would continue for atleast one year and the financial statements have been prepared on going concern basis.

21 Prior years Figures have been regrouped, rearranged & recast where considered necessary to conform to the current period's classification

22 All the figures have been rounded off to the nearest lakh Rupees.

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants
FRN: 000978N/500062N

(Santosh Kumar)

Partner
M.No. 533944

(Manish Goel)

(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)
DIN No. 00163044

(Shailendra Kumar)

(Chief Financial Officer)
PAN-AGPPK2052D

(Gurvinder Singh)

(Company Secretary)
ACS-A40102

Date: 5th November, 2017

Place: New Delhi



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHILPI CABLE TECHNOLOGIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Shilpi Cable Technologies Limited hereinafter referred to as ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Investor Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Investor Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Investor Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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



Basis for Qualified Opinion

Out of the total outstanding debtors mentioned in note No-16, overseas debtors amounting to ` 258.97 crore are outstanding for more than one year. Further sale of ` 344.69 Crore has been done to these overseas debtors even there is no realization in these accounts for last more than one year. The total figure of such outstanding overseas debtors as on 31.03.2017 is ` 603.67 Crore. We are of opinion that certainty of realization of these debtors cannot be determined on the basis of evidence available to us. Consequently, we were unable to determine whether any adjustments to these amounts were necessary, which in the opinion of the management is recoverable.

Qualified Opinion

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

Other Matters

- (a) We did not audit the financial statements / financial information of **(i) M/s Shilpi Worldwide DMCC, UAE (SWW DMCC) (wholly owned subsidiary), (ii) Shilpi Worldwide PTE Ltd, Singapore (Wholly Owned Subsidiary of SWW DMCC), (iii) Shilpi Global LLC (49% shares and whole Control of SWW DMCC)**, whose unaudited financial statements reflect total assets of ` 1338.80 Crores as at 31st March, 2017, total revenues of ` 1830.30 Crores for the year ended on that date, as considered in the consolidated financial statements.
- (b) The consolidated financial statements also include the Subsidiaries' share of net loss of ` 148.95 Crore for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of **(i) M/s Shilpi Worldwide DMCC, UAE (SWW DMCC) (wholly owned subsidiary), (ii) Shilpi Worldwide PTE Ltd, Singapore (Wholly Owned Subsidiary of SWW DMCC), (iii) Shilpi Global LLC (49% shares and whole Control of SWW DMCC)**, whose unaudited financial statements have not been audited by us. These unaudited financial statements have been prepared and furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the representation from the Board of Directors of respective subsidiary companies.
- (c) **We further draw your attention to the following, but our opinion is not qualified on the basis of below given information:-**
1. Company has settled debtors of ` 181.15 crore against creditors by entering into tri-party memorandum of understanding (i.e MOU). Validity of the MOU is subject to vetting.
 2. An amount of ` 258.98 crore overseas debtors are outstanding for more than one year as on 31.03.2017 but no consideration realised within stipulated prescribed time as laid down in FEMA which resulted non-compliance of FEMA. Consequence of non-compliance of FEMA are not quantifiable.
- 3. Going concern assumption**
- Due to significant losses during the year, entire net worth of the company has been eroded. However, considering the customer's orders in hand and expected strategic investment in the company, the financial statement has been prepared on going concern basis.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- (a) We/the other auditors whose reports have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of accounts maintained for the purpose of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 1”
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Group Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 27(1) to financial statements.
 - (ii) The Group, its associates and joint controlled entities did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.
 - (iv) The Company has provided requisite disclosures in Note 28 to these financial statements as to the holdings of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Our procedures for reporting on these disclosures in accordance with the books of account of the Company were limited to our enquiries and relying on the management representation regarding the holding and nature of cash transactions. Hence, our report is solely based on the management representation for such information related to the holdings and dealings in Specified Bank Notes as included in such disclosure and we were unable to perform alternative audit procedures.

For M/s. RMA & Associates LLP
Chartered Accountants
Firm Reg. No.: 000978N/N500062

(Santosh Kumar)
Partner
M.No. 533944

Date: 5th November, 2017
Place: New Delhi



“Annexure 1” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of SHILPI CABLE TECHNOLOGIES LIMITED

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

We have audited the internal financial controls over financial reporting of Shilpi Cable Technologies Limited (hereinafter referred to as “the Holding Company”) and its subsidiary companies as of 31st March, 2017 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year then ended.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Holding Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the representation made by the Board of Directors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the aforesaid entities.

Meaning of Internal Financial Controls Over Financial Reporting

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and taking into consideration the reports of the other auditors referred to in the Other Matters Paragraph below, the Holding Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 except accounting of inventory in ERP which has been taken care by physical verification of inventory by holding company, based on “the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

Other Matters

Our aforesaid report under section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting in so far as it relates to 3 subsidiary companies, which are companies incorporated outside India, is based on the representation from the Board of Directors as the requirement of Section 143(3)(i) of the Act is not applicable to those companies being such companies are incorporated outside India.

For M/s. RMA & Associates LLP
Chartered Accountants
Firm Reg. No.: 000978N/N500062

(Santosh Kumar)
Partner
M.No. 533944

Date: 5th November, 2017
Place: New Delhi



CONSOLIDATED BALANCE SHEET as at 31st March, 2017

(` in Lacs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	11,063.23	11,063.23
(b) Reserves and Surplus	3	(24,978.94)	61,862.11
(c) Minority interest	3.1	189.63	252.42
(d) Money received against Share Warrants	4	1,050.00	1,050.00
(2) Non-current liabilities			
(a) Long-term borrowings	5	26,475.70	25,425.74
(b) Deferred tax liabilities (Net)	6	1,492.25	1,347.55
(c) Other Long term liabilities	-	-	-
(c) Long-term provisions	7	171.03	167.78
(3) Current liabilities			
(a) Short term borrowings	8	54,622.55	29,451.19
(b) Trade payables	9	185,093.03	72,419.52
(c) Other Current Liabilities	10	34,710.82	15,818.12
(d) Short-term provisions	11	657.10	18.29
	TOTAL	290,546.40	218,875.95
II. ASSETS			
Non-current assets			
(1) (a) Fixed assets			
(i) Tangible assets	12	13,927.92	11,869.31
(ii) Capital work-in-progress		68.20	1,217.26
(iii) Intangible assets under development	-	-	-
(b) Non-current investments	13	1,424.83	1,428.53
(c) Long-term loans and advances	14	13,857.28	12,937.10
(2) Current Assets			
(a) Inventories	15	15,740.45	26,531.47
(b) Trade receivables	16	184,639.54	132,289.12
(c) Cash and Cash Equivalents	17	10,040.88	14,084.32
(d) Short-term loans and advances	18	4,987.12	3,504.48
(e) Other current assets	19	45,860.18	15,014.36
	TOTAL	290,546.40	218,875.95
Notes to accounts and significant accounting policies	1		
Other Notes to accounts	28		

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants
FRN: 000978N/500062N

(Santosh Kumar)
Partner
M.No. 533944

(Manish Goel)
(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)
(Chairman)
DIN No. 00163044

(Shailendra Kumar)
(CFO)
PAN-AAIPM8916H

(Gurvinder Singh)
(Company Secretary)
ACS-A40102

Date: 5th November, 2017
Place: New Delhi



CONSOLIDATED STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2017

(₹ in Lacs)

Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
I. Revenue from operations	20	383,388.53	389,553.10
II. Other income	21	659.66	443.35
III. Total Revenue (I+II)		384,048.19	389,996.45
IV. Expenses			
Cost of materials consumed	22	217,829.69	215,587.24
Purchase of Stock-in-trade	23	157,384.04	132,595.46
Change in inventories of finished goods and work in progress	24	(894.17)	(2,050.27)
Employee benefit expense	25	4,274.75	4,326.54
Finance Costs	26	10,887.05	10,467.40
Depreciation and amortisation expense	12	1,151.46	1,052.65
Other expenses	27	76,712.79	8,295.18
Total expenses		467,345.61	370,274.20
V. Profit before extraordinary items and tax (III-IV)		(83,297.43)	19,722.25
VI. Prior Period Expenses/(Income)		44.04	-
VII. Profit before tax (V-VI)		(83,341.47)	19,722.25
VIII. Tax expense:		144.70	3,158.07
(1) Current tax		-	3,104.66
(2) Deferred tax		144.70	53.41
(3) Wealth Tax		-	-
IX. Profit (Loss) for the period before Minority Int/ Others (VII-VIII)		(83,486.17)	16,564.18
X. Minority Interest		(52.44)	216.35
XI Profit (Loss) for the period (VII - VIII)		(83,433.73)	16,347.83
XII. Earning per share:			
(1) Basic-Adjusted		(75.46)	15.92
(2) Diluted-Adjusted		(75.46)	15.86
Notes to accounts and significant accounting policies	1		
Other Notes to accounts	28		

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants

FRN: 000978N/500062N

(Santosh Kumar)

