



G.R. CABLES LIMITED

36, Santosh Nagar, Mehdiapatnam, Hyderabad - 500 028, Telangana.India
Telefax: 040-23513456



9th September 2019

To,
The Manager,
Department of Corporate Relations,
BSE Limited,
P J Towers, Dalal Street,
Fort, Mumbai- 400001.

Dear Sir/Madam,

Sub: Intimation of 28th Annual General Meeting and Book Closure and submission of 28th Annual Report- 2018-19

Ref: Regulation 34 of SEBI (LODR) Regulations, 2015.

We refer to the above captioned subject, we herewith intimate to you that the 28th Annual General Meeting of the members of the Company is scheduled to be held on 30th September 2019 at 11:00 AM.

For the purpose of the 28th Annual General Meeting, the Register of Members and the Share Transfer Books shall remain closed from 23rd September, 2019 to 30th September 2019 (both days inclusive).

The Company has arranged for e-voting facility for the members of the Company and the e-voting shall be opened on 27th September 2019 at 09:00AM and ends on 29th September 2019 at 05:00PM.

Enclosed is the Annual Report for the year 2018-19.

This is for the information and records of the Exchange, please.

Thanking you,

Yours Faithfully
For G R Cables Limited

G V B R Reddy
Executive Director

G.R. CABLES LIMITED

BOARD OF DIRECTORS

Mr. G.R. Reddy [DIN:01046466]	: Chairman & Managing Director
Dr. S.R. Govinda Rajan, IAS (Retd) [DIN:00826169]	: Independent Director
Mrs. C.Mariamamma [DIN: 01956024]	: APIDC Nominee
Mr. A.Ranganayakulu [DIN: 03436445]	: Independent Director
Mr. G.V.B.R. Reddy [DIN: 01498279]	: Whole-time Director
Mrs. K. Lakshmi Sree [DIN:08377908]	: Independent Director
Mrs. P. Beena Naidu [DIN:03292924]	: Independent Director

Audit Committee

Mr. A. Ranganayakulu -Chairman
Dr. S.R. Govinda Rajan, IAS (Retd)-Member
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Remuneration and Nomination Committee

Mr. A.Ranganayakulu - Chairman
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Stakeholders Relationship Committee

Mr. A.Ranganayakulu - Chairman
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Risk Management Committee

Mr. G.R. Reddy - Chairman
Mr. A.Ranganayakulu – Member
Mr. P. Ramesh Babu - Member

Executive Officer

Mr. G.R. Reddy-Managing Director
Mr. Ch.Renuuka Rao – Chief Financial Officer

Statutory Auditors

M/s. TRM & Associates
Chartered Accountants
Flat No.4,IV Floor Navneet Villa Apts.,
#3-6-521/A,Himayat Nagar, Hyd -500029

Registrar & Share Transfer Agents

Bigshare Services Private Limited
306, 3rd Floor, Right wing,
Amruthaville,Opp. Yasoda Hospitals,
Raj Bhavan Road, Somajiguda,
Hyderabad-500082

Bankers

Bank of Baroda

Registered office

36, Santosh Nagar,
Mehdipatnam,
Hyderabad - 500 028

Factory

Rangareddyguda (Village)
Balanagar (Mandal)
Mahaboobnagar (District.)

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NOTICE

Notice is hereby given that the 28th Annual General Meeting of G.R.Cables Limited will be held on Monday, the 30th September, 2019 at 11.00 a.m. at The Santosh Mutually Aided Co-operative Housing Society, H.No. 12-2-823/A/ 25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdipatnam, Hyderabad - 500 028, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statements for the financial year ended March 31, 2019 and the reports of the Board and Auditors thereon.
2. To appoint a Director in the place of Mr. G. R. Reddy [DIN: 01046466], who retires by rotation being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. **To appoint Mrs. P. Beena Naidu as an Independent Director of the company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Smt. P. Beena Naidu (DIN: 03292924), who was appointed as an Additional Director of the Company by the Board of Directors on 05.03.2019, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that She meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, for a period of 3 years upto 31st AGM to be held in 2022 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

4. **To appoint Mrs. K. Lakshmi Sree as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Smt. K.Lakshmi Sree (DIN: 08377908), who was appointed as an Additional Director of the Company by the Board of Directors on 05.03.2019, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that She meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, for a period of 3 years upto 31st AGM to be held in 2022 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

5. **Re-appointment of Mr.G R Reddy as Managing Director of the Company.**

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. G R Reddy, as Managing Director of the Company for a period of three years from 01-02-2019 to 31-01-2022 without any remuneration".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

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6. Approval for continuation of Directorship of Mr. S.R. Govindarajan.

To consider and if thought fit, to pass, with or without modifications the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. S.R. Govindarajan who was appointed as Independent Directors of the Company for a period of 5 years at the 24th Annual General Meeting of the Company held on 30th September 2015 till conclusion of 29th Annual General Meeting by way of special resolution and who has attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Director of the Company."

7. Approval for continuation of Directorship of Mr. A. Ranganayakulu.

To consider and if thought fit, to pass, with or without modifications the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. A. Ranganayakulu who was appointed as Independent Directors of the Company for a period of 5 years at the 24th Annual General Meeting of the Company held on 30th September 2015 till conclusion of 29th Annual General Meeting by way of special resolution and who has attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Director of the Company."

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 14.08.2019

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Notes

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Ordinary/ Special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive).

