



Cable Corporation of India Ltd.

53rd
Annual Report and Accounts
2009-2010

BOARD OF DIRECTORS



Chairman and Managing Director

Mr Hiten A Khatau

Directors

Mrs. N.H. Khatau
Mr. G. D. Bhingarkar
Mrs. N. B. Pasta
Mr. Mukul Kasliwal
Mr. C Sundershyam – Nominee Director
Mr. Abhijit Datta
Mr. Rajiv Saxena
Mr. R Sridharan – Director (Strategy and Business Development)

Registered Office

Laxmi Building, 4th floor
6, Shoorji Vallabhdas Marg
Ballard Estate, Mumbai 400 001
Tel: 022 66144000 / 4100 Fax: 022 66144111 / 4112
e-mail: Secretarial Dept: jkhtau@cablecorporation.com
Marketing Dept: wrs@cablecorporation.com
Website Address: <http://www.cablecorporation.com>

Works

Dattapada Road, Borivili (East), Mumbai 400 066
Tel: 022 28542117 Fax: 022 28540624 / 5268
Plot No.F-3/1 MIDC, Sinnar Industrial Area, (Malegaon)
Dist. Nashik – 422 103
Tel: 02551 230328 /329/ 392
Plot No. F-3/2 MIDC, Sinnar Industrial Area, (Malegaon)
Dist. Nashik – 422 103
Tel: 02551 230147 /075 /380

Regional Offices

Western Region

Laxmi Building, 1st floor
6, Shoorji Vallabhdas Marg
Ballard Estate, Mumbai 400 001
Tel: 022 66144150 -4152 Fax: 022 66144113 / 4114
e-mail: wr@cablecorporation.com

Northern Region

Milap Niketan, 2nd floor, 8-A, Bahadur Shah Zafar Marg,
Post Box No.7111, New Delhi 110 002
Tel: 011 41509010 Fax: 011 41509014
e-mail: ccinr@cablecorporation.com

Eastern Region

34, Allenby Road, 2nd floor, II – A, Kolkata 700 020
Tel: 033 24542671/73/74 Fax: 033 24747592
e-mail: ccier@cablecorporation.com

Southern Region

560 / 562, 6D, 6th floor, Century Plaza
Anna Salai, Teynampet, Chennai 600 018
Tel: 044 24343217 / 5389 Fax : 044 24345150
e-mail: sr @cablecorporation.com

Bankers

State Bank of India
United Bank of India
State Bank of Patiala

Auditors

Sorab S Engineer & Co.
Chartered Accountants

Solicitors

Kanga & Co.

Registrars & Transfer Agents

M/s.LinkIntime India P. Ltd
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078
Tel: 022 25946970 Fax: 022 25946969

Collection Centre at:

202, Daver House, 1st Floor,
Near Central Camera
Dr. D N Road, Fort
Mumbai 400 001
Tel: 022-22694127

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CABLE CORPORATION OF INDIA LIMITED
NOTICE
53rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Members of **CABLE CORPORATION OF INDIA LIMITED** will be held at M C Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, Kala Ghoda, 18/20, K Dubash Marg, Mumbai – 400 001 on Thursday 12th August, 2010 at 10.30 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2010, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Abhijit Datta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr G D Bhingarkar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Sorab S. Engineer & Co., retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, the re- appointment of Mr. H A Khatau as the Chairman and Managing Director of the Company for a further period of five years with effect from 1st October, 2010 on the remuneration and perquisites to be paid or granted to him in the manner and limit as set out in the Explanatory Statement and draft Agreement between the Company and Mr. H A Khatau placed before this meeting and initialed by a Director of the Board, for the purposes of identification be and the same is hereby approved.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government and Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc., within such prescribed limit or ceiling and the Agreement between the Company and Mr H A Khatau be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enter into an Agreement and to do all such acts, deeds, matters for and on behalf of the Company for the purpose of giving effect to this resolution."

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

"RESOLVED THAT pursuant to Section 314 and other applicable provisions, if any of the Companies Act, 1956 including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, consent be and is hereby accorded to Mr Rohan H Khatau, who is a relative of a Director to hold an office or place of profit in the Company as a Management Trainee upon a monthly basic salary and other allowances, benefits, amenities and facilities with effect from 18th January, 2010 upto the monthly remuneration of Rs.50,000/- under Section 314 of the Companies Act, 1956."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to promote him to higher cadres and/or to sanction him increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, including the approval of the shareholders and the Central Government, as may be required, pursuant to the provisions of Section 314(1B) and other applicable provisions of the Companies Act, 1956."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

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

RESOLVED THAT in accordance with the provisions of Section 257 and other applicable provisions , if any of the Companies Act, 1956 or any statutory modification(s) or re- enactment thereof Mr R Sridharan who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and pursuant to Article 115 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 198, 269, 309, 311 and other applicable provision if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re- enactment thereof and subject to the approval of the shareholders in General Meeting , the appointment of Mr. R Sridharan as Director - Strategy and Business Development w.e.f. 1st June,2010 on the remuneration and perquisites to be paid or granted to him in the manner and limit as set out in the Explanatory Statement and draft Agreement between the Company and Mr.R Sridharan placed before this meeting and initialed by the Chairman of the Board, for the purposes of identification , be and the same is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters for and on behalf of the Company for the purpose of giving effect to this resolution.”

**By Order of the Board
For Cable Corporation of India Ltd.**

**H A Khatau
Chairman and Managing Director**

Place: Mumbai

Date : 31st May, 2010

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) An Explanatory Statement as required by Section 173 of the Companies Act, 1956, relating to item no.5, 6 and 7 of the notice is appended hereto.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 5th day of August, 2010 to Thursday the 12th day of August, 2010 (both days inclusive) for the purpose of annual book closure.

- d) Members are requested to notify any change in their address to the Company's Registrars and Transfer Agents, M/s.Link Intime India Pvt. Ltd. (Unit: Cable Corporation of India Ltd.) at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078 or to their respective Depository Participants in case shares are held in dematerialised form.
- e) Members who hold shares in dematerialised form are requested to write their client ID and DP ID's and those who hold shares in Physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- f) As per the provisions of the Companies Act, 1956 facility for making nominations is available for Members, in respect of the Shares, held by them. The members may take advantage of this amendment.
- g) The information or details pertaining to the appointment of Director, retiring by rotation and being eligible for re-appointment and for the re-appointment of the Chairman and Managing Director of the Company, at the ensuing Annual General Meeting are furnished below .

**By Order of the Board
For Cable Corporation of India Limited**

**H A Khatau
Chairman and Managing Director**

Mumbai, 31st May, 2010

Registered Office:
Laxmi Building, 4th Floor
6, Shoorji Vallabhdas Marg
Ballard Estate, Mumbai 400 001

ANNEXURE TO THE NOTICE

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

Item No.5

The Board of Directors of the Company at its meeting held on 31st May, 2010 re- appointed Mr. H A Khatau as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 1st October, 2010 subject to the approval of the Shareholders in the Annual General Meeting. The terms and conditions including remuneration and perquisites payable to him as recommended by the remuneration committee are set out in the draft Agreement to be entered into by the Company with Mr. H A Khatau.

The remuneration and perquisites payable to Mr. H A Khatau are in conformity with the requirement of Schedule XIII to the Companies Act, 1956.

The material provisions of the draft Agreement relating to Mr. Khatau's appointment referred to in the Resolution at Item No.5 of the Notice are as under:

1. Mr. Khatau be appointed as Chairman and Managing Director of the Company with effect from 1st October, 2010 to 30th September, 2015 subject to his appointment being previously determined in pursuance of any of the provisions of this Agreement.
2. Subject to any directions of the Board, Mr. Khatau to have general control and management of the business and affairs of the Company and to do and perform all other acts and things which, in the ordinary course of business, he may consider necessary or proper or in the best interest of the Company.
3. During his employment under this Agreement, Mr. Khatau to devote his whole time and attention to the business of the Company and shall use his best endeavours to promote its interest and welfare.
4. The Company shall pay to Mr. Khatau during the continuance of this Agreement in consideration of the performance of his duties as Chairman and Managing Director, the following remuneration :
 - a. Salary : Rs1,60,000/- p.m.
 - b. Housing : Rent free fully furnished accommodation to be valued as per Income-tax Rules or House Rent Allowance of Rs.90,000/- p.m. whichever is higher.
 - c. House Maintenance, Utilities etc. : Mr. Khatau to be entitled to receive house maintenance allowance and reimbursement of expenses incurred for soft furnishings, utilities and upkeep and repairs of Rs.80,000/- p.m.
 - d. Medical Reimbursement : Expenses actually incurred by Mr. Khatau and his family and provision of hospital / personal insurance of Rs.8,333/- p.m.
 - e. Leave : As per rules of the Company
 - f. Leave Travel Concession : For self and family once in a year.
 - g. Club Fees : Fees of clubs
 - h. Personal Accident Insurance : For self and family
 - i. Gratuity : In accordance with the Rules of the Company
 - j. Provident Fund and Superannuation Fund : Contribution to Provident Fund and Superannuation Fund to the extent these singly or put together are not taxable under the Income-tax Act.
 - k. Provision of Cars and Telephones : For use on Company's business and telephones at residence. Personal long distance calls shall be billed by the Company to Mr. Khatau.
 - l. Encashment of Leave : Encashment of leave unavailed of due to exigencies of business on the termination of this Agreement and at the end of term of office shall not be included in the computation of ceiling on perquisites.
 - m. Reimbursement of Expenses : Reimbursement of all entertainment and other expenses properly incurred for the business of the Company.
 - n. Minimum Remuneration : Notwithstanding the above where in any financial year during the currency of the term of office as Chairman and Managing Director, the Company has made no profits or its profits are inadequate, the Company will pay the same remuneration as minimum remuneration by way of salary, commission and other allowances and perquisites to the extent of Rs.3,48,833/- p.m.
5. The Agreement may be terminated at any time by either party giving to the other 3 months' notice in writing without assigning any reason, or the Company paying to Mr. Khatau 3 months' salary and other emoluments in lieu of notice. Upon termination of this Agreement, Mr. Khatau shall cease to be Chairman and Managing Director of the Company.

The above remuneration be paid as minimum remuneration to Mr. H A Khatau in the year of loss or inadequacy of profits, in so far as the same is within the ceiling prescribed for payment of minimum remuneration under Schedule XIII of the Companies Act, 1956, or any statutory modifications thereof as may be in force from time to time.

The foregoing material provisions may also be treated as an abstract of the terms of Mr. Khatau's re-appointment as Chairman and Managing Director for the purposes of Section 302 of the Companies Act, 1956.

The Board of Directors considers the remuneration proposed to be paid to Mr. Khatau commensurate with his duties and responsibilities as the Chairman and Managing Director of the Company and therefore recommends the Resolution at Item No.5 of the Notice. The approval of the Members is necessary in view of the provisions of Schedule XIII to the Companies Act, 1956.

A copy of the draft Agreement referred to above will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturday.

Mr. H A Khatau is interested in the Resolution at Item No.5 of the Notice since it relates to his own appointment and remuneration.

Mrs. N H Khatau, being the wife of Mr. H A Khatau, is also interested in the above Resolution.

This statement required to be given in case of no profits or inadequacy of profits as required under Schedule XIII of the Companies Act, 1956 to be annexed with this notice is as follows:

I General Information

Nature of Industry

Cable Corporation of India Ltd was incorporated on 1st November 1957 and is into the manufacture and marketing of electric cables & wires and allied products.

Date or expected date of commencement of commercial production

The Company began its commercial production in the year February 1960 .

Financial performance based on given indicators

(Rs In lacs)

Particulars	2006-07	2007-08	2008-09
Gross income	13900.91	11185.89	10418.31
Profit/(Loss) before tax	27.33	(2484.97)	(3241.30)
Profit/(Loss) after tax	(733.27)	(206.75)	(3241.88)
Net worth	6262.08	6372.33	17563.01
Dividend on Equity	Nil	Nil	Nil

Foreign Investments or collaborations

The current foreign shareholding in the share capital of the company is given below :

Foreign Holding	No of shares	% to equity
NRIs / FIIs / Foreign Cos	7255611	11.5726

II Information about the Appointee

Background details

Born on 19th June, 1958, Mr. Hiten A. Khatau comes from the well-known and reputed industrialist family of KHATAUS.