Partner
M.No. 533944

(Manish Goel)

(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)
DIN No. 00163044

(Shailendra Kumar)

(CFO)
PAN-AAIPM8916H

(Gurvinder Singh)

(Company Secretary)
ACS-A40102

Date: 5th November, 2017

Place: New Delhi



CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2017

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
A. Cash flow from Operations		
Profit before tax	(83,341.47)	19,722.25
Adjustment for:		
Depreciation and amortisation expense	1,151.46	1,052.65
Financial Charges	10,887.05	10,467.40
Provisions for gratuity, earned leave etc. (Net)	3.25	42.49
Expenses on ESOP	-	54.93
Interest income	(463.35)	(419.66)
Provision for Doubtful Debts	50,529.42	72.23
Provision For Excise Duty Expenses/Others	665.04	7.17
Dividend Income (Benefit from SCTL Securities Trust)	-	-
(Profit)/loss on sale of Fixed assets	(0.01)	-
	<u>62,772.86</u>	<u>156.84</u>
Operating profit before working capital changes	(20,568.61)	31,156.30
(Increase)/ Decrease in Current Assets		
Inventories	10,791.02	(1,833.83)
Trade receivables	(85,904.58)	(29,528.31)
Other current assets	<u>(49,237.49)</u>	<u>(2,512.31)</u>
	<u>(124,351.05)</u>	<u>(33,874.45)</u>
Increase /(Decrease) in Current Liabilities		
Trade payables	112,673.51	(4,156.50)
Other Current Liabilities	18,871.45	11,056.52
Short-term provisions	57.36	85.92
	<u>131,602.31</u>	<u>85.92</u>
Cash Inflow / (outflow) from Operations	(13,317.35)	4,267.79
Taxes paid		
Income Tax Paid	(54.71)	(2,110.00)
Others- Wealth Tax	-	(1.28)
	<u>(54.71)</u>	<u>(2,111.28)</u>
Net Cash Inflow / (Outflow) from Operation (A)	(13,372.06)	2,156.51
B. Cash flow from Investing activities		
Addition to Fixed Assets	(1,755.02)	(1,704.20)
Sale of Fixed Assets	0.28	3,467.58
Change in Capital WIP	(247.35)	246.20
Income from Interest	463.35	419.66
Long Term Loans & Advances	(920.18)	(12,794.85)
Dividend Income from SCTL Securities Trust	104.35	104.35
Investment in Subsidiary	-	2.58
	<u>(2,354.57)</u>	<u>(10,258.68)</u>
Net Cash Inflow / (Outflow) from Investing Activities (B)	(2,354.57)	(10,258.68)
C. Cash Flow form Financing Activities		
Increase in share Capital	-	800.00
Minority interest	(189.63)	(252.42)
Increase in Share Warrant Amount	-	1,050.00
Increase in Securities Premium	-	4,000.00
Proceeds from/(Payment of) NCD-Unsecured	(160.00)	-
Increase / (Decrease) in Long Term Borrowings	1,209.96	-
Dividend Paid (Including Taxes thereof)	(1,105.50)	(1,249.07)
Short Term Borrowings	25,171.36	(5,715.21)
Financial Charges Paid	(10,887.05)	(10,467.40)
	<u>14,039.14</u>	<u>(11,834.10)</u>
Net Cash Inflow / (Outflow) from Financing Activities (C)	14,039.14	(11,834.10)
Foreign Currency Translation Reserve	(2,355.95)	1,517.33
Net Change in Cash or Cash Equivalents during the year (A+B+C)	(1,687.49)	(3,892.86)
Cash and Cash Equivalents at the beginning of the year	14,084.32	16,459.85
Cash and Cash Equivalents at the end of the year	10,040.88	14,084.32

Note:

- I The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 'Cash Flow Statement' and notified in the Companies (Accounting Statndard(Rules,2006 (as amended)
- II Cash and Cash Equivalents represent cash and bank balances.(Refer Note 17).
- III Figures in brackets represent cash outflow.
- IV Previous year's figures have been regrouped/rearranged/recasted wherever necessary.

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants

FRN: 000978N/500062N

(Santosh Kumar)

Partner
M.No. 533944

Date: 5th November, 2017

Place: New Delhi

11th Annual Report 2016-17

(Manish Goel)

(Managing Director)
DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)
DIN No. 00163044

(Shailendra Kumar)

(CFO)
PAN-AAIPM8916H

(Gurvinder Singh)

(Company Secretary)
ACS-A40102

Note-1: Significant Accounting Policies

Corporate Information

Shilpi Cable Technologies Ltd (“SCTL”) (Holding Company) being a Company incorporated under the provisions of the Companies Act, 1956, and having its registered office at A-19/B-1 Extension, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044. The Group was initially incorporated under the provisions of the Companies Act, 1956, as a public limited Group with the name and style of Rosenberger Shilpi Cable Technologies Ltd vide Certificate of Incorporation No. (CIN) U 64201 DL 2006 PLC 150753 dated 9th July, 2006 issued by the Registrar of Companies, NCT of Delhi & Haryana. The Group obtained Certificate for Commencement of Business on 13th July, 2006. Name of the Group was changed to its present name-‘Shilpi Cable Technologies Ltd’ vide fresh Certificate of Incorporation dated 21st October, 2008 issued by the ROC, NCT of Delhi & Haryana. The Group is carrying on the business of manufacturing of Cables, wires, copper rod and Accessories and trading of copper, wires, and accessories used in Telecom, Automobile, Consumer Durables and selling of wires, MCBs, Switches etc. through distributor under its Brand Name SAFE.

1 Principles of Consolidation

- (i) The Consolidated Financial Statement has been prepared in accordance with the Accounting Standard 21 (AS-21) “Consolidated Financial Statements” notified by the Companies (Indian Accounting Standards) Rules, 2015.
- (ii) The financial statements of the parent Group and its subsidiary Group have been combined on a line by line basis by adding together like items of assets, liabilities, income & expenses. The intra-group balances and intra-group transactions and unrealized profits or losses are fully eliminated.
- (iii) The consolidated financial statement has been prepared using uniform accounting policies for similar material transactions and other events in similar circumstances.
- (iv) The excess of cost of the Group of its investments in the subsidiary Group over its share of the equity of the subsidiary Group, at the date on which the investments in the subsidiary Group are made, is recognised as “goodwill” being an asset in the consolidated financial statements. Alternatively, where the Share of equity in the subsidiary Group as on the date of investments, is in the excess of cost of the Group, it is recognised as ‘capital reserve’ and shown under the head ‘Reserve and Surplus’, in the consolidated financial statements.
- (v) Minority Interest’s share of net profit of the subsidiary for the year is identified and adjusted against the consolidated profit & loss in order to arrive at the net income attributable to the shareholders of the Group.
- (vi) Minority Interest’s share of net assets of the subsidiary is identified and presented in the consolidated Balance Sheet separated from liabilities and the equity of the Group’s Shareholders
- (vii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and presented in the same manner as the Group’s separate financial statements
- (viii) The following subsidiary Companies is considered in the preparation of consolidated financial statements: -

Name of Company	:-	Shilpi Worldwide DMCC (“SWW DMCC”) (Earlier Shilpi Worldwide JLT)
County of Incorporation	:-	UAE
%age of Voting Power	:-	100

the following entities are consolidated in M/s Shilpi Worldwide DMCC before consolidation with Shilpi Cable Technologies Limited

	Name	Place	% Voting	
(i)	Shilpi Worldwide PTE Ltd.	Singapore	100%	Wholly owned Subsidiary of SWW DMCC
(ii)	Shilpi Global LLC	Dubai	49%	Controlling Authority- SWW DMCC

1 (a) Basis of preparation

- (i) The Group follows the mercantile system of accounting and recognises income and expenditure on an accrual basis. During the year ended 31st March 2017, the Group prepared its books of accounts as per Schedule III , notified under The Companies Act 2013 for preparation and presentation of its financial statements.
- (ii) Financial Statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- (iii) The preparation of financial statements are in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the Group financial statements are based upon management’s evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the Group financial statements.

(b) Preparation and disclosure of financial statements:

During the year ended 31st March 2017, the Group prepared its books of accounts as per Schedule III , notified under The Companies Act 2013 for preparation and presentation of its financial statements.



2 Fixed Assets:

- (a) Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any direct cost of bringing the assets to their working for intended use.
- (b) Capital Work in Progress comprise of Cost of Fixed Assets that are not yet ready for their intended use at the reporting date.

3 Depreciation:

- (a) Depreciation on Fixed Assets is calculated on Straight Line Method in accordance with the provisions of Schedule II of the Companies Act, 2013 keeping 5% of cost as residual value. The useful life of fixed assets as defined in Part C of schedule II of the Companies Act, 2013 has been taken for all tangible assets. In case of purchase / sale of assets during the year, depreciation has been charged on pro rata basis from / up to date of commercial production / sale. and depreciation is not provided on Capital Work in Progress until the assets is ready for its intended use.
- (b) License and process know-how fee having future economic benefits is amortised on straight line method over a period of 10 years from the date when the asset is available for use in accordance with Accounting Standard-26 specified under section 133 of the Companies Act, 2013.