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9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Pursuant to Secretarial Standard on General Meeting (SS- 2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 29th September, 2018, for a period of 5 years.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company

12. Electronic copy of the Annual Report for the Financial Year 2018-19 along with the Notice of the 28th Annual General Meeting of the Company (including Attendance Slip, Proxy Form and Route Map) is being sent to all the members whose email IDs are registered with the Registrar/ Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2018-19 along with Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

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14. All documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during normal business hours on all working days.
15. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which Directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
16. Members whose shareholding is in electronic mode are requested to update the change of address, email ids and change in bank account details, if any with the respective Depository Participant(s).
18. With a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
19. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report 2018-19 is available on the Company's website, www.grcables.com
20. Members are requested to bring their copy of Annual Report to the Meeting.
21. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

22. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing

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Regulations) executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the remote e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e., Monday, September 23, 2019, may cast their votes electronically.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Friday, September 27, 2019 at 9.00 a.m. IST and ends on Monday, September 29, 2019 at 5.00 p.m. IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: G.R. Cables Limited" from the drop down menu and click on "SUBMIT"
- v. Now Enter your User ID,
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none">In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant G.R. Cables Limited EVSN Reference No: 190904086 on which you choose to vote.

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- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in
- xxi. under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period commence Friday, September 27, 2019 at 9.00 a.m. IST and ends on Sunday, September 29, 2019 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or

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in dematerialize form as on Monday, September 23, 2019 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.

- ii. The voting rights of members shall be incorporation to their shares of the paid up equity share capital of the company as on Monday, September 23, 2019.
- iii. B S S & Associates, Company Secretaries, have been appointed as the scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result.
- v. The results declared along with the scrutinizers report shall be placed on the company website and with the website of CDSL within forty eight hours of passing of resolutions at the 28th AGM of the company on September 30, 2019 and communicated to the BSE Limited where the share of the company are Listed.

APPEAL TO MEMBERS

The Company would like to appeal and encourage its members to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/ Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat mode. The detailed procedure of Dematerialization of Shares is also given on the website of the Company under Investor Relations Section. The members may also get in touch with Bigshare Services Private Limited, our Registrar and Share transfer Agent.

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 14.08.2019

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Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2

Name of the Director	G.R. Reddy
DIN	01046466
Date of Birth	01-07-1936
Age	83
Qualification	B. Tech Mechanical
Experience	58 Years
Relationship with other director/ Manager and other KMP	Father of G.V.B.R. Reddy
No of Shares held	11,32,000
Directorships of other Board	- Nil -
Membership/Chairmanship of Committees of other Board	- Nil -

Name of the Director	Mrs. P. Beena Naidu
DIN	03292924
Date of Birth	17-04-1958
Age	61
Qualification	Graduation
Experience	3 Years
Relationship with other director/ Manager and other KMP	-Nil-
No of Shares held	-Nil-
Directorships of other Board	1
Membership/Chairmanship of Committees of other Board	-Nil-

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Name of the Director	Mrs.K. Lakshmi Sree
DIN	08377908
Date of Birth	23-08-1971
Age	48
Qualification	Graduation
Experience	5 Years
Relationship with other director/ Manager and other KMP	-Nil-
No of Shares held	-Nil-
Directorships of other Board	-Nil-
Membership/Chairmanship of Committees of other Board	-Nil-

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

Except Mr. G R Reddy, Mr. GVBR Reddy, Mrs. P. Beena Naidu and Mrs.K. Lakshmi Sree and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 2,3,4 & 5 of the notice.

ANNEXURE TO NOTICE OF AGM

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No.3

Mrs. P. Beena Naidu (DIN: 03292924) was appointed as an Additional Director (Independent Director) of the Company on 05.03.2019 under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The company proposes to appoint Smt. P. Beena Naidu as Independent Director of the company. The Company also received from Smt. P. Beena Naidu, i. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the

effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Smt. P. Beena Naidu fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Smt. P. Beena Naidu as an Independent Director of the Company. The terms and conditions of appointment of Smt. P. Beena Naidu shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Smt. P. Beena Naidu and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice.

The Board of Directors of the Company recommend's the resolution at Item No.5 for approval of the members as Ordinary Resolution.

Item No.4

Mrs. K.Lakshmi Sree (DIN: 08377908) was appointed as an Additional Director (Independent Director) of the Company on 05.03.2019 under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The company proposes to appoint Mrs. K.Lakshmi Sree as Independent Director of the company. The Company also received from Mrs. K. Lakshmi Sree, i. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Smt. K.Lakshmi Sree fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

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The Resolution set out at Item No.6 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Smt.K. Lakshmi Sree as an Independent Director of the Company. The terms and conditions of appointment of Smt.K. Lakshmi Sree shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Smt.K. Lakshmi Sree and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.6 of the Notice.

The Board of Directors of the Company recommend's the resolution at Item No.6 for approval of the members as Ordinary Resolution.

Item No.5

The tenure of Sri G R Reddy as managing director of the Company was expired on 31.01.2019, the Board of directors at their meeting held on 01.02.2019 re-appointed him as Managing Director for further period of 3 years w. e .f. 01.02.2019 as board felt that his full time services are very much required for revival and upliftment of operations of the Company.

Approval of the members is being sought for his re-appointment of Sri G R Reddy as Managing Director on the terms and conditions as spelt out in the resolution he is a relative of Sri G V B R Reddy, Executive director and he is deemed to be interested in this resolution None of the other directors and key managerial personnel expect Sri G R Reddy are concerned or interested in the above resolution.