A qualified Chartered Accountant, Mr. Hiten A. Khatau has had a varied general management experience in domestic and international markets as well as in consumer and industrial products.

Past Remuneration

Mr. Hiten A. Khatau was drawing an aggregate annual remuneration of Rs 22.81 lacs

Job Profile & Suitability

Mr. Hiten A. Khatau has been the Chairman & Managing Director of the Company having general control and management of the business and affairs of the Company under the superintendence and control of the Board.

In view of his qualification and the experience in the Cable Industry, his appointment is in the best interest of the Company .

Remuneration Proposed

As stated in the explanatory statement of Item No 5 of the Notice

Comparative remuneration profile with respect to industry, size of the company

The proposed remuneration is not commensurate with his experience and responsibility and significantly below par with the industry levels while compared to the salaries & incentives paid to the Managing Directors of the companies of similar size.

Pecuniary Relationship directly / indirectly with the Company or managerial person, if any

Mr. Hiten A. Khatau is the promoter of the Company and therefore has a pecuniary relationship with the Company

III Other Information**Reason for loss or inadequate profits**

The company is facing huge losses due to excess supply, stiff competition and volatile raw material prices . Hence the margins are under tremendous pressure.

Steps taken or proposed to be taken for improvement

The Company is making efforts to focus on cost reduction, improvement in productivity and increase in performance. With the commissioning of the EHV and focus on cost reduction , improvement in performance of the company is expected

Expected increase in productivity and profits in measurable terms

In the year under review , the Company has achieved turnover of Rs.129.14 crores as against the turnover of Rs.94.10 crores in the previous year, showing an increase of 37.24 % during the year. With total orders on hand of Rs. 98.45 crores and with prudent cost controlling measures the company is ought to show an improvement in overall profitability . It is also expected that the EHV Cable business shall grow with good margins resulting in increase of productivity and profits .

IV Disclosures

The shareholders of the company are informed of the remuneration package of the Managing Director by way of explanatory statement u/s 173(2) of the companies Act, 1956 alongwith the notice.

Item No. 6

Mr Rohan H Khatau has completed his Engineering with Majors in Operations Research from Columbia University, Fu Foundation School of Engineering and Applied Sciences, New York. He is working as a Management Trainee in the Company since January 18, 2010 on a monthly remuneration not exceeding Rs 50,000/- per month including usual allowances and perquisites and benefits, amenities and facilities applicable to other employees in the similar post within the same grade, subject to the approval of the Shareholders in the ensuing Annual General Meeting of the Company. He is the son of Mr H A Khatau, Chairman and Managing Director and Mrs Nandini H Khatau, Director of the Company.

The Board of Directors recommend the passing of the resolutions at Item 6 of the notice convening the Meeting for the approval of the Members under Section 314 of the Companies Act, 1956 by way of special resolution.

Mr. Hiten A. Khatau and Mrs. Nandini H Khatau being his relatives are concerned or interested in the resolution at Item no.6 of the notice.

The proposed appointment is in the interest of the Company and your Directors recommend the resolution for approval.

Item No. 7

Mr. R. Sridharan was appointed as Additional Director by the Board at its Meeting held on 31st May, 2010. pursuant to Section 260 of the Companies Act, 1956 read with Article 115 of the Articles of Association of the Company.

As per Section 260 of the Companies Act, 1956 he holds office only upto the date of the forthcoming Annual General Meeting of the Company .

The Company has received notice in writing from a member alongwith deposit of Rs 500/- for proposing the candidature of Mr R Sridharan for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 195

Mr. R Sridharan is not disqualified from being appointed as a Director in terms of Section 274 (1)(g) of the Companies Act, 1956.

Further the Board also appointed Mr. R Sridharan as the Director-Strategy and Business Development of the Company for a period of 1 year with effect from 1st June 2010 subject to the approval of the Shareholders in General Meeting. The terms and conditions including remuneration and perquisites payable to him are set out in the draft Agreement to be entered into by the Company with Mr R Sridharan .

The remuneration and perquisites payable to Mr.R Sridharan are in conformity with the requirements of Schedule XIII to the Companies Act, 1956.

The material provisions of the draft Agreement relating to Mr. R. Sridharan's appointment are as under :

- a. Salary : Rs.75,000 per month.
- b. Housing/ House Rent Allowance : Rent free accommodation to be valued as per Income-tax Rules or House Rent Allowance.
- c. Perquisites and other allowances/ Reimbursement of expenses : Mr. R.Sridharan shall be entitled to perquisites such as house maintenance and other allowances including Personal pay, Personal Allowances, Education, Professional Development, Leave Travel Allowance, reimbursement of Expenses towards helpers, watchman, Medical for self and family, Entertainment etc. not exceeding Rs. 64,000/- per month or Rs. 7,68,000/- per annum.
- d. Leave : As per rules of the Company

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- e. Gratuity : In accordance with the Rules of the Company
- f. Provident Fund : Contribution to Provident Fund to the extent these singly or put together are not taxable under the Income-tax Act.
- g. Provision of Cars and Telephones : For use on Company's business and telephones at residence. Personal long distance calls shall be billed by the Company to Mr. Sridharan
- h. Encashment of Leave : Encashment of leave unavailed of due to exigencies of business on the termination of this Agreement and at the end of term of office shall not be included in the computation of ceiling on perquisites.
- i. Reimbursement of Expenses : Reimbursement of all entertainment and other expenses properly incurred for the business of the Company.
- j. Minimum Remuneration : Notwithstanding the above where in any financial year during the currency of the term of office as Director- Strategy & Business Development, the Company has made no profits or its profits are inadequate, the Company will pay the same remuneration as minimum remuneration by way of salary and other allowances and perquisites to the extent of Rs. 1,94,000/- p.m.

The Agreement may be terminated at any time by either party giving to the other 3 months' notice in writing without assigning any reason, or the Company paying to Mr. Sridharan 3 months' salary and emoluments in lieu of notice. Upon termination of this agreement Mr R Sridharan shall cease to be Director – Strategy & Business Development of the Company .

A copy of the draft Agreement referred to above will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturday

None of the Directors except Mr Sridharan is interested in the resolution pertaining to his appointment . The Directors recommend the resolution for approval of the Members.

**By Order of the Board
For Cable Corporation of India Ltd.**

**H A Khatau
Chairman and Managing Director**

Place: Mumbai

Date : 31st May, 2010

Details of Directors retiring by rotation and seeking re-appointment and regularizing the appointment of Director.

Name of the Director	Mr G D Bhingarkar	Mr Abhijit Datta	Mr Hiten A Khatau	Mr R Sridharan
Date of Birth	17 th February , 1950	1st June, 1949	19 th June, 1958	22 nd September, 1949
Date of appointment	1 st February, 2002	31 st October, 2009	1 st October, 2005	1 st June, 2010
Expertise in specific functional areas	Over 40 years experience in industrial relations, human resource & labour management	Over 45 years of experience in Banking & Finance	Over 25 years of general management experience in domestic and international markets as well as in consumer and industrial products:	Over 35 years of experience in Marketing, Project Management in Electrical Equipment specially relate to Cable Projects
Qualifications	B.A., DLW, LLM	M.A. (Economics), C.A.I.I.B.	Chartered Accountant	Bachelor of Engineering (Electrical)
Directorships in other Companies	1. Shri Plasticizers & Chemicals Pvt Ltd 2. Govardhan Investments Pvt Ltd	1. Asset Reconstruction Company (India) Limited 2. Bengal Tea & Fabrics Limited 3. Bhaskar Silicon Private Limited	1. Entegra Limited 2. Mulraj Khatau & Sons Limited 3. Khatau Makanji & Company Pvt Ltd	Nil

DIRECTORS' REPORT

Your Directors present the Fifty Third Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2010.

PROFIT / LOSS AND APPROPRIATIONS

	(Rs. in lakhs)	
	Current Year ended	Previous Year ended
	31.03.2010	31.03.2009
Profit / (Loss) before Extraordinary items & tax	(3236.09)	(3241.30)
Less /Add Extraordinary items	-	-
Profit / (Loss) after Extraordinary items & before Tax	(3236.09)	(3241.30)
Add : Provision for Taxation	-	(14.00)
Add / Less :Excess/(Short) provision of Income Tax of earlier years	(0.02)	13.42
Profit / (Loss) for the year	(3236.11)	(3241.88)
Balance loss brought forward from previous year	(6316.11)	(3074.23)
	(9552.22)	(6316.11)
Less Appropriated against General Reserve	7019.30	6316.11
Debit Balance in P & L Account carried to balance sheet	2532.92	-

OPERATIONS

The Company achieved turnover of Rs.128.79 crores during the year under review against the turnover of Rs.94.10 crores in the previous year, showing an increase of 36.86 % during the year.

Our EHV plant was commissioned during the year under review and commercial production commenced from January , 2010 and has contributed Rs 13.3 crores to the total turnover till 31st March, 2010.

Industrial relations at both the Units viz. Borivali and Nashik remained cordial.

DIVIDEND

In view of the carry forward losses, the Directors do not recommend any dividend on Equity Shares for the financial year 2009-10.

CURRENT YEAR'S OUTLOOK AND FUTURE PROSPECTS.

The demand for Power Cable continues to be good. Orders on hand are to the tune of Rs.98.45 crores. However, the margins are still under tremendous pressure due to excess supply, stiff competition and volatile raw material prices.

It is expected that the EHV Cable business shall grow positively with good margins and we shall have the advantage of full capacity utilization in the coming years.

The Company is also undertaking shifting of its HT lines of manufacture from Borivali to Nashik with up-gradation which is likely to go into production in Q3 of 2010-11. The Company has successfully implemented a Voluntary Retirement Scheme for all its Workers at its Borivali Plant.

The Company is making efforts to focus on continuous cost reduction, improvement in productivity and increase in performance. With the above initiatives the company is expected to achieve leap in turnover, increase in revenue and better overall performance.

The Directors are also pleased to inform you that the Company has commenced the development of its land at Borivali, Mumbai. After appointing Project Managers to undertake the development, the first phase of the Project was successfully launched in March' 10. The second phase is expected to go on stream in the second quarter of the current financial year.

DIRECTORS

The Board of Directors at their meeting held on 31st October, 2009 appointed Mr Abhijit Datta as a Director in the casual vacancy caused by the resignation of Mr Utsav Parekh and Mr Rajiv Saxena as a Director in the casual vacancy caused by the resignation of Mr Arun Thiagarajan.

The Board of Directors at its meeting held on 31st May, 2010 re-appointed Mr H A Khatau as the Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st October, 2010 subject to approval of the shareholders in general meeting on the terms and conditions including remuneration etc. as stated in the Notice.

Mr R Sridharan was appointed as an Additional Director effective June 1, 2010. He was also appointed as Director – Strategy & Business Development for a period of one year. In terms of Section 260 of the Companies Act, 1956 he shall hold office only upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from member proposing his candidature for the office of Director.

Mr G D Bhingarkar and Mr Abhijit Datta retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- (ii) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and the Profit and Loss Account of the Company for the year ended on that date;

- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that they have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchange and forming part of this Report is annexed.

A separate section titled "Corporate Governance" is included in the Annual Report and the Certificate from the Company's auditors regarding compliance of conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed hereto and forms part of the report.

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

Information as per section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of this report is annexed herewith . (Annexure I)

Conservation of Energy, technology absorption and foreign exchange earnings and outgo information as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of this Report is annexed herewith. (Annexure II)

AUDITORS

The Auditors' M/s. Sorab S Engineer & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

AUDITORS' REPORT

The Auditors' Report to the shareholders do not contain any qualification. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

ACKNOWLEDGEMENTS

Your Directors desire to record their sincere appreciation to the Financial Institutions, Banks, Central and State Governments for their continued cooperation and support.

The Directors take this opportunity to acknowledge the dedicated efforts made by the workers and officers at all levels towards the success achieved by the Company.

The Directors also convey their gratitude to all the Shareholders for their continued support, especially in what has been another difficult year for the Company.