4 Inventories:

Inventories are valued at cost or net realisable value whichever is less with cost established using the weighted average cost method. The cost of work in progress & finished goods include overheads on estimate basis, and Excise duty is included in finished goods valuation.

5 Foreign Currency Transaction:

Sales made to clients outside India and realisations deposited into Bank account are accounted for on the basis of exchange rate as on the date of the transaction. Adjustments are made for any variations in the sales proceeds on conversion into Indian currency up to actual receipts. Expenditure in foreign currency is accounted at the exchange rate prevalent when such expenditure is incurred. Current assets and current liabilities denominated in foreign currency are translate at the exchange rate prevalent at the date of the balance sheet. The exchange differences arising out of foreign currency transactions are recognised as Income or expenses in the year. The exchange differences arising out of foreign currency transactions pertaining to fixed assets are adjusted to carrying amount of related fixed assets.

6 Taxation:

Current Tax calculations are based upon the assessable profits of the Group computed in accordance with the Income Tax Act, 1961. The deferred tax charged or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets/Liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws to reassess realisation /liabilities.

7 Revenue Recognition:

- a) Sales of goods Indigenous and exports both are recognised at the time of dispatch / Constructive delivery. Sales are exclusive of Excise Duty, Sales Tax and Trade Discount.
- b) Interest Income is recognised on time proportion basis.
- c) Dividend Income is recognised when the right to receive the dividend is established.
- d) Other Income is recognised on the basis of Accounting Standard – 9 (Revenue Recognition) specified under section 133 of the Companies Act, 2013

8 Borrowing Cost:

Borrowing cost that are attributable to the acquisition / construction of qualifying assets are capitalized as part of the cost of the respective assets. Other borrowing costs are recognized as expenses in the year in which they are incurred.

9 Lease:

- a) Finance Lease: Assets taken on lease are capitalised at fair value/contracted price. Depreciation on the same is charged at the rate applicable to similar type of fixed assets as per accounting policy on 'Depreciation'. If the leased assets are returnable to the lessor on expiry of lease period, the same is depreciated over its' useful life or lease period, whichever is shorter. Lease payments made are apportioned between finance charges and reduction of outstanding liability in relation to assets taken on lease.
- b) Operating Lease: Lease payments made for assets taken on operating lease are recognised as expense over the lease period.
- c) Land taken on Lease for the period of 99 year as per the norms of RIICO Industrial Estate, is treated as Fixed Assets under Schedule.

10 Investments

- a) Investments are either classified as current investments or long- term investments. The cost of investments includes acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and fair value.

- b) Long- term investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.

11 Employee Benefits

a) Short Term Employee Benefits:

Short term Employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account for the year in which related services are rendered.

b) Defined Contribution Plans:

Group's contributions and other amount, if any, payable during the year towards Provident Fund, Pension Fund and Employee State Insurance are recognized in the profit and loss account of the year.

c) Defined Benefit Plans:

Group's liability towards gratuity in accordance with Payment of Gratuity Act, 1972 and other long term benefits are determined and accounted in accordance with AS-15 (Revised) based on the Actuarial Valuation as on the balance sheet date.

12 Basic earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

13 Deferred Revenue Expenditure

Pre operative expenditures are treated as deferred revenue expenditures and is amortised over such periods as determined by management from time to time.

14 Research & Development Expenditure

Research & Development expenditure is accounted for in accordance with Accounting Standard-26 specified under section 133 of the Companies Act, 2013.

15 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized where there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. The Group acknowledges the liabilities only on the receipt of corresponding goods, service, assets.

16 Impairment of assets

An asset as treated as impaired when the amount of an assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss A/c in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists.

17 Financial Derivatives and Commodity Hedging Transactions

Financial Derivatives and Commodity Hedging Transactions In respect of derivatives contracts, premium paid, gains/ losses on settlement and losses on restatement are recognized in the Profit & Loss account except in case where they relate to acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

18 Current and Non-current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when:
- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading .
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets or liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

19 Government Grants

Government grants are accounted for on receipt basis. Grants related to specific fixed assets are deducted from the gross value of the assets and grants related to revenue are deducted in reporting the related expenses.



NOTE 2:- SHARE CAPITAL

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(A) Authorised, Issued, Subscribed and paid-up share capital and par value per share		
Authorised:		
12,50,00,000 equity shares of ` 10/- each (Previously, 12,50,00,000 equity shares of ` 10/- each)	12,500.00	12,500.00
Total	12,500.00	12,500.00
Issued, subscribed and fully paid up:		
11,06,32,272 equity shares of ` 10/- each (Previously, 11,06,32,272 equity shares of ` 10/- each)	11,063.23	11,063.23
Total	11,063.23	11,063.23

(B) Reconciliation of number of equity shares outstanding at the beginning and at end of the year

Particulars	As at 31.03.2017	As at 31.03.2016
Number of shares outstanding as at beginning of the year	110,632,272	102,632,272
Add:		
Number of shares allotted as fully paid-up-bonus shares during the year	-	-
Number of shares allotted during the year as fully paid-up pursuant to a contract without payment being received in cash	-	-
Number of shares allotted to employees pursuant to ESOPs/ESPs	-	-
Number of shares allotted for cash	-	80,00,000
Less:		
Number of shares bought back during the year		
Number of shares outstanding as at end of the year	110,632,272	110,632,272

Sub Note:

- (i) During the year, 1,50,00,000 convertible warrants were issued by the Company on preferential allotment basis pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2009. Out of 1,50,00,000 convertible warrants, 80,00,000 warrants have been converted into equity shares of ` 10 each at a premium of ` 50 per share on 28.03.2016 and at the close of the financial year, there are 70,00,000 convertible warrants pending for conversion. Further, there are no other securities or any other instrument pending in the Company which may be converted into equity shares.

(C) Shares in the company held by each shareholder holding more than 5% shares

Name	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Percentage	No. of Shares	Percentage
Shilpi Communication Private Limited	33,500,000	30.28%	33,500,000	30.28%
Shilpi Cables Private Limited	12,000,000	10.85%	12,000,000	10.85%
Trustee of SCTL Securities Trust (Anand Gupta)	10,434,748	9.43%	10,434,748	9.43%
Global Focus Fund	10,082,000	9.11%	10,082,000	9.11%
Emerging Market Opportunities Fund	8,470,099	7.66%	8,800,000	7.95%

Sub Notes:

- (i) 23,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 28.04.2018
(ii) 17,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 21.05.2018
(iii) 80,00,000 equity shares held by Shilpi Cables Private Limited are locked in upto 12.05.2019

- (iv) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of the equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year 2016-17, in AGM held on 30.09.2016, dividend of ₹ 1 per fully paid up equity share declared and paid to equity share holders.
- (v) The Company has set up a Trust (SCTL Securities Trust) as directed by Delhi High Court at the time of merger Shilpi Cabletronics Limited. With Shilpi Cable Technologies Limited in the sole benefit of the Shilpi Cable Technologies Limited.
- (vi) The shareholders in the Annual General meeting of the Company held on 30th September, 2014 had approved an Employees Stock Option Scheme. The scheme has been framed and necessary in-principle approval of the stock exchanges has been obtained on the Scheme. Further, NRC committee of the Board had approved and granted 436826 Stock Options to the Eligible Employees under Shilpi Employees Stock Option Scheme 2014. As at the end of the financial year (2016-2017) 159163 exercisable Stock Option are exist.