Item No.6

The Company has appointed Mr. S. R Govindarajan as Independent Director of the Company for a period of 5 years at the 24th Annual General Meeting of the Company. Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, no person shall be appointed or continued to be as non-executive Director of the Company who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. S.R. Govindarajan who was appointed as Independent Director for a period of five years at the 24th Annual General Meeting by way of Ordinary Resolution has attained the age of seventy-five years.

In view of the said Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 NR Committee discussed the matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of their term.

G.R. CABLES LIMITED

Mr. S.R. Govindarajan is a retired IAS officer, Bachelor of Law, Company Secretary and a Cost Accountant. He possesses expertise in administration, finance and legal functional areas and his association with the Company benefits the Company immensely.

The Board based on the recommendation of NR Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution.

Item No.7:

The Company has appointed Mr. A. Ranganayakulu as Independent Director of the Company for a period of 5 years at the 24th Annual General Meeting of the Company. Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, no person shall be appointed or continued to be as non-executive Director of the Company who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr.A. Ranganayakulu who was appointed as Independent Director for a period of five years at the 24th Annual General Meeting by way of Ordinary Resolution has attained the age of seventy-five years.

In view of the said Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 NR Committee discussed the matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of their term

Mr. A. Ranganayakulu is a Mechanical Engineer and he has expertise in technical matters and his association with the Company benefits the Company immensely.

The Board based on the recommendation of NR Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. A. Ranganayakulu, is concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 14.08.2019

G.R. CABLES LIMITED

DIRECTOR'S REPORT

Dear Shareholders

GR Cables Limited

Hyderabad.

Your Directors are pleased to present the 28th Annual Report along with the audited accounts of your Company for the financial year ended March 31, 2019.

Financial Performance:

The financial highlight is depicted below:

(Rs. In Lakhs)

Particulars	2018-19	2017-18
Gross Income	0.00	0.05
Profit Before Interest and Depreciation	(16.58)	19.65
Finance Charges	0.00	0.00
Operating Profit/Loss before Depreciation	(16.58)	19.65
Depreciation	0.00	0.00
Profit/Loss for the year	(16.58)	19.65

Review of Operations:

During the year under review, your company could not achieve any significant turnover. However the company is continuously exploring new areas of business wherein there will be improvement in operation from the next financial year onwards.

Future Outlook

The management is exploring various options to raise the required funds to make the company operational.

Change in the nature of business

During the year the company has not changed its Business.

Material Changes and Commitments

No material changes and commitments have occurred between the end of financial year of the company and the date of this report affecting the financial position of the company as at March 31, 2019.

Details of significant and material orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

G.R. CABLES LIMITED

Dividend

In view of accumulated losses, your Directors have not recommended any dividend on Equity Shares for the year under review.

Transfers to Reserves

Your Board of Directors does not appropriate any amount to be transferred to General Reserves during the year under review.

Fixed Deposits

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules made there under.

Share Capital:

Authorized Share Capital: During the year under review, there was no change in authorized share capital of the Company. Authorized share capital of the company as on March 31, 2019 was Rs.34,00,00,000, comprising of 3,40,00,000 equity shares of Rs.10 each.

Paid-up Share Capital: During the year under review, there was no change in paid up share capital of the Company. Paid up share capital of the company as on March 31, 2019 was Rs.28,89,48,610, comprising of 2,88,94,861 equity shares of Rs.10/- each.

Buy Back of Securities: The Company has not bought back any of its securities during the year under review.

Sweat Equity: The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares: The Company has not issued any bonus shares during the year under review.

Employees Stock Option: The Company has not provided any Stock Option Scheme to the employees.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

Particulars of Loans, Guarantees or Investments

During the financial year 2018-19 the Company neither has, directly or indirectly, given any loan to its Directors nor extended any guarantee or provided any security in connection with any loan taken by them. Further, the Company has neither given any inter-corporate loan / advance nor made any investments in other companies.

G.R. CABLES LIMITED

Details of Directors or Key Managerial Personnel who were appointed or have resigned during the Year

In accordance with the Companies Act, 2013 and the Articles of Association of the Company Mr. G.R. Reddy Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment and also Mr G.R. Reddy was reappointed as a Managing Director on 31.01.2019 for a further period of 3 years.

In order to comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations on Board composition of Promoter Directors and Independent Directors, the Board appointed Mrs. P. Beena Naidu and Mrs.K. Lakshmi Sree were appointed as an Additional Directors (Independent Directors) of the Company at their meeting held on 15.05.2019 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting. The Company also received i) consent in writing to act as a Directors in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

Mrs. P. Beena Naidu and Mrs.K. Lakshmi Sree, Independent Directors shall hold office for a term of 3 years from 01.10.2019 to 30.09.2022

Key Managerial Personnel

Mr. G.R. Reddy is the Managing Director, MR G.V.B.R. Reddy, Whole time Director and Mr. CH. Renuka Rao CFO of the company.

Declaration by Independent Directors

The Independent Directors of the Company have submitted their declarations as required under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as per sub-section (6) of Section 149 of the Act.

Familiarization programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

Independent Directors' Meeting

The Independent Directors met on 31.01.2019, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the

G.R. CABLES LIMITED

Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Board Evaluation:

The Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Directors Responsibility Statement

The Directors' Responsibility Statement referred to in Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, shall state that-

- (i) In the preparation of the accounts for the period ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the company at the end of the year and of the profit and Loss of the company for the year under review.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 2013 for safeguarding the assets of the company and for preventing fraud and other irregularities.
- (iv) The Directors have prepared the accounts for the period ended 31st March 2019 on a "going concern" basis.
- (v) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Meetings of the Board

The Board of Directors duly met 5 times during the financial year from 1st April, 2018 to 31st March, 2019, the details are given in the Corporate Governance

G.R. CABLES LIMITED

Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and Secretarial Standard-1.