On behalf of the Board of Directors

Mumbai,
Dated : 31st May, 2010

H. A. KHATAU
Chairman & Managing Director

Annexure I to Directors' Report

Information as per Section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of Directors' Report for the year ended March 31, 2010

Name	Age	Designation	Gross remuneration	Qualification	Experience	Date of commencement of employment	Particulars of last employment	
							Last Employer	Post last held
Mr Rajesh S Sharda	43	Senior Executive Vice President -Operations	Rs. 28,24,347	B.E(Electrical), Cost & Works Accountants (Intermediate), MBA(Finance) Masters of Management Science	20 years	20/03/2009	Minda Sai Limited	SBU Head

NOTES:

- Gross remuneration as above includes Salary, Bonus, other allowances, company's contribution to Provident fund, Leave Travel Assistance, Leave Encashment and expenditure incurred on providing accommodation, medical and other facilities but excludes contribution to Gratuity Fund made on the basis of Actuarial valuation .
- The employee is not a relative of any director of the Company
- The employee directly or through his relatives does not hold more than 2% of the equity share capital of the Company.

Annexure II to Directors' Report

Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

A. CONSERVATION OF ENERGY

- (a) Energy conservation measures taken:
- Rationalisation of Lighting in the Factory resulting in Energy Cost Saving.
 - Capacitors have been put on individual machines for PF improvement.
- (b) Additional investment and proposal:
- Conversion from DC motors to AC motors at continuous running machines
- (c) Impact of various measures on cost of production:
- Energy conservation measures implemented has marginal effect on overall energy bills and cost of production.
- (d) Total energy consumption and energy consumption per unit of production as per form 'A' of the Annexure in respect of industries specified in the schedule. The requirement of giving details under this sub-head does not apply to the Company.

B TECHNICAL ABSORPTION

- (a) Efforts made in technology absorption as per form 'B' are as under:

Form for Disclosure of Particulars with respect of absorption:

Research and Development:

- (i) Specific areas in which R & D is carried out by the Company:
Research and Development activities in areas of Cable Technology analytical research and product development are being carried out by the Company.
- (ii) Benefits derived as a result of the above R & D:
- Development of various cables catering to specific requirement for power transmission at High Voltage & Extra High Voltage.
 - Rationalization in process technology related to extrusion, cross linking and conductor making process, resulting in elimination of high voltage failure in low voltage & high voltage cable during manufacture.
 - Development of all types of Axially Water Tight Conductor for HV & EHV Cables.
 - Development of Axially Water Tight Segmental Conductor for 1200 sq.mm for EHV cable.
 - Development of technology for manufacture of 220 kv XLPE cable without any defects.
- (iii) Future plan of action:
- In future, R & D activities will be directed in reducing the material cost, in-process defects of cables and developing newer technologies suitable for emerging trends.
- (iv) Expenditure on R & D: (Rs.'000)
- | | |
|---|---------|
| (a) Capital | nil |
| (b) Recurring | 2441.00 |
| (c) Total | 2441.00 |
| (d) Total R & D expenditure as a percentage of the total turnover | 0.16% |

Technology Absorption, Adaptation and Innovation:

- (i) Efforts in brief made towards technology absorption, adaptation and innovation.
- (ii) Benefits derived as a result of the above.

Efforts / Projects

Development Related:

- | | Benefits Derived |
|---|---------------------|
| (i) Development of various cables catering to specific requirements of power transmission at HV & EHV | Product Development |
| (ii) Rationalization in process technology related to EHV cable manufacture. | Process Technology |
| (iii) Development of curative system to suit specific application and process. | Product Development |

Manufacturing related :

- | | |
|---|---------------------|
| Development & Implementation of Process for manufacture of LT & HT Cables in elimination of Voltage Failure during manufacture. | Process Development |
| Manufacturing of Axially Water Tight Conductor for all types of HV & EHV cables. | Process Development |

Energy Savings:

- | | |
|--|----------------------|
| Use of Capacitors at all the Plants has ensured that Power factor is kept above 0.95 which has resulted in savings in electricity bills. | Decreased Power Cost |
| In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year. | Not applicable |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Nil

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally including its interaction with employees, shareholders, customers, institutions and other lenders and places due emphasis on regulatory compliance.

2. Board of Directors

Composition of the Board

As on 30th January, 2010, the Board comprised of two Whole-time Directors and six Non- Executive Directors of which four are independent Directors. However as on 31st March 2010, the Board had only one Whole- time Director. The composition of Board is in conformity with Clause 49 of Listing Agreement which stipulates that at least 50% of the Board should consist of independent Directors in case of Executive Chairman of the Board.

Number of Board Meetings

The Board of Directors met five times during the year on 15th May, 2009, 30th June, 2009, 31st July, 2009, 31st October, 2009 and 30th January, 2010 . The maximum time gap between any two consecutive meetings did not exceed four months.

Directors' attendance record and Directorships held

Attendance of each Director at the Board Meetings and the last Annual General Meeting and number of other Directorships and Chairmanship/ Memberships of Committees of each Director was as follows:

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	Outside Company Directorships*	Outside Committee position held as	
					Member	Chairman
Mr. H A Khatau	Chairman & Managing Director	5	YES	2	3	-
Mrs. N. H. Khatau	Vice Chairperson – NED/ Not Independent	3	YES	Nil	-	-
Mr. G. D. Bhingarkar	Executive WTD / Not Independent till 31/01/2010. NED / Independent	4	YES	Nil	-	-
Mrs. N.B. Pasta	NED / Independent	5	YES	1	-	-
Mr. Mukul Kasliwal	NED / Independent	4	NO	8	9	-
Mr. Arun Thiagarajan (Resigned w.e.f 30/06/2009)	NED / Independent	Nil	NA	-	-	-
Mr. C Sundershyam	NED / Independent Nominee of SBI	4	NO	-	-	-
Mr Abhijit Datta (Appointed w.e.f 31.10.2009)	NED / Independent	2	NA	2		
Mr Rajiv Saxena (Appointed w.e.f 31.10.2009)	NED/ Not Independent	Nil	NA	1		

NED - Non-Executive Director WTD - Whole time Director

* Directorships in Private Companies and foreign companies are excluded.

As required by the Companies Act, 1956 and Clause 49 of the Listing Agreement, none of the Directors hold directorships in more than 15 public companies, memberships of Board Committees (Audit / Shareholders Grievance Committees) in excess of 10 and Chairmanship of Board Committees as aforesaid in excess of 5.

Information placed before the Board

As a policy, all major decisions involving new investments and capital expenditure, in addition to matters which statutorily require Board approval, are put up for consideration of the Board. Inter-alia, the following information is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Annual operating plans and budgets.
- Capital budget-purchase and disposal of plant, machinery and equipments.
- Quarterly, half yearly and annual results of the Company.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payments by clients.

- Any issue, which involves possible public or product liability claims of substantial nature, including any judgments or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture agreement or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources or on the industrial relations front like signing of wage agreement etc.
- Sale of material nature of investments, subsidiaries, assets, which are not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirement and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

Directors with pecuniary relationship or business transaction with the Company

All Executive Directors receive salary, allowances and perquisites while all Non-Executive Directors receive sitting fees.

Remuneration to Directors

(Amount in Rs.)

Name of Directors	Sitting fees*	Salaries, allowances and perquisites
Mr. H A Khatau	Nil	22,81,354
Mrs. N. H. Khatau	35,000	Nil
Mr. G. D. Bhingarkar	Nil	14,15,137 **
Mrs. N.B. Pasta	45,000	Nil
Mr. Mukul Kasliwal	35,000	Nil
Mr. Arun Thiagarajan	Nil	Nil
Mr. C Sundershyam	20,000	Nil
Mr. Abhijit Datta (w.e.f 31.10.2009)	15,000	Nil
Mr. Rajiv Saxena (w.e.f 31.10.2009)	Nil	Nil

*Sitting fees includes payment to the Directors for attending meetings of Board & Committees

** Salary, Allowances and perquisites paid to Mr G D Bhingarkar as Wholtime Director till 31.01.2010.

The terms of employment of the Chairman and Managing Director and the Executive Director stipulates a severance notice of three months on either side or payment of three months salary in lieu of notice.

During 2009-10 the Company did not advance any loans to any of its Directors. No Stock Options have been issued to any of the Directors on the Board. During the year under review, Mr Rohan H Khatau , son of Mr Hiten A Khatau and Mrs Nandini H Khatau joined the Company as Management Trainee w.e.f. January 18, 2010

Code of Conduct

The Board of Directors has laid down Code of Conduct for all the Directors and the designated employees in the senior management. A copy of the Code of Conduct is available on the website of the company: www.cablecorporation.com. All the Board members and senior management executives have affirmed compliance with the Code of Conduct. A declaration to this effect signed by Mr. Hiten A. Khatau, Chairman and Managing Director is annexed to this report.

BOARD COMMITTEES

The Company has four Board-level Committees - Audit Committee, Shareholders' / Investors' Grievance Committee, Remuneration Committee and Asset Sale Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

I. Audit Committee

The Audit Committee was reconstituted on 31st October, 2009 and comprises of Mrs. N.B. Pasta as Chairperson, Mrs. N. H. Khatau, Mr. Mukul Kasliwal and Mr. Abhijit Datta as Members. The Committee's Powers and role are as stipulated in Clause 49 of the Listing Agreement and under Section 292A of the Companies Act, 1956.

During the year under review, four Audit Committee Meetings were held i.e. on 30th June, 2009 , 31st July 2009, 31st October, 2009, and 30th January, 2010. The minutes of the meetings of the Audit Committee are reviewed and noted by the Board. The composition of the Committee and the attendance at the meetings of the Committee are as under:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mrs. N. B. Pasta	Non Executive (Independent Director)	Chairperson	4	4
Mrs. N. H. Khatau	Non – Executive Director (Non Independent Director)	Member	4	4
Mr. Mukul Kasliwal	Non-Executive (Independent Director)	Member	4	3
Mr. Abhijit Datta (Appointed w.e.f 31.10.2009)	Non-Executive (Independent Director)	Member	1	1

All members of the Audit Committee have accounting and financial management expertise. The Chairperson of the Audit Committee attended the Annual General Meeting (AGM) held on 22nd September, 2009 to answer shareholder queries.

The functions of the Audit Committee of the Company include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommending to the Board, the appointment, re-appointment and , if required, the replacement or removal of the statutory auditor and the fixation of audit fees
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing with the management, the annual financial statements before submission to the Board for 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 (2AA) of Section 217 of the Companies Act, 1956
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing with the management, the quarterly, half yearly and yearly financial statements before submission to the Board for approval
- Reviewing with the management, performance of the statutory and internal auditors and adequacy of the internal control systems
- 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
- Discussion with the internal auditors any significant findings and follow-up there on
- 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
- Discussion with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any areas of concern.
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
- Approval of appointment of 'CFO' by the Audit Committee-

II. Shareholders Grievances and Transfer Committee

The Shareholders Grievances and Transfer Committee was reconstituted on 31st October, 2009 and comprises of Mrs. N. H. Khatau as Chairperson, Mrs Nayna B Pasta, Mr. G. D. Bhingarkar and Mr Mukul Kasliwal as members.

The Shareholders'/Investors' Grievance Committee deals with various matters relating to:

- transfer /transmission of shares
- issue of duplicate share certificates
- review of shares dematerialized and all other related matters
- monitors expeditious redressal of investors grievances
- non receipt of Annual Report and dividend
- all other matters related to Shares/ Debentures

During the year under review, 30 complaints were received from the shareholders / debenture holders and out of that none were pending for redressal as on 31st March, 2010 as certified by M/s Link Intime India Pvt. Ltd., the Registrar & Transfer Agents of the Company.

M/s Link Intime India Pvt. Ltd., looks after the work related to share transfer, etc. The minutes of the Share Transfer and Investors' Grievance Committee are periodically placed before the Board of Directors of the Company.

The Committee generally meets twice a month.

III. Remuneration Committee

Although not mandated under Clause 49 of the Listing Agreement, the Company has a Remuneration Committee. The Remuneration Committee was reconstituted on 31st October, 2009 and comprises of Mr. Mukul Kasliwal as Chairman, Mr. H A Khatau, Mr. Abhijit Datta and Mr C Sundershyam as members. During the period under review no Remuneration Committee Meeting was required to be held.