(D) Aggregate number of Shares allotted as fully paid up by way of bonus shares during 5 years immediately preceding March 31, 2017

Particulars	Aggregate No. of shares issued in last 5 years	Bonus Shares Allotted in the year ended				
		31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
(a) Equity shares allotted as fully paid bonus shares	49,316,136	-	-	49,316,136	-	-
(b) Other than Cash	-	-	-	-	-	-
Total	49,316,136	-	-	49,316,136	-	-

NOTES 3:- RESERVES & SURPLUS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Securities Premium Reserve		
Opening Balance	9,955.40	5,955.40
Add: (i) Issuance of Share capital during the period	-	4,000.00
Less: (i) Issuance of Bonus Share	-	-
Closing Balance (a)	9,955.40	9,955.40
(b) Surplus (Profit & Loss Account)		
Opening Balance	48,883.53	34,192.40
Add: (i) Current year profit	(83,433.73)	16,347.84
(ii) Transferred from Debenture Redemption Reserve	171.34	-
(iii) Dividend From SCTL Securites Trust	-	104.35
(iv) Others Consolidated Reserve	847.55	-
Less: (i) Dividend Amount (Including Taxes)	1,348.17	1,249.07
(ii) Prior Period Tax Payments	680.57	400.72
(iii) Fixed Assets Write off /(Reversal)	-	111.25
(v) Legal Reserve (Shilpi Global LLC)	-	23.41
Closing Balance (b)	(35,560.05)	48,883.55
(c) Debenture Redemption Reserve		
Opening Balance	310.00	310.00
Add: (i) Creation of DRR	270.00	-
Less: (ii) Reversal of DRR	310.00	-
Closing Balance (c)	270.00	310.00



(d) Capital Reserve/(Goodwill)

Capital Reserve	32.33	33.83
Closing Balance (c)	32.33	33.83

(e) Foreign Currency Translation Reserve

Opening Balance	2,652.25	1,134.92
Add: (i) Creation of FCTR	-	1,517.33
Less: (i) Reversal of FCTR	2,354.84	-
Closing Balance (c)	297.41	2,652.25

(f) Legal Reserve

Opening Balance	27.08	-
Add: (i) Opening Balance (Shilpi Global LLC)	-	3.67
(ii) Creation during the year	-	23.41
Less: (i) Reversal	1.11	-
Closing Balance (c)	25.97	27.08

(Legal reserve has been shown as per the financial statements of Shilpi Global LLC)

Closing Balance (a+b+c+d)	(24,978.94)	61,862.11
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Going concern assumption

Due to significant losses during the year, entire net worth of the company has been eroded. However, considering the customers order in hand and expected strategic investment in the company, the financial statement has been prepared on going concern basis.

Notes 3.1:- Minority Interest

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Share Value	26.48	27.62
Reserve & Surplus	163.15	224.80
Total	189.63	252.42

NOTES 4:- MONEY RECEIVED AGAINST SHARE WARRANTS

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Application money against share warrants	1,050.00	1,050.00
Total	1,050.00	1,050.00

Sub Note:

Reference to note 2(B)(i), At the end of the financial year, there are 70,00,000 convertible warrants pending to be converted against which ` 1050.00 Lacs has been received by the company (SCTL).


NOTE 5:- LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	Non-Current Portion		Current Portion	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
(a) Debentures				
13.05% Debentures (1080 nos. of ₹ 10.00 Lac each) Unsecured, Unlisted, redeemable and non convertible (See Note-28-Pt.14)	1,080.00	-	-	-
2% Debenture (124 nos. of ₹ 10.00 Lakhs each has been repaid) Unsecured, Unlisted, redeemable & non convertible	-	1,240.00	-	-
(b) Term loans: Secured				
(A) From Banks:				
(i) Vehicle Loans (Loan against hypothecation of vehicle purchased out of above loan)	115.67	54.32	155.31	75.86
(ii) Other Term Loans from Bank (Secured)	10,300.34	13,973.03	11,069.30	11,281.03
(B) From others				
Vehicle Loans	67.32	154.29	433.91	86.95
Term Loans (From Financial Institution secured against hypothecation of respective Machinery)	1,207.35	949.15	-	505.49
(c) Loan and advances from Others				
Unsecured loans from Related Party	3,328.22	7,041.95	-	-
Unsecured loans from Corporates	10,376.80	2,013.00	-	-
Total	26,475.70	25,425.74	11,658.51	11,949.33

(d) Reporting of Default, if any:

There is no default, continuing or otherwise, in repayment of any of the above loans.

NOTE 6:- DEFERRED TAX LIABILITIES/(ASSETS) (NET)

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Deferred Tax Liabilities on Fixed Assets	1,543.24	1400.04
(b) Deferred Tax Assets on Employees provisions	50.99	52.49
Deferred tax liabilities/(assets) (Net)	1,492.25	1347.55
(c) Deferred Tax Expenses/(Income) trf to statement of profit & Loss	144.70	53.41

NOTE 7:- LONG TERM PROVISIONS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Provision for employee benefits	171.03	167.78
Total	171.03	167.78

NOTE 8:- SHORT TERM BORROWINGS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Loans repayable on demand:		
(i) From banks		
Working Capital Limit (Secured)	54,622.55	29451.19
Total	54,622.55	29451.19

Sub note: Details of Guarantees, Important terms and conditions



1. (From Bankers under Consortium Arrangement Secured against hypothecation of Company's Stocks, Book Debts and other current assets and First charge over Fixed Assets of the company and Personal guarantees of directors namely Sh. Manish Goel, Sh. Mukesh Kumar Gupta, Corporate Guarantee of M/s Shilpi Communication Pvt Ltd, Shilpi Cable Pvt Ltd and MVM Impex Pvt. Ltd.
2. Securities Details
 - (i) Equitable Mortgage of property at E-138, Bhiwadi (belonging to Shilpi Cables Pvt. Limited.)
 - (ii) Pledge of 3.35 crore shares of SCTL from Shilpi Communications P Ltd on first pari passu basis
 - (iii) Equitable Mortgage of Property situated at 358, AALI INDL Complex Mathura Road, Delhi in the name of Sh. Mukesh Kumar Gupta
 - (iv) Equitable Mortgage of Property situated at 358, AALI INDL Complex Mathura Road., Delhi in the name of Sh. Vishal Goel
 - (v) Equitable Mortgage of property situated at D- 1112, New Friends Colony
 - (vi) Equitable Mortgage of property AALI INDL Mathura Rd., Delhi measuring approximately 167 sq yard in the name of Sh. Mukesh Kumar Gupta
 - (vii) Loans taken by its subsidiary are guaranteed by Shilpi Cable Technologies Limited by way of Corporate Guarantee

(b) Reporting of Default, if any:

There is TOD/ LC Overdue of Rs.95.42 Crore , in repayment of the above loans as on 31st March, 2017

NOTE 9:- TRADE PAYABLE

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry Creditors for:		
(a) Material & Supplies including LCs acceptances	183,642.88	72102.3
(b) Services & others	1,450.15	317.22
Total	185,093.03	72419.52

In accordance with Notification No. GSR 719 (E) Dated 16.11.2007, issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act,2006. The Company is in process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is still not available, no disclosures have been made in accounts.

NOTE 10:- OTHER CURRENT LIABILITIES

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Current portion of Long Term Borrowings (refer note 5)	11,658.51	11949.33
(b) Duties & taxes	4,018.25	3,462.28
(c) Unpaid Dividend {Refer Note 28(15)}	3.89	3.11
(d) Other payables	710.72	403.4
(e) Advance from customers	18,319.45	-
Total	34,710.82	15,818.12

Sub Note: Duties & Taxes includes Income Tax (AY-2016-2017) of ` 3644.80 and DDT of ` 238.73.

NOTE 11:- SHORT TERM PROVISIONS

(` in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Provision for employee benefits	5.28	7.04
(b) Provision for excise duty on Closing Stock	543.27	11.25
(c) Provision for Expenses	108.55	
Total	657.10	18.29

NOTE 12:- FIXED ASSETS SCHEDULE AS PER COMPANIES ACT, 2013 FOR THE YEAR ENDED ON 31.03.2017 (CONSOLIDATED) (₹ in Lacs)

Sr. No.	Particulars	Gross Block					Depreciation					Retained Earnings	Net Block		
		Value at 01.04.2016	Addition	Deduction	FCTR	Value as at 31.03.2017	Value at 01.04.2016	During the Year	Deduction	FCTR	Value as at 31.03.2017		As at 31.03.2017	WDV as at 31.03.2017	WDV as at 31.03.2016
I	Tangible Assets														
	(i) Land	290.16	-	-	-	290.16	-	-	-	-	-	-	-	290.16	290.16
	(ii) Factory Building	3,047.36	917.05	-	(39.42)	3,924.99	570.50	82.86	(1.51)	651.85	82.86	-	3,273.14	2,476.86	
	(iii) Plant & Machinery	10,974.79	1,842.39	-	-	12,817.18	2,880.59	821.45	-	3,702.04	821.45	-	9,115.14	8,094.20	
	(iv) Furniture & Fixtures	165.74	9.82	-	(1.17)	174.39	43.59	16.89	(0.34)	60.14	16.89	-	114.25	122.15	
	(v) Office Equipments	381.40	33.20	-	(5.29)	409.31	149.61	53.13	(1.14)	201.60	53.13	-	207.71	231.79	
	(vi) Computers & accessories	201.09	7.82	0.32	(0.33)	208.26	116.60	44.32	(0.24)	160.64	44.32	-	47.62	84.49	
	(vii) Vehicles	958.57	341.14	-	(13.96)	1,285.75	275.72	132.81	(2.40)	406.13	132.81	0.28	879.90	682.85	
	Sub total (A)	16,019.11	3,151.42	0.32	(60.17)	19,110.04	4,036.61	1,151.46	0.04	5,182.40	1,151.46	0.28	13,927.92	11,982.50	
II	Capital work-in-progress														
	(i) Building	799.97	117.08	917.05	-	-	-	-	-	-	-	-	-	799.97	-
	(ii) Plant & Machinery	417.28	130.27	479.35	-	68.20	-	-	-	-	-	-	68.20	417.28	-
	Sub total (B)	1,217.25	247.35	1,396.40	-	68.20	-	-	-	-	-	-	68.20	1,217.25	-
	Grand Total (A+B+C)	17,236.36	3,398.77	1,396.72	(60.17)	19,178.24	4,036.61	1,151.46	0.04	5,182.40	1,151.46	0.28	13,996.12	13,199.75	
	Previous Year Total	19,159.92	2,151.88	4,469.44	280.83	17,123.19	3,013.05	1,052.65	30.84	4,038.56	1,052.65	(1.94)	13,086.57	16,146.87	

Sub Note:

- During the year, Depreciation has been calculated as per Schedule II of Companies Act, 2013 and value of assets are as per schedule-II, no deviation in Life of Assets, Residual Value has been made while preparing fixed assets schedule. As per provisions, Some assets of which life completed were transferred to retained earnings. The same has been added to opening balance of Accumulated Depreciation.
- Previous year an amount of ₹ 1.94 Lacs extra debited to Retained earnings, now rectified.
- Previous year an amount of ₹ 28 Lakhs extra debited to Retained earnings, now rectified.
- As required by AS-28, Impairment of assets, an assessment of impairment of assets was carried out and based on such assessment, no provision for impairment of fixed assets is required.