Remuneration Policy

The terms of reference of the Committee are in line with the requirements of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations. The Nomination and Remuneration Committee has recommended to the Board a Nomination and Remuneration policy with respect to appointment / nomination and remuneration payable for the Directors, Key Managerial Personnel and senior level employees of the Company. The details of policy provided in the Corporate Governance Report which forms part of this Report.

Remuneration ratio of the Directors / Key Managerial Personnel (KMP) / Employees:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure I forming part of this Report since the company is not paying any remuneration to the Managing Directors, Whole time directors and other independent directors during the year.

There are no employees whose particulars need to be furnished pursuant to Rule 5(2) The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Information on Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and outgo

Pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 3 of Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is appended hereto as Annexure - II and forms part of the Board's Report.

Corporate Governance

The Company is committed to good corporate governance in line with scheduled V of listing Regulations 2015 and Provisions, Rules and Regulations of the Companies Act, 2013. The Company is in compliance with the provisions on corporate governance specified in the Listing Agreement with BSE. A certificate of compliance from M/s. TRM & Associates, Chartered Accountants and the report on Corporate Governance form part of this Directors' Report

Extract of Annual Return

As required by Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of the Annual Return in Form MGT-9 is available on the Company's website at www.grcables.com.

G.R. CABLES LIMITED

STATUTORY AUDITORS

M/s. TRM & Associates & Co., Chartered Accountants (Firm Registration No.009224S) were appointed as Statutory Auditors of your Company to hold office from the conclusion of the 27TH AGM held in the year 2018, until the conclusion of the 32ND AGM to be held in the year 2023.

Accordingly, M/s. TRM & Associates & Co, Chartered Accountants, Statutory Auditors of the Company will continue till the conclusion of Annual General Meeting to be held in 2023. In this regard, the Company has received a Certificate from the Auditors to the effect that their continuation as Statutory Auditors, would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Auditors Report

The Statutory Auditors have issued unmodified opinion in their Consolidated and Standalone Auditor's Report for the financial year ended 31st March, 2019 and there are no qualifications, reservations or adverse remarks in the Auditor's Report.

Auditors' Report:

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their reports

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

Cost Audit

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of The Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Cost Audit is not applicable to the Company.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company had appointed M/s. For B S S & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for FY 2018-2019 is annexed, which forms part of this report as Annexure - III.

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Secretarial Auditor in their reports

The Secretarial Auditor's Report contains the qualifications, reservation or adverse remarks pertaining to non-compliance of Section 203 of the Companies Act, 2013 in respect of appointment of Company Secretary as Key Managerial Person and delay in submission of compliances to the Stock Exchange. The

Board has made utmost effort for appointment of the Company Secretary as Key Managerial Person but has not been able to appoint a Company secretary due to lack of suitability of the candidate to the profile of the Company in terms of Job profile and remuneration. Company is ensure that to do all the compliances as per SEBI (LODR) Regulations, 2015 and file various e-forms/ reports/documents with Registrar of Companies and stock exchange.

Internal Financial control system and their adequacy:

The Board of your Company has laid down internal financial controls which comply with the provisions of the Companies Act, 2013 and Listing Regulation with Stock Exchange and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Risk Management

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls.

Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulation, the Board has adopted Whistle Blower Policy. This policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. The policy also provided adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

Your Company hereby affirms that during the year no Director / employee have been denied access to the Chairman of the Audit Committee and that no complaints were received.

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Remuneration ratio of the Directors / Key Managerial Personnel (KMP) / Employees:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 are provided in separate annexure forming part of this Report since the company is not paying any remuneration to the Managing Directors, Whole time directors and other independent directors during the year.

There are no employees whose particulars need to be furnished pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Corporate Social Responsibility (CSR) Initiatives:

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company ie. (a) network of the Company to be Rs.500 crore or more; or (b) turnover of the company to be Rs.1,000 crore or more; or (c) net profit of the company to be Rs.5 crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of section 135 are not applicable to the Company.

Corporate Governance

Your Company is committed to maintain the highest standards of Corporate Governance. As required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 read with the Listing Agreement entered with the Stock Exchanges, Corporate Governance as well as the Auditors' certificate on the compliance of Corporate Governance are annexed and form part of the Annual Report.

Composition of Audit Committee

The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

Particulars of Contracts & Arrangements with Related Parties

There were no materially significant transactions with Related Parties during the financial year 2018-19

Company's Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace

The Company prohibits any form of sexual harassment and any such incidence is immediately investigated and appropriate action taken in the matter against the offending employee(s) based on the nature and the seriousness of the offence. The Company has a policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace (the Policy) and matters

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connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" notified by the Government of India vide Gazette Notification dated 23rd April, 2013. There was no case of sexual harassment reported during the year under review.

Depository system

As the Members are aware, your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is INE769B01010.

Human Resources

The company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunity to equip them with skills, which would enable them to adapt contemporary technological advances.

Acknowledgements

Your Directors are grateful to the large number of shareholders of the Company, the Government of India, Customers and bankers including vendors, suppliers, stake holders and the dedicated employees of the company for their continued cooperation, assistance and support to the company.