Remuneration Policy

The Remuneration Committee recommends to the Board the compensation package of the Chairman and Managing Director and the Executive Director. The Committee also recommends the compensation payable to the non-executive Directors in accordance with the provisions contained in the Companies Act, 1956. The remuneration of the Chairman and Managing Director and the Executive Director, is subject to approval of the Board and the shareholders at the General Meetings, and is within the ceilings laid down by Schedule XIII of the Companies Act, 1956. The non-executive Directors are paid sitting fees for attending the meetings of the Board of Directors and Committees within the ceiling prescribed by the Companies Act, 1956.

IV Asset Sale Committee

Although not mandatory under clause 49 of the listing agreement, the Company has also an Asset Sale Committee which was re-constituted on 31st October, 2009 comprising of Mrs. N B Pasta as Chairperson, Mrs. N H Khatau, and Mr. Mukul Kasliwal and Mr. Rajiv Saxena as members. During the period under review, no Asset Sale Committee meeting was held

MANAGEMENT

Management Discussion and Analysis

The Annual Report contains a chapter on Management Discussion and Analysis.

Disclosures

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management , their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

The Board has received disclosures from Directors and key managerial personnel relating to material financial and commercial transactions where they and / or their relatives have personal interest and have ascertained that there are no materially significant related party transactions which have potential conflict with the interests of the Company.

Attention of members is drawn to "Schedule 9 - Notes forming part of the balance sheet and profit and loss account" for disclosures of related party transactions.

All details on the financial and commercial transactions where Directors may have a potential interest are provided to the Board. The interested Directors neither participate in the discussion nor vote on such matters.

Disclosure of accounting treatment in preparation of financial statements

The Company has followed the Guidelines and Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

Details of non-compliance by the Company

The Company has complied with all the requirements of regulatory authorities. No penalty/strictures were imposed on the company by the Stock Exchange or SEBI or any statutory authority on any matter related to the capital market during the last three years.

Code for prevention of insider-trading practices

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992, a comprehensive code for prevention of Insider Trading is in place. The objective of the Code is to prevent purchase and/or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors and designated employees are prohibited from dealing in the Company's shares during the prohibited period. To deal in securities beyond specified limit, permission of Compliance Officer is mandated. All the designated employees are also required to disclose related information periodically as defined in the Code.

CEO/ CFO Certification

The Chairman and Managing Director and General Manager- Finance certification of the financial statements for the year is enclosed at the end of the report.

SHAREHOLDERS

Re-appointment of Directors

At the ensuing Annual General Meeting, Mr G D Bhingarkar and Mr. Abhijit Datta retire by rotation and being eligible, offer themselves for re-appointment

Mr G D Bhingarkar has over 40 years of experience in the field of Human resource and Labour management

Mr Abhijit Datta has a vast experience of over 45 years of experience in the field of Banking & Finance

Means of communication with shareholders

Quarterly, half year and annual results are published in daily newspaper such as Free Press Journal (English) and Nav Shakti (Marathi).

The Company also informs The Mumbai Stock Exchange in a prompt manner, all price sensitive or such other matters which in its opinion, are material and relevant for the shareholders and subsequently issues a press release on the said matters. These results are also available on the website of the Company www.cablecorporation.com.

General Body Meetings

Table 8: Details of General Meetings

Financial Year	Category*	Date	Time
2006-2007	AGM	10 th August, 2007	11.00 a.m.
2007-2008	AGM	23 rd September, 2008	11.00 a.m.
	Court convened meeting	28 th April, 2009	10.00 a.m.
	EGM	17 th June, 2009	10.00 a.m.
2008-09	AGM	22 nd September, 2009	11.00 a.m.

* AGM: Annual General Meeting; EGM: Extraordinary General Meeting

All the Annual General Meetings & the court convened meeting were held at Sheth Goculdas Tejpal Auditorium, Tejpal Road, August Kranti Marg, Mumbai – 400 007

The Extraordinary General Meeting was held at M C Ghia Hall, Kalaghoda, Mumbai-400001

The following special resolutions were taken up in the last three AGMs/EGMs, and were passed with requisite majority.

AGM held on 10th August, 2007

- Nil

AGM held on 23rd September, 2008

- Issue of shares through preferential allotment to Promoters

Court Convened meeting held on 28th April, 2009

- Scheme of amalgamation for Merger of Prithvi Consultancy Services Pvt Ltd with the Company.

EGM held on 17th June, 2009

- Increase in Authorised Capital

AGM held on 22nd September, 2009

- Alteration of Articles of Association of the Company

Postal ballot

No resolutions were passed by postal ballot during the year under review.

Compliance

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49.

Adoption of non-mandatory requirements

Although it is not mandatory, the Board of the Company has constituted a Remuneration Committee and an Asset Sale Committee. Details of the Committee have been provided under the Section 'Remuneration Committee and Asset Sale Committee'.

ADDITIONAL SHAREHOLDERS INFORMATION

Annual General Meeting

Date : 12th August , 2010
 Day : Thursday
 Time: 10.30 a.m.
 Venue : M C Ghia Hall,
 Bhogilal Hargovindas Building,
 2nd floor, Kala Ghoda,
 18/20 K Dubash Marg,
 Mumbai 400 001

Financial calendar (Tentative)

Financial year: April 2010 to 31 March 2011

Results for the quarter ending:

- June 30, 2010 : Second week of August , 2010
- September 30, 2010 : Second week of November, 2010
- December 31, 2010 : Second week of February, 2011
- Results for the year ending 31st March, 2011. : Last week of May, 2011
- Annual General Meeting : September, 2011.

Book closure

The dates of book closure are from Thursday 5th August, 2010 to Thursday 12th August, 2010 inclusive of both days.

Listing

At present, the equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE).

The annual Listing fees for the year 2010-11 have been paid to BSE.

The Company has paid custodial fees for the year 2010-2011 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them as on 31 March 2010.

Stock Exchange code:

BSE Scrip Code : 500077

Stock Market data

High, lows and volumes of Company's shares for 2009-10 at BSE

The high and low values and the volumes of the Company's shares on the Bombay Stock Exchange is as under:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume
April 2009	16.85	10.10	1,61,076
May 2009	22.95	12.65	3,10,919
June 2009	21.50	15.20	2,75,703
July 2009	16.95	13.15	1,20,681
August 2009	18.40	16.85	1,87,373
September 2009	21.10	13.85	3,23,735
October 2009	23.40	16.70	4,42,888
November 2009	24.50	16.95	5,83,351
December 2009	28.65	21.00	11,08,697
January 2010	28.90	21.10	5,45,973
February 2010	23.60	19.10	1,59,070
March 2010	25.65	19.40	3,82,097

Distribution of shareholding

The distribution of the shareholding of the equity shares of the company by size and by ownership class as on 31 March 2010.

Total Nominal Value of Equity Shares (Rs.)	No. of shareholders	% of total	Share Value (Rs.)	% of shareholding
1 - 5000	10660	88.5160	17156650	2.7360
5001 - 10000	715	5.9370	6120630	0.9760
10001 - 20000	320	2.6570	4994970	0.7970
20001 - 30000	103	0.8550	2683490	0.4280
30001 - 40000	57	0.4730	2093850	0.3340
40001 - 50000	50	0.4150	2367960	0.3780
50001 - 100000	65	0.5400	4790530	0.7640
100001 and above	73	0.6060	586757420	93.5870
TOTAL	12043	100.0000	626965500	100.0000

Shareholding pattern by ownership as on 31 March 2010

Category	No. of Equity Shares of Rs.10/- each	% of Shareholding
Promoters, Directors & Relatives	47570162	75.8739
Mutual Funds	48200	0.0768
Banks, Financial Institutions & Insurance Cos.	1634800	2.6076
NRIs / FIIs / Foreign Cos.	7255711	11.5726
Corporate Bodies	1236695	1.9725
Indian Public	4950982	7.8966
Total	62696550	100.0000

Dematerialization of shares

As at 31 March 2010, 61791166 Equity Shares representing 98.55 % of the total equity capital of the company were held in dematerialized form.

The ISIN number of equity shares is INE 475A01016 on both the depositories i.e. NSDL and CDSL.

Details of public funding obtained in the last three years

During the year 2008-09 the Company allotted 20,00,000 Equity shares at a price of Rs.30/- per share on a preferential basis to the Promoters to redeem the Preference shares of the company and to achieve the long term plans of the Company.

Address for correspondence :

Registered Office : Laxmi Building, 4th floor, 6 Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400 001

Compliance Officer: Mr G D Bhingarkar, Director is the Compliance Officer

Registrar and Transfer Agents

Shareholders may contact the Company's Registrar and Share Transfer Agents at the following address:

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup (West), Mumbai 400 078.
Tel. No. 25946970, Fax No. 25946969
Email: mt.helpdesk@linkintime.co.in
Company Website: <http://www.cablecorporation.com>
Email : jkhatau@cablecorporation.com

Share Transfer System

All share transfers received are processed by the Registrar & Transfer Agents and are approved by the Shareholders Grievances and Transfer Committee.

Plant Locations

1. Dattapada Road, Borivali (East), Mumbai 400 066.
2. Plot No.F-3/1 , MIDC, Sinnar Industrial Area, Malegaon, Dist. Nashik 422 103
3. Plot No.F-3/2, MIDC, Sinnar Industrial Area, Malegaon, Dist. Nashik 422 103

For and on Behalf of the Board

**H A KHATAU
CHAIRMAN & MANAGING DIRECTOR**

Place : Mumbai
Dated : May 31, 2010

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and senior management of the Company.

I confirm that the Company has received from the senior management team of the Company and all the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the employees in the cadre of President and Vice President as on 31st March, 2010.

Place: Mumbai

Date: 31st May , 2010

H. A. Khatau

Chairman & Managing Director

CEO/CFO certification, issued pursuant to the provisions of Clause 49 of the Listing Agreement

To The Board of Directors
of Cable Corporation of India Ltd.

Dear Sirs,

Sub : CEO/CFO Certificate

We have reviewed the financial statements, read with the cash flow statement of Cable Corporation of India Ltd. for the year ended March 31, 2010 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying 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 made 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 we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system over financial reporting.

Yours sincerely,

Rajesh Desai

General Manager – Finance

H. A. Khatau

Chairman & Managing Director

Place: Mumbai

Date : 31st May , 2010

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Cable Corporation of India Ltd.

We have examined the Compliance of the conditions of Corporate Governance by Cable Corporation of India Ltd., for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance with 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 and the representations made by the Directors and the Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

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.

For Sorab S. Engineer & Co.
Chartered Accountants

N D Anklesaria

Partner

Membership No. 10250

Place: Mumbai

Date: 31st May, 2010

MANAGEMENT DISCUSSIONS AND ANALYSIS

1) Overall Review

The Company is engaged in the business of manufacture and sale of power cables, Execution of Turnkey Cable Contracts , Providing Cable related solutions & Trading products. The company caters to the demands of Transmission & Distribution sectors of Power Industry, Power Generation Projects and all Industrial Sectors.

2) Industry Structure and Development

The Governments initiatives in Power and Infrastructure since directly linked to our company will provide sufficient boost. The global financial crisis has slowed down the initiatives to an extent, but we are looking forward to a year with sufficient demand in all sectors of our operations.

3) Opportunities & Threats

Growth in GDP & investments in new projects and power sector has resulted in growing demand for cables. Profitable growth opportunities in EHV cables are present.

The industry faces threat from severe volatility in the raw material prices and capacity increase by manufacturers.

4) Outlook

With the thrust on investments in infrastructure, the demand for power cables should grow though margins may be under pressure due to excess supply and volatile raw material prices. With the anticipated increase in volumes we are likely to achieve better results in the coming year.

5) Risks and Concerns

The volatility in prices of raw materials, is a severe cause for concern and methods to mitigate the same are under implementation.

6) Adequacy of Internal Controls

The Company has an appropriate system of internal controls to ensure all assets are safeguarded and protected and the transactions are authorized, recorded and reported correctly. The internal control system is reviewed by the management regularly, with proper guidelines to strengthen them further.

7) Quality

The Company's Quality Policy is to sustain and enhance Company's reputation for product quality at competitive prices in national and international markets and to meet customer's expectations.

The Company's brand image is perceived to be the leader in the Power Cable industry.

8) Financial Review

The Company achieved net sales of Rs.128.79 crores during the year under review against the net sales of Rs.94.10 crores in the previous year, showing an increase of 36.86% during the year. The turnover from the EHV plant partly contributed to the increase in sales during the year. Company could not operate at the full capacity in LT and HT Cables due to shortage of working capital , stiff competition and volatility in raw material prices.