NOTE 13:- NON-CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Trade investments, Unquoted		
(a) Investment in Equity instruments		
Fiber Plus LLC	86.55	90.25
Non-trade Investments, Unquoted		
(a) Investment in Government or trust Securities		
NSC	0.40	0.40
(b) Other Non-trade, non-current assets		
100% interest in SCTL Securities Trust (1,04,34,748 Nos. of Equity Shares of SCTL held by the trust in sole benefit of the company)	1,337.88	1337.88
Total	1,424.83	1428.53

Sub Note:

(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	1,424.83	1,428.53
(c) Aggregate provisions for diminuation in value of investments	-	-

NOTE 14:- LONG-TERM LOANS & ADVANCES

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured, considered goods		
(a) Loans and advances to related parties	13,362.56	12662.92
(b) Security Deposits	384.72	274.18
(b) Others Loans & Advances	110.00	-
Total	13,857.28	12,937.10

NOTE 15:- INVENTORIES

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Raw Material	3,969.94	15655.13
(b) Work-in-progress	5,504.68	4683.5
(c) Finished Goods	6,265.83	6192.84
Total	15,740.45	26531.47

Mode of Valuation:

- (a) Raw Material, Stores & Spares, Loose Tools and Packing Materials are valued at cost
- (b) Work -in-Progress are valued at Cost or Net Realisable Value, whichever is lower
- (c) Finished Goods and Stock-in-Trade are valued at Cost or Net Realisable Value, whichever is lower

NOTE 16:- TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Trade receivables (O/s more than 6 Months)		6299.01
Unsecured Considered Good	139,565.84	
Unsecured Considered Doubtful	33,626.39	
Total Trade Receivables	173,192.23	
		126062.34
Less:		
Provision for Doubtful debts	33,626.39	139,565.84
(b) Others (Unsecured Considered Good)	45,073.70	184639.54
Total	184,639.54	132,289.12

The management has sought balance confirmation from the customers to evaluate their recoverability. Accordingly, the provision for bad & doubtful debts for ₹ 33626.39 lakhs has been made and receivables have been written off amounting to ₹ 17739.25 lakhs. In the opinion of the management, the provision for doubtful debt and write off is adequate. The management is following up with the customers for recovering the balance due from them.

NOTE 17:- CASH AND BANK BALANCES (₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Cash and Cash Equivalents		
(i) Bank Balance in current accounts or others	860.04	2014.51
(ii) Cash in Hand	75.86	188.59
(b) Other Bank Balances		
(i) Bank balance held as margin money or as security against:		
: Gurantees	37.97	43
: Letter of Credit	9,063.12	11835.11
(ii) Unpaid Dividend Account	3.89	3.11
Total	10,040.88	14084.32

NOTE 18:- SHORT-TERM LOANS & ADVANCES (₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Prepaid expenses	63.11	61.76
(b) Others	4,924.01	3442.72
Total	4,987.12	3504.48

NOTE 19:- OTHER CURRENT ASSETS (₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Deposits with Government Authorities	3,768.04	4487.4
(b) Deposits & Advances receivable in cash or in kind	2,819.15	10526.96
(c) Advance to Suppliers:	56,182.02	-
Less: Provision for Doubtful Debts	16909.03	-
Total	45,860.18	15014.36

NOTE 20:- REVENUE FROM OPERATIONS (₹ in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Sale of products (Copper, Aluminium Wires & Cables)	388,182.90	394,995.34
Less: Excise Duty	(4,933.17)	(5,442.24)
(b) Other operating revenues (Jobwork etc)	138.80	443.35
Total	383,388.53	389,996.45

NOTE 21:- OTHER INCOME (₹ in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Interest income	463.35	419.66
(b) Dividend Income (Benefit from SCTL Securities Trust)	104.35	-
(c) Net gain on sale of Assets	0.01	-
(d) Other non-operating income	91.95	23.69
Total	659.66	443.35


NOTE 22:- COST OF MATERIAL CONSUMED

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Consumption of raw material		
Opening Stock	15,453.21	15,018.32
Add:Purchases	206,346.42	347,121.38
Less: Closing Stock	3,969.94	13,957.00
Total	217,829.69	348,182.70

NOTE 23:- PURCHASE STOCK IN TRADE

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Purchase Stock in Trade	157,384.04	-
Total	157,384.04	-

NOTE 24:- CHANGES IN INVENTORIES OF FINISHED GOODS AND WORKS IN PROGRESS

(` in Lacs)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Opening Stock		
Finished Goods	6,192.84	4,719.33
Work in progress	4,683.50	4,106.74
Total (A)	10,876.34	8,826.07
Closing stock		
Finished Goods	6,265.83	6,192.84
Work in progress	5,504.68	4,683.50
Total (B)	11,770.51	10,876.34
Total (A-B)	(894.17)	(2,050.27)

NOTE 24:- EMPLOYEE BENEFIT EXPENSES

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Salaries and wages	3,615.87	3,722.22
(b) Contribution to provident and other funds	80.73	83.22
(c) Expenses on ESOP/ESPP	-	54.93
(d) Staff welfare expenses	216.26	257.69
(e) Directors' Remuneration	361.89	208.48
Total	4,274.75	4,326.54

NOTE 26:- FINANCE COST

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
(a) Interest expense	7,308.21	4,979.68
(b) Interest on Term Loans	304.53	242.17
(c) Other borrowing cost	820.58	2,941.71
(d) Bank Charges	2,419.74	2,279.04
(e) Interest on Debentures	33.99	24.80
Total	10,887.05	10,467.40


NOTE 27:- OTHER EXPENSES

(` in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Manufacturing Costs		
Power & Fuel	687.20	623.18
Freight, Cartage & Custom Clearance	694.74	1,149.76
Job Work Charges	204.76	297.95
Repairs-Plant & Machinery	64.91	58.87
Factory Expenses	3.20	5.22
Testing Charges	25.12	17.66
Stores, Consumables & Packing	875.23	952.21
Excise duty expenses on Closing Stock	531.17	-
Other Expenses		
Communication Exps	159.00	119.36
CSR Expenses (Refer Note 28(17))	120.45	90.74
Conveyance Expenses	47.04	39.33
Fees & Subscriptions	31.02	23.13
Insurance	82.42	208.13
Legal, professional and consultancy charges	531.37	491.20
Director's Sitting Fees	8.87	9.75
Loss on Sale of Fixed Assets	-	156.84
Miscellaneous expenses	41.13	9.97
Net gain/loss on foreign currency transactions/translation	856.79	1,683.76
Office Expenses	31.29	35.82
Interest & Penalty/EPCG	110.78	1.28
Interest on Duty and Taxes	9.98	6.24
Payment to statutory auditors*	26.74	24.98
Cost Audit Fees	0.60	0.60
Electricity Expenses	46.47	23.47
Postage, Telegram & Courier	10.57	19.44
Printing Stationery and Periodicals	37.67	35.83
Repair & Maintenance	31.83	25.04
Rent	283.66	199.25
Rates & Taxes other than taxes on income	141.34	59.94
Security Expenses	59.82	56.21
Travelling Expenses	342.00	259.82
Vehicle Running & Maintenance	146.39	116.64
Annual Maintenance Charges	7.07	6.16
Advertising & Publicity Expenses	127.69	70.75
Business Promotion	189.09	407.18
Commission Expenses	39.50	39.86
Discount	144.19	83.86
Freight & Forwarding Expenses	555.85	729.85
Sales & Distribution Expense-Others	1,124.82	39.17
ERP Expenses	12.35	44.50
Book Debts written off	17,739.25	-
Provision for Doubtful debts	50,529.42	72.23
Total	76,712.79	8,222.95
*Sub Note:		
Payment to statutory auditors	27.71	24.98
- as auditors	23.49	21.74
- for company law matters	-	-
- for taxation matters-tax audit	2.93	2.00
- for others-certification/limited review	1.29	1.24
- for reimbursement of expenses (out of pocket expenses)	-	-



Notes 28 -Other notes to accounts

1 Contingent Liabilities and commitments (to the extent not provided for) (₹ in Lacs)

Particulars	As at	
	31st March 2016	31st March 2015
(A) Contingent Liabilities		
(a) Export Obligation against EPCG/Advance License	1,693.82	1,693.82
(b) Claims against the holding company not acknowledged as debts	3,332.57	3,411.96
(c) Claims against the holding company Vat Credit disallowed by Sales Tax Dptt. Not acknowledged as liability by the holding company	94,460.27	-
(d) Guarantees		
- Bank Guarantees (For EPCG and Performance and others)	227.75	991.50
- Corporate Guarantees (For O/s WC loans to JV Companies)	8,780.78	9,073.30
Sub Note:	Total (A)	
	108,495.20	15,170.58

The net exposure against corporate guarantees given by the Group to JV Companies is ₹ 8780.78 Lakhs.