For and on behalf of the Board of Directors of
G.R.Cables Limited

G.R. Reddy
Managing Director

G.V.B.R.Reddy
Whole-time Director

Place: Hyderabad
Date: 14.08.2019

Statement of Disclosure of Remuneration under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No	Name of the Employee	Date of Joining	Gross remuneration (in Rupees)	Educational Qualification	Age	Experience (yrs)	Last Employment	% of Equity Shares	Designation
1	Mr. Ch.Renuuka Rao	14.02.2015	2,40,000	M.Com	35	13	NA	NIL	CFO

Annexure - II

The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014:

The Company's operations for the last few years have been stopped; hence the following information is not applicable.

A. CONSERVATION OF ENERGY:

- 1) The steps taken or impact on conservation of energy: -N.A.-
- 2) The steps taken by the Company for utilizing alternate sources of energy: -N.A.-
- 3) The Capital investment on energy conservation equipments: -N.A.-

B. TECHNOLOGY ABSORPTION: -N.A.-

- i. The Efforts made towards technology absorption: NIL
- ii. The Benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- iii. Details of technology imported during the past 3 years: NIL
- iv. The expenditure incurred on Research and Development: -N.A.-

C. FOREIGN EXCHANGE EARNINGS AND OUT GO:

- 1) The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: (Rs. in Thousands)

Particulars	March 31, 2019	March 31, 2018
Used	Nil	Nil
Earned	Nil	Nil

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended 31st March, 2019

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

To,
The Members,
G.R.Cables Limited,
CIN: L31300TG1992PLC013772,
36, Santosh Nagar,
Mehdipatnam, Hyderabad,
Telangana-500028

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. G.R.Cables Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of M/s. G.R.Cables Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

G.R. CABLES LIMITED

- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ; Not applicable to the Company during the Audit Period;
 - d. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable to the Company during the Audit Period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities the audit period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the audit period;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any stock exchange during the audit period; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back / propose to buyback any of its securities during the audit period;

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India; and

G.R. CABLES LIMITED

- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

As per BSE website, the company has not paid Annual Listing Fee and is in violation of SEBI & Stock Exchange Regulations and Trading restricted on account of GSM, Suspended Surveillance Measure. However, the Company has paid required listing fee and submitted all the required documents and it is in the process of rectification of the same by the BSE.

No appointment of Whole time Company Secretary as required under the provisions of section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (LODR) Regulations, 2015.

Delay in submission of compliances to the Stock Exchange as per SEBI (LODR) Regulations, 2015 and is required to observe the compliances as per SEBI (LODR) Regulations, 2015.

Non filing of FLA return with RBI for the financial year 2018-19 as required under FEMA Regulations.

Not published (Advertisements in newspaper) notice of board meetings and financial results per Regulation 47 of SEBI (LODR) Regulations 2015.

Not published the evoting information in the newspaper to the shareholders as per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

We further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / Chief Financial Officer / Whole-time Director taken on record by the Board of Directors of the Company, in our opinion, there are adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws.

We further report that, the Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Meetings of the Board and its Committees. Agenda and detailed notes on agenda were sent to all the directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications as may be

G.R. CABLES LIMITED

required on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and there were no dissenting views.

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

We further report that, during the audit period no event has occurred during the year which has a major bearing on the Company's affairs.

For B S S & Associates
Company Secretaries

S.Srikanth
Partner
ACS No.: 22119
C P No.: 7999

Date: 14-08-2019

Place: Hyderabad

This Report is to be read with Annexure-A annexed to the report and forms an integral part of this report.

G.R. CABLES LIMITED

Annexure-A to the Secretarial Audit Report

To,

The Members,

G.R.Cables Limited,

CIN: L31300TG1992PLC013772,

36, Santosh Nagar,

Mehdipatnam, Hyderabad,

Telangana-500028

Our report of even date is to be read along with this letter.

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

For B S S & Associates
Company Secretaries

S.Srikanth
Partner

ACS No.: 22119
C P No.: 7999

Place: Hyderabad
Date:14-08-2019

Management Discussion and Analysis Report

Management Discussion and Analysis Report on the business of the Company as applicable and to the extent relevant is given below:

Industry Structure and Development

The company is primarily engaged in the manufacture of different types of Polythene Insulated Jelly Filled under Ground Telecom Cables (PIJF), Power Cables and Conductors, Signalling Cables, Switch Board Cables, Domestic Flexible and PVC Power and Control Cables. Demand for Telecom Cables is mainly depends on requirement of BSNL and MTNL and policies of the Government. BSNL and MTNL float tenders every year for procurement of Cables for their requirement and finalize the Tenders on competitive basis. There is an excess capacity and falling demand for for Jelly Filled Telecom Cables. So the focus of our company is to convert the existing facilities to modify and manufacture different cables for Railways and Power Cables for Discoms. The Railway cable tenders are floated by Indian Railways and similarly Power cable tenders are floated by different Discoms and State electricity boards (SEBs) and these tenders are finalized on competitive basis.

Opportunities

The wires and cables market in India comprises nearly 40% of the electrical industry and is growing strongly as a result of growth in the power and infrastructure sectors. These sectors have been witnessing robust growth owing to the boost provided by the recent policy and regulatory initiatives as well as ambitious Government schemes. The company also for sees good demand in power cables both for housing and infrastructure development compensating for the decrease in demand for Polythene Insulated Jelly Filled under Ground Telecom Cables (PIJF). The Government has announced an expenditure of 100 Lakh Cr over FY 2019-24 into infrastructure. The increasing emphasis by the government for better infrastructure will further enhance its growth. So the demand for power cables is expected to be increased substantially in coming years.

Threats

Usage of Optical Fiber Cables in high traffic / density areas and introduction of wireless technology by telecom operators, the requirement of JFTC is expected to decline in future.