9) Development in Human Resources/ Industrial Relations

CCI's human resource capability, its dedication, competence and vigour remains a prime source of its competitive advantage and its success.

The Company is in the midst of shifting its manufacturing activity from its Borivali plant to its Nashik plant for operational convenience. The management is pleased to inform that at the instance of the workers it has concluded a Voluntary Retirement Scheme with all 47 workers at its Borivali plant.

10) Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the government regulations, tax regimes, economic developments within India and other incidental factors.

REPORT OF THE AUDITORS

Report of the Auditors to the Members of Cable Corporation of India Ltd.

We have audited the attached balance sheet of **CABLE CORPORATION OF INDIA LIMITED**, as at 31st March 2010, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date both annexed thereto, in which are incorporated the Accounts of Bangladesh Office which have been audited by another firm of Chartered Accountants. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in paragraph (1) above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account ;
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the Directors, other than Mr. C. Sundershyam (SBI Nominee), as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;
 - f. *Subject to our comments in Annexure referred to in Paragraph 1*, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: -

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

**For SORAB S. ENGINEER & CO.
CHARTERED ACCOUNTANTS
Firm Registration No.: 110417 W**

**C.A. N.D. ANKLESARIA
PARTNER
MEMBERSHIP NO. 10250**

PLACE: MUMBAI

DATE: 31st MAY, 2010.

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our Report of even date.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Fixed Assets except those in respect of Plant and Machinery installed prior to 1st January, 1967.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the Company has not disposed off a substantial part of its Fixed Assets during the year.
- (ii) (a) The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) The Company has not granted any Loans, Secured or Unsecured, to Companies, Firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the clauses 4 (iii) (b) to (d) of the Order are not applicable.
- (b) The Company has not taken any loans, Secured or Unsecured, from Companies, Firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the clauses 4(iii) (f) and (g) of the Order are not applicable

- (iv) *In our opinion and according to the information and explanations given to us, the Company requires strengthening of its internal control procedures to make it commensurate with the size of the Company and the nature of its business, with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls. Attention is invited to the matters stated in Note 20, Schedule 9.*
- (v) (a) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements as referred to in Section 301 of the Companies Act, 1956 that need to be entered into the register maintained under that section. Accordingly the clause 4 (v) (b) of the Order is not applicable.
- (vi) The Company has not accepted fresh deposits from the public after August, 2000 and hence, according to the information and explanations given to us, provisions of sections 58A and 58AA and other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable.
- (vii) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 in respect of Electrical Cables manufactured by the Company. We are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of these records.
- (ix) (a) *According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues have not generally been regularly deposited with the appropriate authorities though the delays in deposit have not been serious.*
However, there were no undisputed statutory dues which were in arrears as at 31st March, 2010 for a period of more than six months from the date they became payable, except Works Contract Tax of Rs.225 thousands
- (b) *According to the records of the Company, as at 31st March,2010, the following are the particulars of disputed dues on account of Income Tax, Sales Tax, Customs Duty, and Excise Duty matters which have not been deposited:-*
- (x) In our opinion, the accumulated losses at the end of the financial year are not more than fifty percent of its net worth.
The Company has incurred cash losses both in the present financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given by the Management, during the year there is no default in the repayment of dues to any financial institutions or banks.
- (xii) In our opinion and according to the information and explanations given by the Management, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or any other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and any other investments. Therefore, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) In our opinion and according to the information and explanations given by the Management, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) On the basis of the records examined by us, and relying on the information compiled by the Company for co-relating the funds raised to the end-use of term loans, we state that the Company has, prima facie, applied the term loans for the purpose for which they were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the financial statements and after placing reliance on the reasonable assumptions made by the Company for classification of Short-term and Long-term usage of the funds, we are of the opinion that, prima facie, no funds raised on short-term basis have been utilized for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures during the year.
- (xx) The Company has not made any public issue during the year.
- (xxi) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For SORAB S. ENGINEER & CO.
CHARTERED ACCOUNTANTS
Firm Registration No.: 110417 W**

**C.A. N.D. ANKLESARIA
PARTNER
MEMBERSHIP NO. 10250**

**PLACE: MUMBAI
DATE: 31st MAY, 2010.**

Name of the Statute	Nature of Dues	Amount (Rs. in thousands)	Forum where dispute is pending
Maharashtra Sales Tax	Sales Tax	37005	Tribunal(s)
Central Excise Act	Excise Duty	8883	Appellate Authorities CESTAT, Mumbai
Customs Act	Customs Duty	814	Appellate Authority

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	Rs. In Thousands	
		31.03.2010	31.03.2009
I. SOURCES OF FUNDS			
(1) Shareholders' Funds:			
(a) Capital	1	772,866	876,600
(b) Reserves and Surplus	2	913,216	879,701
		1,686,082	1,756,301
(2) Loan Funds :			
(a) Secured Loans	3	1,111,984	947,715
(b) Unsecured Loans	4	322,786	330,750
		1,434,770	1,278,465
TOTAL		3,120,852	3,034,766
II. APPLICATION OF FUNDS			
(1) Fixed Assets :	5		
(a) Gross Block		2,673,650	2,396,238
(b) Less : Depreciation		1,418,214	1,429,026
(c) Net Block		1,255,436	967,212
(d) Capital Work -in - Progress		19,571	266,309
		1,275,007	1,233,521
(2) Investments	6	573,502	573,403
(3) Deferred Tax Asset (Net)		74,338	74,338
(4) Current Assets, Loans and Advances:	7		
(a) Inventories		1,436,725	1,387,294
(b) Sundry Debtors		309,314	163,034
(c) Cash and Bank Balances		94,722	74,158
(d) Other Current Assets		2,414	1,263
(e) Loans and Advances		306,222	306,789
		2,149,397	1,932,538
Less: Current liabilities and Provisions :	8		
(a) Liabilities		1,298,078	872,576
(b) Provisions		(93,394)	(93,542)
		1,204,684	779,034
Net Current Assets		944,713	1,153,504
(5) Debit Balance in Profit & Loss A/c.		955,223	-
Less: Adjusted against General Reserve		701,931	253,292
TOTAL		3,120,852	3,034,766
Notes forming part of the Balance Sheet and Profit and Loss Account	9		

As per our attached report of even date

For SORAB S. ENGINEER & CO.
Chartered Accountants

CA N.D.ANKLESARIA
Partner

Mumbai : 31st May, 2010

For and on behalf of the Board of Directors

H A Khatau
Chairman & Managing Director

Mrs N B Pasta
Director

Mumbai : 31st May, 2010

PROFIT AND LOSS ACCOUNT for the year ended 31st March , 2010



	Schedule	(Rs. in Thousands)	
		Year ended 31st March 2010	Year ended 31st March 2009
INCOME			
Gross Sales (See Note No. 6)		1,380,725	1,051,213
Less : Excise Duty		<u>92,785</u>	<u>110,195</u>
Other Income	A	258,596	100,813
		<u>1,546,536</u>	<u>1,041,831</u>
EXPENDITURE			
Cost of Goods Consumed/Sold	B	1,155,192	810,250
Operating Expenses	C	405,697	248,447
Interest & Financial Charges (Net) :	D	209,344	225,486
Depreciation		<u>99,914</u>	<u>81,778</u>
Profit / (Loss) for the Year before Tax and Extraordinary items		(323,611)	(324,130)
Less : Extraordinary Items (Net)		-	-
Profit / (Loss) after Extraordinary Items and before Tax		(323,611)	(324,130)
Provision for			
Fringe Benefit Tax		-	(1,400)
Deferred Tax (See Note No. 16)		-	-
Profit / (Loss) after Tax and Extraordinary Items		(323,611)	(325,530)
Add : Excess / (Short) Provision of Income Tax of Earlier years (Net)		(1)	1,342
Profit / (Loss) for the Year		(323,612)	(324,188)
Balance brought forward from previous year		(631,611)	(307,423)
Balance carried to Balance Sheet		<u>(955,223)</u>	<u>(631,611)</u>
Earnings per Share (See Note No. 13)			
Basic and Diluted (with extraordinary items in Rs)		(6.20)	(9.98)
Basic and Diluted (without extraordinary items in Rs)		(6.20)	(9.98)
Face value per share in Rs.		10.00	10.00

As per our attached report of even date

For SORAB S. ENGINEER & CO.
Chartered Accountants

CA N.D.ANKLESARIA
Partner

Mumbai : 31st May, 2010

For and on behalf of the Board of Directors

H A Khatau
Chairman & Managing Director

Mrs N B Pasta
Director

Mumbai : 31st May, 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

		(Rs. In Thousands)	
		3/31/2010	3/31/2009
CASHFLOW FROM OPERATING ACTIVITIES			
PROFIT / (LOSS) Before TAX AND EXTRAORDINARY ITEM		(323,611)	(324,130)
Adjustment for:			
Depreciation		99,914	81,778
Interest expenses		188,650	204,837
Profit on sale of assets (Net)		(349)	-
Loss on sale of Investments (Net)		1,000	-
Interest income		(5,865)	(6,438)
Provision for diminution in investment written back		(7,350)	-
Dividend Income		-	(544)
		276,000	279,633
OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGES AND EXTRA -ORDINARY ITEMS		(47,611)	(44,497)
Adjustment for :			
Trade and other receivables		(145,713)	(11,964)
Inventories		(49,431)	(248,402)
Trade payable		406,401	50,096
		211,257	(210,270)
CASH GENERATED FROM OPERATIONS			(254,767)
		163,646	
Direct taxes refund / (paid)		148	(1,126)
Retrenchment Compensation paid / VRS			
NET CASH FROM OPERATING ACTIVITIES	A	163,794	(255,893)
CASHFLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets		(140,525)	(50,675)
Purchase of investments		-	-
Sale of fixed assets		440	-
Sale of Investments		6,350	-
Interest received		4,714	7,122
Dividend received		-	544
NET CASH USED IN INVESTING ACTIVITIES	B	(129,021)	(43,009)
CASHFLOW FROM FINANCING ACTIVITIES			
Received from issuance of share capital		-	15,000
From long term borrowings		163,369	109,237
From short term borrowings		(7,964)	406,088
Interest paid		(169,614)	(240,774)
NET CASH USED IN FINANCING ACTIVITIES	C	(14,209)	289,551
NET CASH INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		20,564	(9,351)
Cash and cash equivalents as on 01-04-2009 (Opening Balance)		74,158	83,421
Cash and cash equivalents as on 31-03-2010		94,722	74,070
Previous year's figures have been regrouped / rearranged wherever necessary.			