During July 2017, the holding company has received a Sales Tax demand of ₹ 94460.27 lakhs pertaining to F.Y. 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 from Office of the Commercial Taxes Officer, Anti evasion department, Jaipur which has been disclosed as contingent liability. The company is in appeal before Appellate Authority, Commercial Taxes Department, Alwar (Rajasthan). The TRA bank account with IDBI bank of the holding company has been frozen by the Sales Tax Authority. The company has relied upon settled judgement and is of the opinion that there would not be any liability.

(B) Commitments

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Others	-	-
Total (B)	-	-
Grand Total (A+B)	108,495.20	15,170.58

2 The Details of Subsidiaries / JV Companies under Group

	Name of Company	Origin	Shareholding	Status as on 31-03-2017
1	Shilpi Worldwide DMCC (Earlier Shilpi Worldwide JLT) (SWW DMCC)	UAE	100%	Wholly owned subsidiary
2	Shilpi Worldwide PTE Ltd.	Singapore	0%	Subsidiary of Wholly Owned Subsidiary (SWW DMCC)
3	Shilpi Global LLC	UAE	0%	Subsidiary of Wholly Owned Subsidiary (SWW DMCC)
4	Fibre Plus LLC	UAE	0%	JV Company of Wholly Owned Subsidiary (SWW DMCC)
5	Shilpi Eyecom Technologies Private Limited	India	50%	JV Company

Sub Note:

The JV With Eyecom Telecommunication Equipments Limited has been terminated during the month of March, 2017, due to non fulfillment of obligations by the said holding company.

- In the opinion of the Board of Directors the Current Assets, Loans and Advances have a value on realisation in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- In the opinion of the board of directors, provision made for statutory dues are sufficient to meet liabilities under respective heads. However, any shortage or excess shall be dealt in the year of final disposal by the concerned authorities.
- Disclosure in accordance with Revised AS-15 on "Employee Benefits"
The Accounting Standard 15 (Revised 2005) on "Employee Benefits" has been adopted by the holding Company. In accordance with the above Standard, the additional obligations of in accordance with the above Standard, the additional obligations of the Company, on account of employee benefits, based on independent actuarial valuation as per the transitional provisions of As – 15 (Revised 2005)

Defined Contribution Plans

Amount recognized as an expenses in defined contributions plans: (₹ in Lakhs)

Particulars	Expenses recognised in 2016-2017	Expenses recognised in 2015-2016
Contribution Provident Fund & Employees pension scheme 1995	53.11	54.74
Employees' State Insurance Corporation (ESIC)	8.69	7.67

Defined Benefit Plans

Leave Encashment & Gratuity

Valuations in respect of Leave Encashments and Gratuity have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

Principal actuarial assumptions	(₹ in Lacs)				
	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Discount Rate (Per annum)	7.54%	8.00%	7.75%	8.50%	8.50%
(b) Rate of increase in Compensation levels	5.50%	5.50%	5.50%	6.00%	5.50%
(c) Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%	0.00%
(d) Expected Retirement Age of employees in no. of Years	60 Years	60 Years	60 Years	60 Years	60 Years

(A) Gratuity

(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	101.39	63.21	35.00	26.38	24.58
(b) Interest Cost	8.11	4.90	2.97	2.11	1.96
(c) Current Service Cost	22.21	26.27	19.30	11.10	8.45
(d) Past Service Cost	-	-	-	-	-
(e) Benefit Paid	(10.66)	(4.24)	(2.76)	-	(3.66)
(f) Actuarial (Gains)/Loss on Obligation	(19.83)	11.25	8.69	(4.59)	(4.96)
(g) Present value of Obligation as at the end of period	101.22	101.39	63.21	35.00	26.37
(ii) Change in fair value of Plan Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	101.21	101.39	63.21	35.00	26.37
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	101.21	101.39	63.21	35.00	26.37
(d) Unrecognized Past Service Cost	-	-	-	-	-
(e) Net Liability recognized in the Balance Sheet	101.21	101.39	63.21	35.00	26.37
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	22.21	26.27	19.30	11.10	8.48
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	8.11	4.90	2.97	2.11	1.97
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Net Actuarial (Gain)/Loss	(19.83)	11.25	8.69	(4.59)	(4.96)
(f) Total Expenses recognized in the Profit & Loss Account	10.49	42.42	30.97	8.62	5.49



(B) Earn Leave Encashment					
(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	34.30	24.18	12.95	9.37	8.09
(b) Acquisition adjustment	-	-	-	-	-
(c) Interest Cost	2.74	1.87	1.10	0.75	0.65
(d) Current Service Cost	9.33	11.09	10.90	6.07	4.21
(e) Past Service Cost	-	-	-	-	-
(f) Curtailment cost/(Credit)	-	-	-	-	-
(g) Settlement cost/(Credit)	-	-	-	-	-
(h) Benefit Paid	(14.25)	(6.16)	(5.87)	(1.82)	(4.88)
(i) Actuarial (Gains)/Loss on Obligation	0.82	3.32	5.10	(1.42)	1.30
(j) Present value of Obligation as at the end of period	32.94	34.30	24.18	12.95	9.37
(ii) Change in fair value of Plan Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	32.94	34.29	24.18	12.95	9.37
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	32.94	34.29	24.18	12.95	9.37
(d) Excess of actual over estimated	-	-	-	-	-
(e) Unrecognized Past Service Cost	-	-	-	-	-
(f) Net Liability recognized in the Balance Sheet	32.94	34.29	24.18	12.95	9.37
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	9.33	11.09	10.90	6.07	4.21
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	2.74	1.87	1.10	0.75	0.65
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Curtailment cost/(Credit)	-	-	-	-	-
(f) Settlement cost/(Credit)	-	-	-	-	-
(g) Net Actuarial (Gain)/Loss	0.82	3.32	5.10	(1.42)	1.30
(h) Total Expenses recognized in the Profit & Loss Account	12.89	16.28	17.10	5.40	6.16

(C) Sick Leave benefit					
(i) Change in present value of obligation	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Obligation as at beginning of the period	15.98	11.42	4.79	4.85	1.49
(b) Acquisition adjustment	-	-	-	-	-
(c) Interest Cost	1.28	0.89	0.41	0.39	0.13
(d) Current Service Cost	5.38	6.73	6.43	2.84	2.75
(e) Past Service Cost	-	-	-	-	-
(f) Curtailment cost/(Credit)	-	-	-	-	-
(g) Settlement cost/(Credit)	-	-	-	-	-
(h) Benefit Paid	-	-	-	-	-
(i) Actuarial (Gains)/Loss on Obligation	(9.46)	(3.06)	(0.21)	(3.29)	0.48
(j) Present value of Obligation as at the end of period	13.18	15.98	11.42	4.79	4.85
(ii) Change in fair value of Plan Assets	2015-16	2014-15	2013-14	2012-13	2011-12
(a) Present value of Plan assets as at the beginning of the period	-	-	-	-	-
(b) Expected Return on Plan Assets	-	-	-	-	-
(c) Actuarial (Gain)/Loss	-	-	-	-	-
(d) Employees' Contributions	-	-	-	-	-
(e) Benefits Paid	-	-	-	-	-
(f) Fair Value of Assets as at the end of period	-	-	-	-	-
(g) Total Actuarial gain to be recognised	-	-	-	-	-
(iii) Reconciliation of the Present Value of Defined Present Obligations and the Fair value of Assets	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Present value of Plan assets as at the end of the period	13.18	15.98	11.42	4.79	4.85
(b) Fair value of Plan Assets as at the end of period	-	-	-	-	-
(c) Funded (Asset)/Liability recognized in the Balance Sheet	13.18	15.98	11.42	4.79	4.85
(d) Excess of actual over estimated	-	-	-	-	-
(e) Unrecognized Past Service Cost	-	-	-	-	-
(f) Net Liability recognized in the Balance Sheet	13.18	15.98	11.42	4.79	4.85
(iv) Expenses recognized in the Profit and Loss Account	2016-17	2015-16	2014-15	2013-14	2012-13
(a) Current Service Cost	5.38	6.73	6.43	2.84	2.75
(b) Past Service Cost	-	-	-	-	-
(c) Interest Cost	1.28	0.89	0.41	0.39	0.13
(d) Expected Return on Plan Assets	-	-	-	-	-
(e) Curtailment cost/(Credit)	-	-	-	-	-
(f) Settlement cost/(Credit)	-	-	-	-	-
(g) Net Actuarial (Gain)/Loss	(9.46)	(3.06)	(0.21)	(3.29)	0.48
(h) Total Expenses recognized in the Profit & Loss Account	(2.80)	4.56	6.63	(0.06)	3.36