Future Outlook

The management is exploring various options has identified new areas of business wherein there will be improvement in operation from the next financial year onwards.

Segment-wise/Product-wise Performance

As the company has only one line of product i.e. Wires and Cables, segment-wise or product-wise performance is not applicable for the year 2018-19.

Internal Control Systems and their Adequacy

The Company has an adequate Internal Control System to commensurate with the size of operations of the company. Further, the Audit Committee reviews the procedures of periodically.

Discussion on financial performance with respect to operational performance

A. Financial Conditions:

- 1. Capital Structure:** The Authorized Share Capital of the Company as at 31st March, 2019 is Rs. 3400 Lakhs divided into 340 Lakhs Equity Shares of face value of Rs. 10/- each. The Share Capital of the Company consists of only Equity Shares. The Paid-up Capital of the Company as on 31st March, 2019 is at Rs. 2889.49 Lakhs comprising of Rs. 28894861 Equity Shares of Rs. 10/- each fully paid-up.
- 2. Reserves and surplus:** The Reserves and Surplus of the Company as on 31st March, 2019 stands at Rs. - 3953.37 Lakhs
- 3. Secured Loans:** The Secured Loan as at 31st March, 2019 stand at Rs. 19.99 Lakhs
- 4. Unsecured Loans:** The Unsecured Loan amount as at 31st March 2019 stand at Rs.529.08 Lakhs.
- 5. Fixed Assets:** The Gross Block stood at Rs.3280 Lakhs and the net block stood at Rs.164.03 Lakhs as at 31st March, 2019 compared to Rs. 3280 Lakhs Previous year 31st March 2018.
- 6. Revenue:** During the year, the Company achieved sales Rs.0.00 Lakhs compared to Rs. 0.05 Lakhs in the previous year ended 31st March 2018.

Environment and Safety

The company maintains and effects continual improvement in environmental standards and complies with the safety requirements. The company cares for the safety of its employees and safety training is imparted to the employees in the factory. Personal protective equipment is provided to the employees in conformity with statutory requirement.

Human Resources

The company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunity to equip them with skills, which would enable them to adapt contemporary technological advances.

Cautionary Statement

Statement in this "Management Discussion & Analysis" may be considered to be "forward looking statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, increased installed capacity, finished goods prices, raw materials availability and prices, cyclical demand and pricing in the Company's markets, changes in Government regulations, tax regimes, besides other factors.

Corporate Governance Report**1. Company's philosophy on corporate governance:**

The Company is committed to Good Corporate Governance to ensure that all functions of the company are discharged in a professionally sound and competent manner. Given view is the requisite information relating to corporate functioning of your company at apex level for the purpose of due transparency on this aspect.

2. Board of Directors:

The Board of Directors has got an optimum combination of Executive and Non-Executive Directors and its composition is in conformity with Regulation 17 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act 2013 ("Act"). All the Directors have made the requisite disclosures regarding directorships and Committee positions held by them in other Companies.

Following was the composition of directors as on March 31, 2019:

S.No	Name	Category	In other Directorship	Companies committee Membership
1	Mr. G.R.Reddy	Chairman & Managing Director	NIL	NIL
2	Mr. G.V.B.R.Reddy	Whole-time Director	1	NIL
3	Mrs. C.Mariamamma	Non-Executive (Nominee of APIDC)	1	NIL
4	Dr. S.R Govinda Rajan	Independent Director	3	3
5	Mr. A.Ranganayakulu	Independent Director	NIL	NIL
6	Mrs. K. Lakshmi Sree	Independent Director	NIL	NIL
7	Mrs. P. Beena Naidu	Independent Director	1	NIL

Notes:

- Other directorships exclude foreign companies, private limited companies and alternate directorships.
- Only membership in Audit Committee and Stakeholders' Relationship Committee has been reckoned for other committee memberships.

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- ii. None of the Independent Directors on the Board holds directorships in more than Seven Listed companies. Further, none of the Director was a member of more than ten committees or chairman of more than five committees across all the public companies in which he was a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. All the directors mentioned as part of the Promoter Group in the above list are related to each other in the following manner:

Mr. GVBR Reddy is the son of Mr. GR Reddy.

- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet with the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv. Five Board Meetings were held during the year and the gap between two consecutive meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are: 30.05.2018, 13.08.2018, 14.11.2018, 31.01.2019, 05.03.2019

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attendance at last AGM held on September 30, 2018
	Held	Attended	
Mr. G.R.Reddy	5	5	Yes
Mr. G.V.B.R.Reddy	5	5	Yes
Mrs. C.Mariamamma	5	1	No
Mr. A.Ranganayakulu	5	5	Yes
Dr. S.R Govinda Rajan	5	2	No
Mrs.K. Lakshmi Sree	5	1	No
Mrs. P. Beena Naidu	5	1	No

- v. Details of equity shares of the Company held by the Directors as on March 31, 2019 are given below:

Name of Director	Category	Number of equity shares
Mr. G R Reddy-CMD	Executive - Promoter Group	11,32,000
Mr. G V B Reddy-WTD	Executive- Promoter Group	5,92,931

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The Company has not issued any convertible instruments. None of the Non-Executive Directors are holding any shares in the company as on 31st March 2019.