As per our attached report of even date

For SORAB S. ENGINEER & CO.
Chartered Accountants

CA N.D.ANKLESARIA
Partner

Mumbai : 31st May, 2010

For and on behalf of the Board of Directors

H A Khatau
Chairman & Managing Director

Mrs N B Pasta
Director

Mumbai : 31st May, 2010

SCHEDULE 1: SHARE CAPITAL		Rs. In Thousands	
		31.03.2010	31.03.2009
Authorised:			
1,45,90,000	Preference Shares of Rs. 10 each (Previous year : 5,25,000 of Rs.100 each.)	145,900	52,500
7,74,10,000	Equity Shares of Rs. 10 each (Previous year : 3,72,50,000 of Rs.10 each)		
	TOTAL	<u>774,100</u> <u>920,000</u>	<u>372,500</u> <u>425,000</u>
Issued and Subscribed:			
1,45,90,000	0.1% Optionally Convertible Redeemable Preference Shares of Rs. 10 each fully paid up. Alloted during the year pursuant to the Scheme of Amalgamation implemented in the previous year.	145,900	-
6,26,96,550	Equity Shares of Rs. 10 each fully paid-up. (Previous year : 3,34,86,550 Equity Shares) (Of the above 64,00,000 Equity shares of Rs. 10 each were issued as fully paid-up Bonus shares by capitalisation of General Reserve and Capital Redemption Reserve and 45,00,000 Equity Shares of Rs. 10 each were allotted on 1st April,1996 on conversion of part A of the Partly Convertible Debentures) (During the year 2,92,10,000 Equity Shares of Rs.10 each were allotted pursuant to the Scheme of Amalgamation implemented in the previous year) Share Capital Suspense Account	626,966	334,865
		-	541,735
	TOTAL	<u>772,866</u> <u>772,866</u>	<u>876,600</u> <u>876,600</u>

SCHEDULE 2: RESERVES AND SURPLUS		Rs. In Thousands	
		31.03.2010	31.03.2009
Capital Reserve			
	As per last Balance Sheet	10,463	7,843
	Add : 9980 Shares of CCI Projects Pvt. Ltd. received as Gift	100	-
	Add : Equity Options forfeited during the year	-	2,620
		<u>10,563</u>	10,463
General Reserve:			
	As per last Balance Sheet	701,931	217,025
	Add : Transferred during the year on Amalgamation	-	1,136,641
	Less : Issue of Share Capital	-	(541,735)
		<u>701,931</u>	811,931
	Less : Contingency Reserve	-	(110,000)
		<u>701,931</u>	701,931
	Less Debit Balance in Profit & Loss Account adjusted	<u>(701,931)</u>	(631,611)
		-	70,320
Securities Premium Account:			
	As per last Balance Sheet	688,918	266,904
	Add: NIL (Previous Yr On allotment of 20,00,000/- Equity shares of Rs.10/- each at a premium of Rs.20/- per share.)	-	40,000
		-	-
	Add : Created on Amalgamation	-	382,014
	Share Premium received during the year	<u>103,735</u>	-
		<u>792,653</u>	688,918
Contingency Reserve:			
	As per last Balance Sheet	110,000	-
	Transferred from General Reserve	-	110,000
	TOTAL	<u>913,216</u>	<u>879,701</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

SCHEDULE 3 : SECURED LOANS		Rs. In Thousands	
		31.03.2010	31.03.2009
1 From Banks :			
Secured by joint hypothecation of stocks of all raw materials, stores, stock -in - process, stock - in - trade, book debts etc. and Legal Mortgage of Leasehold Land & Buildings situated at Plot F 3/1 & F3/2 Sinnar Dist. Nasik and all the movables including Plant and Machinery pertaining to the Company's unit at Sinnar Dist., Nasik and seven residential flats and office premises situated at Mumbai / Chennai / Kolkata and second charge on office premises at Mumbai and personal guarantee of the Company's Managing Director and pledge of Promoters' shares.	879,906		686,291
Interest Accrued and due	899	-	-
	-	880,805	-
2 From Housing Development Finance Corporation Limited :			
(Secured by mortgage of Office premises in Mumbai)		230,316	260,157
3 From I.C.I.C.I. Bank :			
Secured by hypothecation of vehicles.		863	1,267
TOTAL		1,111,984	947,715

SCHEDULE 4 : UNSECURED LOANS		Rs. In Thousands	
		31.03.2010	31.03.2009
1. Interest Free Sales Tax Loan from SICOM Ltd. under package Scheme of Incentives		147,786	152,606
2. Short Term Loans		175,000	75,000
3. Interest Free loans		-	103,144
TOTAL		322,786	330,750

SCHEDULE 5: FIXED ASSETS										(Rs. In Thousands)	
PARTICULARS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK		
	Upto 31st March 2009	Additions / Transfers ***	Deductions/ Transfers ***	Upto 31st March 2010	Upto 31st March 2009	Provided during the Period	Written Back during the Period ***	Upto 31st March 2010	As at 31st March 2010	As at 31st March 2009	
Land Leasehold *	21,918	-	-	21,918	2,573	229	-	2,802	19,116	19,345	
Buildings & Ownership Flats**	841,837	168,625	-	1,010,462	139,017	41,962	-	180,979	829,483	702,820	
Plant & Machinery	1,453,355	210,515	124,693	1,539,177	1,236,721	54,780	110,722	1,180,779	358,398	216,634	
Furniture and		-	-	-	-	-	-	-	-	-	
Fixtures	47,252	878	9	48,121	41,336	1,198	4	42,530	5,591	5,916	
Approach Roads and Wells	-	-	-	-	-	-	-	-	-	-	
	27,272	22,096	-	49,368	6,437	1,315	-	7,752	41,616	20,835	
Vehicles	4,604	-	-	4,604	2,942	430	-	3,372	1,232	1,662	
TOTAL	2,396,238	402,114	124,702	2,673,650	1,429,026	99,914	110,726	1,418,214	1,255,436	-	
Previous Year	1,873,320	522,918	-	2,396,238	1,347,248	81,778	-	1,429,026	-	967,212	
* Amortization of leasehold land.											
** Buildings and Ownership Flats include Rs. 750 being cost of shares in Co-operative Housing Societies.											
Capital Work - in - Progress / Advances / Machinery in Transit at Cost									19,571	266,309	
*** Includes Inter Unit transfers									1,275,007	1,233,521	

During the year the EHV Cable Plant at Nasik was commissioned and accordingly all costs and expenditure relating to the said Plant incurred upto 31st December, 2009 were capitalised.

SCHEDULE 6: INVESTMENTS	Rs. In Thousands	
	31.03.2010	31.03.2009
LONG TERM INVESTMENTS (AT COST)		
UNQUOTED:		
Government Securities:		
National Saving Certificates of the face value of Rs.1 thousand (deposited with Government Undertaking/Department)	1	1
Nil Equity Shares of Rs 10 each fully paid up of SEI Cable Accessories (INDIA) Pvt. Ltd. (Previous Year 7,35,000) - A Joint Venture Company (Sold during the year)	-	1
11,680 Equity Shares of Rs.10 each fully paid up of CCI Projects Pvt Ltd. (Previous Year 1,700) (During the year Company received Gift of 9,980 Equity Shares)	573,500	573,400
	31.03.2010	31.03.2009
10 Shares of Rs.50/- each fully paid - up of The New Bandra Hill Co-operative Housing Society Limited	500	500
1 Share of Rs.100 fully paid-up of ABHED Association Ahmedabad	100	100
5 shares of Rs.100 each fully paid up of the Ivory Terrace Premises Owners' Co-operative Housing Society Limited	500	500
5 shares of Rs.50 each fully paid-up of the Madhur Milan Co-operative Housing Society Limited	250	250
	<u>1350</u>	<u>1350</u>
	1	1
TOTAL	573,502	573,403
NOTES :		
1. Aggregate Cost of Quoted Investments	-	-
2. Aggregate Cost of Unquoted Investments	573,502	573,403

SCHEDULE 7: CURRENT ASSETS, LOANS AND ADVANCES	Rs. In Thousands	
	31.03.2010	31.03.2009
(a) Inventories:		
(as valued and certified by the Management)		
Stores and Spare Parts (at cost)	10,140	10,211
Stock-in-Trade:		
(at cost or market value whichever is lower)		
Raw Materials	64,569	63,498
Finished Goods	67,107	58,084
	131,676	121,582
Asset transferred from Fixed Assets on its conversion to Stock-in Trade (Refer Note No.22)	954,010	954,010
Stock-in-Process (at cost)	340,899	301,491
TOTAL	1,436,725	1,387,294
(b) Sundry Debtors : Unsecured :		
Debts outstanding for a period exceeding six months	84,963	178,215
Others	257,933	113,010
	342,896	291,225
Less: Provision for Doubtful Debts	33,582	128,191
TOTAL	309,314	163,034

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

		Rs. In Thousands	
SCHEDULE 7: CURRENT ASSETS, LOANS AND ADVANCES (Contd.)		31.03.2010	31.03.2009
	(Rs. In Thousands)		
NOTE:	2010	2009	
Considered good	309,314	163,034	
Considered doubtful (fully provided for)	33,582	128,191	
TOTAL	342,896	291,225	
(c) Cash and Bank Balances:			
Cash on hand		432	2,801
(Previous year : cheques on hand Rs 2,599 Thousands)			
With Scheduled Banks :-			
in current accounts		14,022	4,692
in deposit accounts *		80,146	66,524
		94,600	74,017
* includes Margin Money Rs 80,146 thousands (Previous year : Rs.66,524 thousands)			
With Unscheduled Bank :-			
United Commercial Bank Ltd., Dhaka		122	141
(Max Balance during the year Rs141 thousands)			
(Previous year Rs 141 thousands)	TOTAL	94,722	74,158
(d) Other Current Assets:			
(Unsecured, considered good)			
Interest Accrued on Investments and deposits		2,414	1,263
TOTAL		2,414	1,263
(e) Loans and Advances :			
(Unsecured, considered good)			
Advances recoverable in cash or in kind or for value to be received		122,322	123,128
Term and Other Deposits		171,987	176,495
Balances with Customs, Port Trust and Central Excise		11,913	7,166
TOTAL		306,222	306,789
TOTAL (a) to (e)		2,149,397	1,932,538

		Rs. In Thousands	
SCHEDULE 8: CURRENT LIABILITIES AND PROVISIONS		31.03.2010	31.03.2009
(a) Liabilities:			
Acceptances		335,319	159,251
Sundry Creditors (Refer Note No. 17)		164,927	130,667
Bank Overdraft (As per Books)		-	10,772
Advances from Customers		105,956	113,972
Other Liabilities		623,486	407,584
Interest accrued but not due on loans		64,355	46,217
		1,294,043	868,463
Liability towards Investors Education and Protection Fund under Section 205 C of the Companies Act, 1956 not due : Unclaimed Debentures		4,035	4,113
TOTAL		1,298,078	872,576
(b) Provisions:			
Provision for taxation		3,163	4,700
Less: Advance Payments (including TDS)		(96,557)	(98,242)
		(93,394)	(93,542)
TOTAL		1,204,684	779,034

**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2010**



SCHEDULE A: OTHER INCOME	(Rs. in Thousands)	
	Year ended 31st March 2010	Year ended 31st March 2009
Dividends: From Other Investments (Gross)	-	544
Excess Provision of earlier years written back	135,300	-
Miscellaneous Income	122,947	100,269
Profit on Sale of Fixed Assets (Net)	349	-
TOTAL	258,596	100,813

SCHEDULE B: COST OF GOODS CONSUMED / SOLD	(Rs.in Thousands)	
	Year ended 31st March 2010	Year ended 31st March 2009
a) Raw Materials Consumed:		
Opening Stock	63,498	58,454
Add: Purchases (Net)	955,509	7,72,141
Less: Closing Stock	<u>64,569</u>	<u>63,498</u>
	954,438	7,67,097
b) Packing Materials Consumed:		
Opening Stock	-	-
Add: Purchases (Net)	57,123	46,697
Less: Closing Stock	<u>-</u>	<u>-</u>
	57,123	46,697
c) Purchases of Trading Products	192,062	64,447
d) (Accretion)/Depletion in Stocks:		
Opening Stock :Finished Goods (Includes Excise Duty Rs 3696 Thousand)	58,084	34,705
Stock- in- Process	<u>301,491</u>	<u>2,66,600</u>
	359,575	3,01,305
Less: Closing Stock:		
Finished Goods (Includes Excise Duty Rs 4561 Thousand)	67,107	67,805
Stock- in- Process	<u>340,899</u>	<u>3,01,491</u>
	408,006	3,69,296
	(48,431)	(67,991)
TOTAL	1,155,192	8,10,250

SCHEDULE C: OPERATING EXPENSES	(Rs. In Thousands)	
	Year ended 31st March 2010	Year ended 31st March 2009
Salaries, Wages and Bonus	67,127	57,177
Contribution to Provident and Other Funds	5,074	8,432
Staff Welfare Expenses	<u>6,608</u>	<u>6,182</u>
	78,809	71,791
Stores, Spare Parts and Loose Tools consumed	12,753	7,742
Power and Fuel	33,872	26,196
Insurance	1,471	1,789
Rent	5,850	7,362
Rates and Taxes	13,358	4,146
Repairs: To Machinery	5,652	5,076
To Buildings (including rented premises)	4,456	2,845
To Others	<u>3,297</u>	<u>1,862</u>
	13,405	9,783

**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2010**

SCHEDULE C: OPERATING EXPENSES (Contd.)	(Rs. In Thousands)	
	Year ended 31st March 2010	Year ended 31st March 2009
Cash Discount	4,319	6,357
Commission and Brokerage (Includes Rs. 8436 Thousands Guarantee Commission is paid to Chairman & Managing Director) previous year Rs. 5694 Thousands	8,883	5,759
Freight and Forwarding Expenses	38,701	25,232
Directors' Sitting Fees	150	185
Payment to Auditors		
As Auditors	850	850
For Tax Audit	310	220
For Other Services etc.	650	535
Reimbursement of Expenses	<u>25</u>	<u>25</u>
	1835	1630
Miscellaneous Expenses (including printing and stationery, postage, telephone, donation, telex, advertisement, publicity etc.)	37,565	47,768
Travelling Expenses	10,922	8,722
Legal & Professional Charges	20,174	16,933
Service Charges	4,276	3,215
Bad debts/irrecoverable advances/Claims written off	84,772	2
Provision for Doubtful Debts and Receivables	33,582	-
Loss on Sale of Investment	1,000	
Sundry balances written off (Net)	-	3,835
TOTAL	<u>405,697</u>	<u>2,48,447</u>

SCHEDULE D : INTEREST	(Rs. in Thousands)	
	Year ended 31st March 2010	Year ended 31st March 2009
Interest & Financial Charges. :		
Interest Paid :		
On Fixed Term Loans	34,570	71,727
On Other Loans	<u>154,080</u>	<u>1,33,109</u>
	188,650	2,04,836
Bank Charges	26,559	27,088
Less : Interest Received :		
Interest on Bank, Other Deposits, I.T Refunds, Over due Bills etc (Gross)	5,865	6,438
(Income Tax Deducted Rs. 715 thousands - Previous Year Rs.1,586 thousands)		
TOTAL	<u>209,344</u>	<u>2,25,486</u>

SCHEDULE 9: NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

1. SIGNIFICANT ACCOUNTING POLICIES:

The Company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and accounting principles generally accepted in India.