The estimates of future salary increases considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The value of gratuity and leave encashment includes amount payable to directors and KMP which has not been disclosed in the related party transaction as the same is not separately computed by actuary

- 6 (a) Debit / Credit balances of the Customers and Suppliers are subject to confirmation / reconciliation. and some of the customers and suppliers are steled through triparty agreement.
- (b) There have been some disputes that surfaced in respect of some international trade transactions of the holding Company, primarily on account of Company's inability to make timely payments for import leg, which resulted in challenges in recovery of export leg of the transactions.
- (c) Wiring harness facility at Pune has been closed during FY 16-17 and the infrastructure available at Pune is shifted to other plants where manufacturing activities of wiring harness are already operational. The production capacities available with the holding company remain unaltered after closing of unit at Pune.



- 7 (a) Based on the information available with the company in respect of MSME (as defined in the Micro Small & Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprises during the year.
- (b) The holding Company is in process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is still not available, no disclosures have been made in accounts.
- 8 The holding company has provided excise duty on finished goods amounting ₹ 531.17 Lakhs (Previous year ₹ Nil) at the end of year, there is no resultant impact on the profit for the year.

9 Additional information: (₹ in Lacs)

Particulars	As at 31st March 2017	As at 31st March 2016
(a) Value of Imports on CIF Basis		
(i) Capital Goods	1,082.80	221.38
(ii) Raw Materials & Spare parts	84,541.37	95,152.20
(b) Total Consumption		
Imported	88,662.02	93,860.84
Indigeneous	111,043.67	254,321.86
(c) Dividend details in Foreign Currency *		
(i) Total Number of Non-resident shareholders	192	181
(ii) Total Number of Shares held	24,144,064	24,159,946
(iii) Dividend Amount	241.44	241.60
(iv) Belonging year (Declared in AGM dt 30.09.2016)	2015-16	2014-15
(d) Earnings in foreign currency		
(i) Sales (Export)	4,011.07	20,419.50
(ii) Others	840.80	-

* The information is as per Register of Members as on 23rd Sept, 2016 ie cut of date for payment of Dividend. The amount has been paid in INR.

10 Earning Per share

Particulars	As at 31st March 2017	As at 31st March 2016
Basic Earnings Per Share		
Net profit for the year attributable to Shareholders (Numerator) (₹ in Lakhs)	(83,486.17)	16,347.83
Weighted Average number of shares o/s during the year (Denominator)	110,632,272	102,697,846
Earning Per Share (One equity share of ₹ 10 each) (in ₹)	(75.46)	15.92
Diluted Earning per Share		
Net profit for the year attributable to Shareholders (Numerator)(₹ in Lakhs)	(83,486.17)	16,347.83
Weighted Average number of shares o/s during the year (Denominator)	110,632,272	103,043,381
Diluted Earning Per Share (One equity share of ₹ 10 each) (in ₹)	(75.46)	15.86
Weighted Average number of shares o/s during the year	110,632,272	102,697,846
Effect of Dilution:		
Stock Option Granted under ESOS	-	345,535
Share Warrants (Refer: Sub note)	-	-
Weighted Average number of shares for Diluted EPS	110,632,272	103,043,381

Sub Note: 70 Lakhs Share warrants having option of conversion into Equity shares are pending for conversion. However, they have no impact on Diluted Earning per share because issue price is fairly priced as per SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009

11 Leases

Accounting for leases has been done in accordance with Accounting Standard-19 specified under section 133 of the Companies Act, 2013. Following are the details of lease transactions for the year:

- (a) Finance Lease-The Group does not have any finance lease agreement.
- (b) Operating Lease-The Group has taken certain premises on Operating Lease basis:
- (i) An amount charged in profit & loss account during the financial year ₹ 168.22 Lakhs (Previously 70.42 Lakhs).
- (ii) There are non cancellable operating lease entered by the Company.

12. Segment Reporting

As per Accounting Standard on segment reporting (AS-17), the Company is exclusively engaged in dealing in only one segment ie Copper, Aluminium Wire, Cables and accessories, hence there is only one primary segment in context of accounting standards 17 on Segment Reporting.

13 Related Party Transactions:

(a) List of Related Parties

(i) Associates Companies	:	M/s Shilpi Cables Pvt. Ltd.
	:	M/s Shilpi Communication Pvt. Ltd.
	:	M/s AGH Wires Private Limited
	:	M/s Shree Radhey Kunj Dairy and Milk Products Private Limited
	:	M/s MVM Impex Private Limited
	:	M/s Fiber Plus LLC
(ii) JV Companies	:	Shilpi Eyecom Technologies Private Limited
(iii) Key Management Persons (KMPs)	:	Mr. Mukesh Kumar Gupta (Director)
	:	Mr. Manish Goel (Managing Director)
	:	Mr. Iqbal Singh (President)
	:	Mr. Ghanshyam Pandey (Director-resigned)
	:	Mr. Manish Bhatt (CEO-resigned)
	:	Mr. Ajay Mahajan (CFO-resigned)
	:	Mr. Shailendra Kumar (CFO)
	:	Ms. Sneha Modi (Company Secretary-resigned)
	:	Mr. Ravi Shanker (Company Secretary-resigned)
	:	Mr. Gurvinder Singh (Company Secretary)
(iv) Relative of KMPs	:	Mrs. Laxmi Pandey W/o Mr. Ghanshyam Pandey
	:	Mrs. Sucheta Bhatt W/o Mr. Manish Bhatt

(b) In Conformity with Accounting Standard 18 specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014, the transactions with related parties during the financial year and outstanding Balances as on 31.03.2017 are given under:

Particulars	Subsidiary Co.	Associates Cos.	KMPs	Relatives
1 Expenses				
Salaries/ Remunerations	-	-	428.28	25.05
Rent	-	9.00	120.00	-
Sitting Fees	-	-	2.25	-
Purchase/Jobwork	-	45.96	-	-
2 Income				
Sales/Jobwork	-	1,699.67	-	-
Interest	-	-	-	-
3 Receipts				
Loans & Advances	-	3,809.50	-	-
Rent Security	-	-	-	-
Receipts	-	4,048.95	-	-
4 Equity Contribution	-	-	-	-
5 Dividend Paid	-	455.00	0.44	0.56
6 Payments				
Loans & Advances	-	654.00	-	-
Rent Security	-	-	-	-
Debenture Redemption	-	1,240.00	-	-
Payments	-	2,788.18	109.24	-
7 Outstanding				
Share warrant Money	-	1,050.00	-	-
Loans & Advances (Advance/(Borrowings))	-	3,155.50	-	-
Others Receivable/(Payable)	-	(4.10)	(53.01)	-
8 Corporate Guarantees Taken	-	122,500.00	-	-
9 Corporate Guarantees Given	-	8,780.78	-	-

During the year, the remuneration of ₹ 239.78 Lakhs and ₹ 38.75 Lakhs has been paid to Mr. Manish Goel, (MD) and Ghanshyam Pandey (WTD) respectively in excess of prescribed limit under Companies Act,2013. and the holding company is in process of obtaining approvals from Shareholders



14 The holding Company has issued fresh 108 Nos. of Unsecured Non Convertible debentures outstanding at the end of the year and the terms are as follows :

The interest rate of debentures is 13.05% per annum. Interest will become due to the debenture holder on semi annually basis for allotment of Debentures. Tax will be deducted at source by the issuer Company as per applicable laws. The Debentures are redeemable and the maturity date is 3.3 Years from the allotment of debentures.

15 Amounts of ` 82459, ` 111343 and Rs. 195282 is remaining as unclaimed dividend for the year 2015-2016, 2014-15 and 2013-14 respectively.