3. Audit Committee

- i. The audit committee of the Company has been constituted in line with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Act.
- ii. The terms of reference of the audit committee is as per the Schedule II Part C of the SEBI (LODR) Regulations, 2015 which include:
 - 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;
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - Reviewing, with the management, the annual financial statements and auditors' report thereon 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 (c) of sub-section 3 of section 134 of the Act.
 - ✦ 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 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 financial statements before submission to the board for approval;
 - Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;

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- Approval or any subsequent medications' of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Examination of the financial statement and the auditors' report thereon;
 - Evaluation of internal financial controls;
 - Establishment of vigil mechanism for directors and employees to report genuine concerns.
 - Calling for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discussions on any related issues with the internal and statutory auditors and the management of the Company;
- iii. Review of the information required as per SEBI (LODR) Regulations 2015.
- iv. The previous Annual General Meeting ("AGM") of the Company was held on September 29, 2018 and was attended by Shri Ranganayakulu, Chairman of the audit committee.

The composition of the Audit Committee and the details of attendance at its meetings are given below:

Name	Category	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. A. Ranganayakulu (Chairman)	Independent Director	4	4
Mr. G.R.Reddy	Managing Director	4	4
Mr. S.R.Govinda Rajan	Independent Director	4	2

- v. Audit committee met 4 times during the year and the dates of such meeting are:
30.05.2018, 13.08.2018, 14.11.2018, 31.01.2019.

4. Nomination and Remuneration Committee

(I) Brief description of terms of reference is for:

- (A) appointment of the directors, and key managerial personnel of the Company; and
- (B) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(II) Composition of committee

The Committee is chaired by Mr. A. Ranganayakulu, Independent Director, Mr. S.R.Govinda Rajan Independent Director and G. R. Reddy as other member.

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry.

(III) No Remuneration and Nomination Committee Meeting has been held during the year

Criteria for Performance evaluation:

(IV) Remuneration Policy:

The Policy inter alia provides for the following:

- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

(V) Criteria for making payments to Non- Executive Directors:

The Company has not made any payments to the Non-Executive Directors except sitting fees for attending Board of Directors meetings.

(VI) Remuneration paid to Directors

Remuneration to Executive Directors: Due to low level of operation, Managing Director and Whole-time Directors have not been paid any remuneration and sitting fee.

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Remuneration to Non-Executive Directors: Presently, the Non-Executive Directors do not receive any remuneration from the company and are paid sitting fees for attending the meetings of the Board and Committees thereof.

a) Details of Sitting Fees paid to Non-Executive Directors during the financial year 2018-2019

Name of the Director	Fee Paid During the Year
S.R. Govinda Rajan	10000
C.Mariamamma	5000
A. Ranganayakulu	25000
P. Beena Naidu	5000
K. Lakshmi Sree	5000

5. Stakeholders Relationship Committee:

The Committee reviews, records and helps to expedite transfer of shares and resolve any grievances of investors. The Committee meets frequently throughout the year to minimize any delays in the transfer process. The Committee is chaired by Mr. Ranganayakulu, Chairman and includes Mr. S. R. Govinda Rajan, Director and Mr. G.V.B.R.Reddy, director as other members.

Sri. G.V.B.R.Reddy, Executive Director is the Compliance officer under the relevant regulations. There were no transfers were pending as on the date 31.03.2019.

The company has received the following complaints from the shareholders during the period under review, to the best of knowledge of the company; these complaints were resolved to the satisfaction of shareholders. Complaints received and redressed during the year 2018-2019

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Complaints received and redressed during the year 2018-2019

S. No.	Nature of Complaints	Number of Complaints Received	Number of Complaints Solved	Number of Complaints Pending
1	Regarding annual report	2	2	-
2	Revalidation of dividend warrant	-	-	-
3	Issue of duplicate share certificate	-	-	-
4	Issue of duplicate dividend warrant	-	-	-
5	Procedure for transmission	-	-	-
6	General queries	-	-	-
7	Non receipt of dividend	-	-	-
8	Correction in share certificate	-	-	-
9	Change of address	-	-	-
10	Unclaimed dividend	-	-	-
11	Correction in dividend cheque	-	-	-
	TOTAL	2	2	-

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 3, 2011 informed the company that they had commenced processing of investor complaints in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES.

All the requests and complaints received from the shareholders were attended to within the stipulated time and nothing was pending for disposal at the end of the year. Mr. G.V.B.R.Reddy is the compliance officer of the company. For any clarification / complaint the shareholders may contact Compliance Officer at the registered office of the company.

(III) Attendance of each Director at Stakeholders Relationship Committee Meeting

Name	Category	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. A. Ranganayakulu (Chairman)	Independent Director	4	4
Mr. G.V.B.R. Reddy	Whole Time Director	4	4
Mr. S. R. Govinda Rajan	Independent Director	3	2

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6. Meeting of Independent Directors:

Schedule IV of the Companies Act, 2013 and the Rules under it mandate that the independent directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. It is recommended that all the independent directors of the Company be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the Board as a whole, as well as the performance of the chairman of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of the flow of information between the Management and the Board that is necessary for it to effectively and reasonably perform its duties and the Independent Directors of the Company had met during the year on 31.01.2019

7. Familiarization programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

8. General Body Meetings:

Details of the last Three Annual General were as follows:

Date & Time	Venue	Special Resolutions passed in AGM
29.09.2018 & 11.00 a.m.	The Santosh Mutually Aided Co-operative Housing Society, H.No. 12-2-823/A/25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdiapatnam, Hyderabad - 500 028	NIL
30.09.2017 & 11.00 a.m.	Navodaya Colony Welfare Association Navodaya Colony, Gudimalkapur, Mehadiapatnam, Hyderabad -500028	NIL
30.09.2016 & 11. 00 a.m	Navodaya Colony Welfare Association Navodaya Colony, Gudimalkapur, Mehadiapatnam, Hyderabad -500028	NIL

No resolution was put through postal ballot in any of the General Meetings so far held by the Company.