1.1 FIXED ASSETS:

- a) Some of the Fixed Assets which have been revalued have been stated at revalued cost.
- b) Other fixed assets are recorded at cost inclusive of inward freight , duties , taxes and incidental expenses related to the acquisition of the asset. In respect of projects, related pre-operational expenses are included in the cost of the asset.

1.2 DEPRECIATION:

- a) Freehold land is shown at original / revalued cost in the books. The cost of the leasehold land is amortised over the period of lease.
- b) Depreciation on all items of plant and machinery is provided at the revised rates specified in Schedule XIV to the Companies Act, 1956 under straight line method for plant and machinery acquired on and after 1.4.89 and under written down value method for other plant and machinery.
- c) Depreciation on all other assets is provided at the revised rates specified in Schedule XIV to the Companies Act, 1956 under straight-line method for building at Nasik and under written down value method for other assets.
- d) Depreciation on revalued fixed assets is calculated on the residual life of the assets or as per rates specified in Schedule XIV to the Companies Act , 1956 whichever is higher.
- e) Minor assets individually costing Rs.5000 or below are fully depreciated in the year of acquisition.

1.3 INVESTMENTS:

- a) Long Term Investments are recorded in the books at cost inclusive of all expenses incidental to acquisition thereof except where there is a diminution in value other than temporary, in which case the carrying value is reduced, to recognise the decline.
- b) Current Investments are recorded in the books at lower of cost or market value.
- c) Investments sold are accounted for on the basis of average cost of the related lot of investments.

1.4 INVENTORIES:

- a) Inventories are valued as follows:
Stores and spare parts at cost.
Raw materials, packing materials and finished goods at cost or net realisable value whichever is lower.
Stock-in-process at cost.
Cost of finished goods and stock-in-process include an appropriate proportion of overheads.
- b) Excise Duty is provided on stocks of finished Goods lying in bonded Warehouses and factory premises at the year end.
- c) Assets transferred from Fixed Assets on its conversion into Stock-In-Trade has been valued on the basis of the Market Value specified in Stamp Duty Ready Reckoner, 2007 under the Bombay Stamp Act.

1.5 RETIREMENT BENEFITS:

- a) Company's contribution to provident fund is charged against revenue every year.
- b) Provision for Gratuity is made on the basis of actuarial valuations carried out at year end and charged to the Profit and Loss Account.
- c) Provision for sick leave & privilege leave has been made on the basis of actuarial valuations carried out at the year end and charged to Profit & Loss Account

1.6 RESEARCH AND DEVELOPMENT:

All revenue expenditure on research and development are charged to Profit and Loss Account of the year in which it is incurred.

1.7 FOREIGN CURRENCY TRANSACTIONS:

- a) Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transactions or at forward cover contract rates. The exchange differences arising out of their settlement are dealt with in the Profit & Loss Account.
- b) All monetary items denominated in foreign currency are revalued at year end rates or valued at the rates at which forward cover has been booked. The exchange difference arising on such revaluation is recognised in the Profit and Loss Account.

SCHEDULE 9 : (Contd.)

- c) Balances in foreign currency loans at the year end have been restated at the rate prevailing at the year end. The difference arising as a result of the above is adjusted in the cost of the assets acquired out of the said loans.

1.8 TAXES ON INCOME.

Tax expense consists of both current as well as deferred tax liability. Current Tax represents amount of income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year.

Deferred tax is recognised on timing difference between the accounting income and the taxable income for the year that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

1.9 CONTINGENT LIABILITIES

Provision is made for all known liabilities. Contingent liabilities, if any, are disclosed in the accounts by way of a note.

1.10 GENERAL:

- a) Outstanding liability for expenses incurred but not booked are provided for transactions individually over Rs.1000/- each.
b) Prepaid expenses below Rs.1000/- of each item of expenditure are accounted as current year's expenditure.

		Rs. In thousands	
		31.03.10	31.03.09
2	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	86,734
3	<u>Contingent liability in respect of :</u>		
	a) Bills of Exchange discounted with Banks	72	-
	b) Guarantees given by the Banks on behalf of the Company	310,036	272,395
	c) Income tax demands disputed by the Company which are under appeal	-	6,491
	d) Customs Duty disputed and under appeal	814	814
	e) Demands from Sales Tax Authorities disputed by the Company which are under appeal	37,825	1,331
	f) Demands from Central Excise Authorities disputed by the Company which are under appeal	8,883	4,471
	g) Penal damages and Interest levied by PF department and contested in PF Tribunal by the Company.	5,380	9,125
	h) Claims against the Company not acknowledged as debt	10,000	10,000
	i) Arrears of dividend on 1,45,90,000 Optionally Convertible Redeemable Preference shares of Rs. 10 each	93,536	-
	j) Right of recompense towards sacrifices by Banks under CDR		Not ascertainable
	k) Counter Guarantee given by company in favour of Managing Director	1,838,500	1,378,500
4	<u>Managerial Remuneration under Section 198 of the Companies Act, 1956 to the Managing Director and the Wholetime Director (upto 31st January 2010) (Minimum Remuneration).</u>		
	Salary	1,400	1,488
	Other allowances	1,258	1,092
	Contribution to provident and gratuity fund.	240	251
	Perquisites in cash or in kind	799	637
	Total	3,697	3,468
5	<u>Research & development expenditure as per accounts/records</u>		
	i) Raw materials	2	5
	ii) Personnel cost and other expenses	2,439	1,963

SCHEDULE 9 : (Contd.)
6. A. PARTICULARS IN RESPECT OF GOODS MANUFACTURED: (Rs. in Thousands)

Class Of Goods	Capacity		Actual Production	Opening Stock		Closing Stock		Sales (Including Excise Duty)	
	Licensed	Installed (as certified)		Kms	Value	Kms	Value	Kms	Value
	Kms	Kms							
i) Electrical Cables, Wires, Conductors Strips of all types (excluding telecommunication Cables, Wires, Conductors, Strips of all types)	30,617 (30,617)	30,617 (30,617)	5,062 (3,925)	316 (111)	54,905 (34,293)	131 (316)	64,008 (54,905)	5,173 (3,634)	1,167,126 (963,157)
+ * These are core kms.	43,891* (43,891)	43,891* (43,891)							
ii) Wire Rods (by conversion of aluminium bars, ingots and scrap) (for captive use)	M. Tons 4,500 (4,500)								
TOTAL A					54,905 (34,293)		64,008 (54,905)		1,167,126 (963,157)

PARTICULARS IN RESPECT OF GOODS TRADED IN AND CONTRACTS (Rs in Thousands)

Goods Traded in and Contracts	PURCHASES Value	OPENING STOCK Value	CLOSING STOCK Value	SALES Value
Spares, Accessories, Contracts and Others	192,062 (64,447)	3,179 (10,941)	3,009 (3,179)	193,770 (74,860)
Total B	192,062 (64,447)	3,179 (10,941)	3,009 (3,179)	193,770 (74,860)
TOTAL (A+B)				1,038,017 (1,225,935)
				1360,896 (1,038,017)
Sales of Unserviceable and Scrap materials				19,829 (13,197)
TOTAL				1,380,725 (1,051,213)

Figures in brackets relate to previous year

	(Rs in Thousands)			
	2009-2010		2008-2009	
	Quantity M.Tons	Value	Quantity M.Tons	Value
7 Raw materials consumed:				
Copper	590	183,750	350	113,601
Aluminium	3264	355,268	2540	319,536
Lead	367	40,398	48	7,311
PVC Resin	0	-	9	481
Steel	2114	98,710	1628	94,791
XLPE	1373	168,927	968	103,854
Others		107,385		127,523
TOTAL		954,438		767,097

SCHEDULE 9 : (Contd.)

8	<u>Value of imports on CIF basis in respect of:</u>				
	Raw materials		107,665		59,198
	Capital Items		2,609		11,277
9	<u>Consumption of imported and indigenous raw materials, stores & spare parts:</u>	Percentage	Value	Percentage	Value
	(a) Raw materials:				
	Imported	14.53	138,646	8.16	62,580
	Indigenous	85.47	815,792	91.84	704,517
		<u>100.00</u>	<u>954,438</u>	<u>100.00</u>	<u>767,097</u>
	NOTE: Purchases through canalising agencies have been considered as indigenous				
	(b) Stores and spare parts:				
	Imported	-	Nil	-	Nil
	Indigenous	100.00	12,753	100.00	7,742
		<u>100.00</u>	<u>12,753</u>	<u>100.00</u>	<u>7,742</u>
10	<u>Expenditure in foreign currency during the period on account of :</u>				
	(i) Travelling Expenses and other matters		3,257		758
	(ii) Purchases of products for trading and contract jobs		-		6,694
11	<u>Earning in foreign exchange:</u>				
	Export of goods: Direct - on FOB basis		NIL		NIL
	Others		NIL		NIL
12	<u>The effect of changes in foreign exchange rates are as follows :</u>				
	The amount of exchange difference (Profit) included in the Loss for the year is Rs(6504) thousands [Previous year Loss : Rs 5114 thousands].				
13	<u>Earning per Share</u>		2009-2010	2008-2009	
			Rs. In Thousands.		
	Profit / (loss) after extra ordinary items as per Profit & Loss Account		(323,611)	(324,188)	
	Less : Cumulative preference dividend payable including tax		109	-	
	Profit/(loss) available to Equity Shareholders (with extraordinary items)		(323,720)	(324,188)	
	Profit/(loss) available to Equity Shareholders (without extraordinary items)		(323,720)	(324,188)	
	Weighted number of Equity Shares		52,212,961	32,467,372	
	Earning per share -In Rupees (with extraordinary items)		(6.20)	(9.98)	
	Earning per share -In Rupees (without extraordinary items)		(6.20)	(9.98)	
	Face value per Equity Share Rs.		10	10	

14 RELATED PARTY DISCLOSURES (As identified and certified by the Management)

Related Party disclosures as required by Accounting Standard 18 issued by Institute of Chartered Accountants of India are given below :

A) Companies with which transactions have taken place during the year :

Prajakta Holdings Private Limited, Premjyot Finvest & Trading Limited, .CCI Projects Pvt. Ltd., City Pulse Developers Pvt. Ltd., ALK Holding Pvt Ltd.

B) Companies with which no transactions have taken place during the year :

Romap Industries Private Limited, Jayalaxmi Holdings Private Limited, Khatau Capital Services Private Limited, Khatau Finance & Investments Private Limited, Khatau Stock & Investment Private Limited, Yucca Finvest Private Limited, Krishabh Chemicals & Plastics Private Limited, Sentouki Finance & Investments Private Limited, Brinan Investments Pvt. Ltd., CCI Realators Pvt. Ltd., Sthir Trading & Services Pvt. Limited, Rhiakoh Finance & Investments Pvt. Ltd.

SCHEDULE 9 : (Contd.)