16 Addition Information as per para-2 of general instruction for preparation of Consolidation of Schedule III

Name of Entity	Net Assets=Total Assets-Total Liabilities		Share in Profit or Loss	
	As Percentage of Consolidated Net Assets	Amount (` in Lacs)	As Percentage of Consolidated P&L	Amount (` in Lacs)
Parent-Indian				
(i) Shilpi Cable Technologies Limited (SCTL) Subsidiary- Foreign	-335.93%	(34,182.74)	-82.10%	(68,538.83)
(ii) Shilpi Worldwide DMCC, UAE (WOS of SCTL)	201.98%	20,552.73	-15.86%	(13,244.00)
(iii) Shilpi Worldwide PTE Ltd., Singapore (WOS of Shilpi Worldwide DMCC)	25.17%	2,560.81	-1.73%	(1,441.10)
(iv) Shilpi Global LLC (UAE) (Controlling Int of Shilpi Worldwide DMCC)	8.78%	893.63	-0.31%	(262.22)
Subtotal	-100.00%	(10,175.57)	-100.00%	(83,486.15)
(v) Adjustment arising out of Consolidation		(3,550.50)		-
(v) Minority Interest		(189.63)		(52.44)
Total		(13,915.71)		(83,433.71)

17 Disclosure required under Section 186 (4) of the Companies Act, 2013

Name of Entity	Type	Amount (` in Lacs)	Purpose
(i) Fiber Plus LLC	Corporate Guarantee	8,780.78	For availing loans from Banks

18 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Funds are utilized on these activities which are specified in Schedule VII of the Companies Act, 2013.

(i) Gross amount required to be spent by the holding Company during the year is ` 119.60 Lakhs.

(ii) Amount spent during the year: ` In Lakhs

Particulars	(` in Lacs)		
	Amount paid	Yet to Paid	Total
On Construction/acquisition of any asset	-	-	-
On purpose other than above	120.45	-	120.45

19 Employee Stock Option Scheme

The holding Company has granted SHILPI Employees Stock Options Scheme, 2014 (ESOS 2014) to its employees pursuant to the resolution passed by the shareholders at the Annual General Meeting held on 30th September, 2014. The Company has followed the Intrinsic Value Method for the valuation of these options. The Nomination and Remuneration Committee of the Company has granted 436826 Stock Option convertible into one Equity Share vide their meetings held on 27th July, 2015. As per the plans, Options granted under ESOS would vest as follows:

(i) 33% of total options granted on Grant date, shall vest on the 2nd anniversary of the Grant Date;

(ii) Further 33% of total options granted on Grant date, shall vest on the 3rd anniversary of the Grant Date;

(iii) Balance of Total Option on the Grant Date, shall vest on the 4th anniversary of the Grant Date.

As per the plans, Options granted under ESOS would vest in not more than five years from the date of grant of such options. Vesting of options is subject to continued employment with the company. The plans are equity settled plans.

The Company has charged ₹ 54.93 Lakhs to the statement of profit and loss in respect of options granted under ESOS scheme 2014

Other details of the options granted under ESOP scheme 2014 are as follows:

Particulars	Grant 1
Date of Grant	27th July, 2015
Number of Options Granted	436826
Method of Settlement	Equity
Vesting Period	As mentioned above
Exercise Period	As mentioned above
Vesting Condition	Continuing Employment

The details of the activity under ESOS scheme 2014 have been summarized below:

Particulars	Numbers	Weighted Avg. Price (₹)
Outstanding at the beginning of the year	399,365	10.00
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	240,202	10.00
Outstanding at the end of the year	159,163	10.00
Exercisable at the end of the year	159,163	10.00
Weighted average remaining contractual life (in years)	5 years	

The weighted average fair value of stock option granted during the year is ₹ 47.85 per share. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Date of Grant: 27th July, 2015	Vest 1	Vest 2	Vest 3
Particulars	July, 2017	July, 2018	July, 2019
Weighted average stock price	47.85	47.85	47.85
Expected volatility	51.5	55.9	57.1
Risk free rate	7.80%	7.77%	7.76%
Exercise price (₹ Per Option)	10	10	10
Time to maturity (years)	2	3	4
Dividend Yield	1.80	1.80	1.80
Option Fair Value	37.65	37.65	37.64
Vesting Percentage	33%	33%	34%
Option Fair Value (in ₹)		37.65	

The Company measures the cost of ESOS using the intrinsic value method. Had the Company used the Fair value Model to determine the compensation, its profit after tax and earnings per share as reported would have changed the amounts indicated below:

Particulars	2016-17 (₹ in Lacs)
Profit after tax	(83,486.17)
Add: ESOS Cost using Intrinsic Value Method	-
Less: ESOS Cost using the Fair Value Method	-
Proforma profit after tax	(83,486.17)

Earning Per Share	2016-17 (in ₹)
Basic	
- As reported	(75.46)
- Proforma	(75.46)

Due to losses the effect of dilution EPS is antidiluted therefore diluted EPS is not required to be disclosed.



20 Disclosure as to holdings as well as dealing in Specified Bank Notes (SBN) during the period from 8th November, 2016 to 30th December, 2016.

(Amount in `)			
Particulars	SBNs	Other denomination notes	Total
Closing Balance as at 08th November 2016	4,958,500.00	79,631.76	5,038,131.76
(+) Permitted Receipts	-	3,044,367.00	3,044,367.00
(-) Permitted Payments	-	7,41,973.26	741,973.26
(-) Amount deposited in Banks	4,958,500.00	-	4,958,500.00
Closing Balance as on 30.12.2016	-	23,82,025.50	2,382,025.50

Explanation: For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, In the Ministry of Finance Department of Economic Affairs number S.O 3407(E), dated the 8th November, 2016

21 **Following major events occurred after balance sheet date:**

- (i) Due to low recovery of the outstanding, the accounts with the lenders were not regular for few months and Joint Lender Forum (JLF) was formed and in their meeting dated 12th May 2017, it was decided to open a TRA account with IDBI Bank for monitoring the cash flows of the holding company. The facilities with all consortium banks have been declared as "Non Performing Asset (NPA)" other than Punjab National Bank
- (ii) Wiring harness facility at Hosur has been closed during FY 17-18 and the infrastructure available at Hosur is shifted to other plants where manufacturing activities of wiring harness are already operational. The production capacities available with the company remain unaltered after closing of unit at Hosur
- (iii) Closing stock has been reduced by ` 9483.59 Lakhs due to difference surfaced between stocks as per books and stock physically verified difference appearing in closing stock as per book record and physical verification is largely on account of the consumption being accounted and relied upon based on bill of material entered in ERP and not on actual consumption basis.

(iv) **Insolvency proceedings against the holding company**

Pursuant to the order dated May 24, 2017, passed by Hon'ble National Company Law Tribunal, the Corporate Insolvency Resolution Process had been initiated in respect of the holding company on an application filed by Macquarie bank Limited, an operational creditor under section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC, 2016")

The Company filed an appeal before NCLAT against the above cited NCLT orders. The Learned NCLAT allowed the appeal and the orders of NCLT dated 24-05-2017 were set aside. During the intervening period Ms. Rita Gupta was appointed as IRP who took control of the affairs of the company including banking operations between the period from 13.07.2017 to 01.08.2017. After setting aside of NCLT orders independent functioning of the company through the board of directors is restored.

Macquarie Bank Limited has since filed an appeal in Supreme Court against the above cited NCLAT order.

Among subsequent developments, the following creditors have also moved to NCLT/served notices under section 7 & 9 of Insolvency and Bankruptcy code, 2016:

- (a) M/s Sonarg Plastics Private Limited (operational creditor) has approached on 17.10.2017. The application is not yet admitted & matter is listed for hearing on 08.11.2017;
- (b) M/s Rainbow Digital Services Private Limited -'Rainbow' (financial creditor) has approached on 13.10.2017. The application is not yet admitted & the matter is listed for hearing on 02.11.2017.
- (c) M/s Jain Sons Finlease Limited (financial creditor) has served notice u/s 7 of IBC, 2016 upon us on 27/10/2017.
- (d) M/s American Express Banking Corp (financial creditor) has approached NCLT u/s 7 of IBC, 2016. The matter has not been listed till yet.
- (e) M/S BDR Builders and Developers Private Limited also served on us a petition u/s 7 of IBC, 2016.'

The management is hopeful that the operations of the holding company would continue for atleast one year and the financial statements have been prepared on going concern basis.

22 Prior years Figures have been regrouped, rearranged & recast where considered necessary to conform to the current period's classification.

23 All the figures have been rounded off to the nearest lakh Rupees.

As per our Audit Report of even date attached

For & on behalf of the Board

For RMA & Associates LLP

Chartered Accountants

FRN: 000978N/500062N

(Santosh Kumar)

Partner

M.No. 533944

(Manish Goel)

(Managing Director)

DIN No. 00163105

(Mukesh Kumar Gupta)

(Chairman)

DIN No. 00163044

(Shailendra Kumar)

(CFO)

PAN-AAIPM8916H

(Gurvinder Singh)

(Company Secretary)

ACS-A40102

Date: 5th November, 2017

Place: New Delhi



Shilpi Cable Technologies Ltd.

CIN : L64201DL2006PLC150753

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