- C) Key Management Personnel
i) Shri H.A. Khatau (Managing Director)
ii) Shri G.D. Bhingarkar (Whole time Director-Upto 31.01.2010)

D) Relatives of Key Mangement Personnel

Mrs. G. G. Bhingarkar.

Ms. A. G. Bhingarkar.

Mr. Rohan H Khatau

The following transactions were carried out in the ordinary course of business with parties referred in (A) above.		
	2009-2010	2008-2009
	Rs. In Thousands	
Payments		
Rent and property expenses paid	1,691	1,647
Reimbursement of Salary & other allowances	-	847
Unsecured interest free term Loans repaid	3,144	
Interest (Gross)	717	
Receipts		
Advance Received	202,000	
Loan Received	10,000	
Allotment of Equity Shares on preferential basis	-	60,000
Balance outstanding as at the year end		
Deposits paid.	160,000	160,000
Unsecured interest free term loans.	-	3,144
Short Term Loan	90,000	
Guarantee commission payable to Chairman & Managing Director (NET)	7,592	5,049
Investments in Joint Venture Company.	-	7,350
Details of transactions with Key Management Personnel as mentioned in (C) above are as under:		
Remuneration to Directors (including contribution to statutory funds) (For details refer Note No. 4)	3,625	3,468
Guarantee commission to Chairman & Managing Director	8,436	5,694
Details of transactions with relatives of Key Management Personnel as mentioned in (D) above are as under:		
Rent paid.	500	600
Deposit paid and outstanding at the year end.	500	500
Lease rent paid	150	180
Salary, H.R.A. and P.F.	117	-

15 SEGMENT REPORTING
Information about Primary Business Segments.

	2009-2010	2008-2009
	Rs. In Thousands	
1 Segment Revenue		
a) Cables	1,094,170	866,159
b) Trading Products	191,849	46,437
c) Projects	1,921	28,422
Sub-total	1,287,940	941,018
Less: Inter segment revenue		

SCHEDULE 9 : (Contd.)

	Net Sales after excise duty	1,287,940	941,018
2	Segment results:		
	Profit/(Loss) before interest and tax from each segment:		
	a) Cables	(113,194)	(89,857)
	b) Trading Products	(62)	(10,576)
	c) Projects	990	3,589
	Sub-Total	(112,266)	(96,844)
	Add :		
	(a) Interest	(209,344)	(225,486)
	(b) Other unallocable income	-	-
	(c) Other unallocable expenditure	(2,000)	(1,800)
	Profit / (Loss) from ordinary activities before tax	(323,610)	(324,130)
	Less : Net income from extra ordinary items	(2)	1,342
	Add : Deferred tax adjustment		
	Less : Provision for fringe benefit tax	-	(1,400)
	Net Profit / (Loss)	(323,612)	(324,188)

The Company has disclosed business segments as the primary segments. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organizational structure and the internal reporting system.

The Company's operations predominantly relate to manufacturing of cables. Other business segments reported are projects executed by the Company and products traded.

There are no reportable geographical segments as the export turnover is not significant. Segment results include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. Segment wise assets and liabilities are not ascertainable in view of the nature of activity of the Company.

- 16** In terms of the provisions of the Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, there is a net deferred tax asset on account of accumulated business losses and unabsorbed depreciation.

In compliance with provisions of Accounting Standard and based on General Prudence, the Company has not recognised any further deferred tax asset while preparing the accounts of the year under review.

- 17 Micro Small & Medium Enterprises dues :** The Company has not received any information from suppliers regarding their Status under the Micro, Small & Medium Enterprises Development Act, 2006 & hence disclosures regarding amount due and outstanding to suppliers as at the end of the Accounting Year have not been given. The Company is making efforts to get the confirmations from the suppliers as regards their status under the Act.

- 18** During the year the Company has provided Rs.1411 thousands (Previous Year Rs. 5065 Thousands) on account of Gratuity payable to its employees. The amount due to the Gratuity Fund as on 31st March, 2010 is Rs. 20959 thousands (Previous Year Rs. 20563 thousands)

- 19 Consequent to the adoption of Accounting Standard on Employee Benefits (AS15 revised 2005) issued by the Institute of Chartered Accountants of India, the following disclosures have been made as required by the Standard:**

DEFINED CONTRIBUTION PLANS

The Company has recognised Rs. 3518 Thousands (Previous yearRs.3225 thousands)Provident Fund and Rs. 15 Thousands (previous year Rs.6 thousands) towards Employees State Insurance (State Plan)

DEFINED BENEFIT PLANS

A. CONTRIBUTION TO GRATUITY FUND

The details of the Company's Gratuity Fund for its employees are given below which have been certified by an Actuary as on 31st March, 2010 and relied upon by the auditors.

SCHEDULE 9 : (Contd.)

		2009-2010	2008-2009
Particulars		Rs. Thousands	
I	Components of Employer Expenses:		
	a) Current Service Cost	1,066.46	765.05
	b) Interest Cost	1,443.50	1,251.32
	c) Expected Return on Plan Assets	-	-
	d) Curtailment Cost/Credit	-	-
	e) Past Service Cost	1,793.37	-
	f) Settlement Cost	-	-
	g) Actuarial Losses/(gains)	(2,973.70)	4,104.17
	h) Total Expenses recognised in Profit & Loss Account under payments to and Provisions for Employees	1,329.63	6,120.54
II	Net Liability/(Asset) recognised in Balance Sheet as at 31st March, 2010		
	a) Present value of obligation as at 31st March, 2010	20,958.94	20,563.54
	b) Fair Value of Plan Assets as at 31st March, 2010	-	-
	c) Liability/(Asset) recognised in the Balance Sheet	20,958.94	20,563.54
III	Change in Defined Benefit Obligation (DBO) during the year ended		
	a) Defined Benefit Obligation as at 31st March, 2009	20,563.55	15,986.62
	b) Current Service Cost	1,066.46	765.05
	c) Interest Cost	1,443.50	1,251.32
	d) Curtailment Cost / Credit	0	-
	e) Settlement Cost / Credit	0	-
	f) Plan Amendments	0	-
	g) Acquisitions	0	-
	h) Actuarial Loss / (Gain)	(2,973.71)	4,104.17
	i) Past Service Cost	1,793.37	-
	j) Benefit paid	(934.22)	(1,543.62)
	k) Defined Benefit Obligation as at 31st March, 2010	20,958.94	20,563.54
IV	Change in the fair value of plan Assets		
	a) Present value of Plan Assets as at 31st March 2009	-	-
	b) Acquisition Adjustment	-	-
	c) Expected Returns on Plan Assets	-	-
	d) Actuarial Gain / (Loss)	-	-
	e) Actual Company Contribution	934.22	1,543.62
	f) Benefits paid	(934.22)	(1,543.62)
	g) Fair Value of Plan Assets as at 31st, March, 2010	-	-
V	Actuarial assumptions for the Current Year:		
	a) Discount Rate	8.25%	7.15%
	b) Salary Escalation	10.00%	10.00%

SCHEDULE 9 : (Contd.)

- 20 Some of the balances in Sundry Creditors, Sundry Debtors and Other Liabilities are subject to reconciliation, confirmation and consequential adjustments/provisions, the amounts whereof have not been determined.
- 21 The Company received an order from the Additional Labour Commissioner granting permission for retrenchment of 276 workmen at its Borivali Unit. The matter is pending final disposal by the Supreme Court. No provision has been made for the compensation payable to these workmen as the liability is not ascertainable. The Company has accounted the payments towards retrenchment compensation in respect of workmen who have accepted voluntary settlement.
- 22 Pursuant to the Project Management Agreement entered between the Company & CCI Projects Pvt. Ltd. for Development of its land at Borivali, the company has mortgaged the said land with HDFC Ltd. in connection with loan granted to CCI Projects Pvt. Ltd.
- 23 In respect of Land and Building sold by the Company in the earlier years, Power of Attorney has been executed in favour of the Developers for executing conveyance on behalf of the Company.
- 24 Based on the valuation reports obtained by the Company from an approved valuer covering all fixed assets, there is no impairment of assets as stated under AS - 28 'Impairment of Assets' issued by Institute of Chartered Accountants of India.
- 25 Disclosure as per Amendment to Clause 32 of the Listing Agreement.
Loans and Advances in the nature of loans given to Subsidiaries, Associates & others as on 31st March,2010 - NIL. (Previous year - NIL)
- 26 Previous year's figures have been regrouped / rearranged wherever necessary.

Signatories to schedules 1 to 8, A to D and this schedule

As per our attached report of even date

For SORAB S. ENGINEER & CO.
Chartered Accountants

CA N.D.ANKLESARIA
Partner

Mumbai : 31st May, 2010

For and on behalf of the Board of Directors

H A Khatau
Chairman & Managing Director

Mrs N B Pasta
Director

Mumbai : 31st May, 2010

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details		State Code	:	11	
Registration No. : 10964					
Balance Sheet Date : 31st March, 2010					
II. Capital raised during the year (Amount in Rs. thousands)					
Public Issue	:	Nil	Rights Issue	:	Nil
Bonus Issue	:	Nil	Private Placement (Allotted on Preferential Basis)	:	6000 Thousands
III. Position of Mobilisation and Deployment of Funds (Amount in Rs. thousands)					
Total Liabilities	:	3120852	Total Assets	:	3120852
Sources of Funds					
Paid-up Capital	:	772866	Reserves & Surplus	:	913,216
Secured Loans	:	1,111,984	Unsecured Loans	:	322,786
Application of Funds					
Net Fixed Assets	:	1,275,007	Investments	:	573,502
Net Current Assets	:	944,713	Deferred Tax Asset	:	74,338
Misc. Expenditure	:	Nil			
Accumulated Losses	:	253,292			
IV. Performance of Company (Amount in Rs. thousands)					
Turnover	:	1,546,536	Total Expenditure	:	1,807,147
Profit/(Loss) before Tax and Extraordinary items	:			:	(323611)
Profit/(Loss) after Tax and Extraordinary items	:			:	(323612)
Earnings per Share in Rs.	:	(6.20)	Dividend rate %	:	Nil
V. Generic Name of Principal Product/Service of Company (as per monetary terms)					
Item Code No.	:	85446090			
(ITC Code)					
Product Description	:	INSULATED CABLES FOR VOLTAGE EXCEEDING 1000V			

For and on behalf of the Board of Directors

H A Khatau
Chairman & Managing Director

Mrs N B Pasta
Director

Mumbai : 31st May, 2010

Cable Corporation of India Ltd.

Registered Office: Laxmi Building, 4th Floor, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400 001.

PROXY FORM

53RD ANNUAL GENERAL MEETING, 12TH AUGUST, 2010.

Reg. Folio No. _____ DP ID No. * _____ Client ID No.* _____

*Applicable for Member holding Shares in electronic form.

I/We _____ of _____

being a Member/Members of the abovenamed Company, hereby appoint _____

_____ of _____ or failing him _____

_____ of _____ as my/our proxy to vote for me/us on my/our behalf

at the FIFTY THIRD ANNUAL GENERAL MEETING of the Company, to be held on Thursday, the 12th day of August, 2010 and at any adjournment thereof.

Signed this _____ day of _____, 2010

Signature _____

Affix
30 ps.
Revenue
Stamp

Note: This form in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

----- (Tear Here) -----

Cable Corporation of India Ltd.

Registered Office: Laxmi Building, 4th Floor, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400 001.

ATTENDANCE SLIP

53RD ANNUAL GENERAL MEETING, 12TH AUGUST, 2010.

Reg. Folio No. _____ DP ID No. * _____ Client ID No.* _____

*Applicable for Member holding Shares in electronic form.

I certify that I am a registered Member/Proxy for registered member of the Company.

I hereby record my presence at the FIFTY THIRD ANNUAL GENERAL MEETING of the Company at MCGhia Hall, Bhogilal Hargovindas Building, 2nd floor, Kala Ghoda, 18/20, K Dubash Marg, Mumbai - 400 001 at 10.30 a.m. on Thursday 12th August, 2010.

Member's/Proxy's name in BLOCK Letters

Member's/Proxy's Signature

Note:

Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.

Book Post

If undelivered, please return to:

Cable Corporation of India Limited
Laxmi Building, 4th Floor,
6, Shoorji Vallabhdas Marg,
Ballard Estate, Mumbai 400 001.