Whether special resolutions were put through postal ballot last year, details of voting pattern:

No special resolutions were passed by the shareholders of the company through postal ballot during the year 2018-2019.

Whether any resolutions are proposed to be conducted through postal ballot:

No Special Resolution is proposed to be conducted through Postal Ballot.

9. Whistle Blower Policy

The company has an established mechanism for Directors / Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel have been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail id grcablesltd@gmail.com. The key directions / actions will be informed to the Executive Director of the Company.

10. Disclosures

(a) Related Party Transaction:

There have been no materially significant related party transactions with the Company's Promoters, Directors, the Management or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

(b) Accounting Treatment:

In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

(c) Management Discussion and Analysis

Management Discussion and Analysis Report is set out in a separate Section included in this Annual Report and forms part of this Report

(d) Compliances:

There were few instances of non-compliance by the company on matters related to the Stock Exchange, MCA and other statutory authority.

e) CEO/CFO Certification

The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2019 in compliance with Listing Regulation.

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(f) Reconciliation of Share Capital Audit

A quarterly audit was conducted by a Practicing Company Secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March, 2019 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 2,50,96,957 equity shares representing 86.86% of the paid up equity capital have been dematerialized as on 31st March 2019.

12. General Shareholders Information:

a) Company Registration details:

The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L31300TG1992PLC013772.

b) Date, time and venue of AGM

Annual General Meeting Day	Monday, 30th September, 2019
Time	11.00 A.M
Venue	The Santosh Mutually Aided Co-operative Housing Society, H.No. 12-2-823/A/25/AA 14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdiapatnam, Hyderabad - 500 028.
Book Closure Date	23.09.2019 to 30.09.2019 (both days inclusive)
Financial Year	1st April 2018 to 31st March 2019

c) Registered Office:

36, Santosh Nagar, Mehdiapatnam, Hyderabad - 500 028. Telangana State.

d) Financial Year

Financial year is is 1st April,2019 to 31st March,2020 and financial results will be declared as per the following schedule.

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Financial Calendar for the year 2018 – 19 (Tentative)

Financial Year Ending	31.03.2020
Quarter ending on 30th June, 2019	on 14.08.2019
Quarter ending on 30th September, 2019	on or before 14.11.2019
Quarter ending on 31st December, 2019	on or before 14.02.2020
Quarter ending on 31st March, 2020 & Annual Result of 2019-2020	on or before 30.05.2020
Date of Book Closure	23.09.2019 to 30.09.2019 (both days inclusive)

e) Listing on Stock Exchanges

Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal, Street,
Mumbai - 400 001

F) Stock Code

Bombay Stock Exchange Stock Code - 517564.

g) Stock Price Data

Monthly high and low price of shares traded on Bombay Stock Exchange during the year from 01.04.2018 to 31.03.2019 is given below

Note:- Since the Listing is not operative hence no data Submitted for the period April 2018 to March 2019.

Month	High	Low
April-18	-	-
May-18	-	-
June-18	-	-
July-18	-	-
August-18	-	-
Septmeber-18	-	-
October-18	-	-
November-18	-	-
Decemeber-18	-	-
January -19	-	-
February -19	-	-
March-19	-	-

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g) Address of Demat Registrars & Share Transfer Agents:

Bigshare Services Pvt. Ltd.,

306, Right Wing, IIIrd Floor, Amrutha Ville,
Opp: Yashodha Hospital, Somajiguda,
Raj Bhavan Road, Hyderabad-500 082
Ph. No: 040 - 23374967, Fax No. 040 - 23370295.
Email- bsshyd@bigshareonline.com

Share Transfer System: Transfer of Securities in Physical form are registered and duly transferred share certificates are dispatched within 30 days of receipt provided transfer documents are in order.

Distribution of Share Holdings as on 31.03.2019

Share Holding	Number of Share Holders	% to Total	No. of Shares	% to Total
1 - 500	19488	76.0838	3389745	11.7313
501 - 1000	2739	10.6879	2487675	8.6094
101 - 2000	1475	5.7556	2432100	8.4171
2001 - 3000	647	2.5247	1705570	5.9027
3001 - 4000	253	0.9872	930006	3.2186
4001 - 5000	324	1.2643	1572342	5.4416
5001 - 10000	368	1.4360	2843977	9.8425
10001 - Above	323	1.2604	13533446	46.8369
Total	25627		28894861	100.0000

Outstanding GDRS/ADRS/Warrants or any convertible instruments, conversion date and likely impact on equity.

There were no such outstanding instruments as on 31st March, 2019.

Dematerialization of Shares:

86.86% of Shares issued by the company have been dematerialized as on 31.03.2019. Trading in equity shares of your company on any stock Exchange is permitted only in Dematerialized mode. Demat ISIN Number allotted by NSDL & CDSL: INE769B01010

Plant Location:

Ranga Reddy Guda (Village), Balanagar (Mandal), Mahaboobnagar (Dist),
Telangana - 509 202.

Address for Communication:

36, Santosh nagar, Mehdiptnam, Hyderabad-500 028. Phone No. 9542632100
Email: grcablesLtd@gmail.com

15. Non-Mandatory Disclosures:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

(i) The Board :

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

(ii) Shareholders Right:

The quarterly, half yearly and annual results of your Company with necessary report thereon are published in newspapers and posted on Company's website www.grcables.com. The same are also available at the sites of the stock exchanges where the shares of the Company are listed i.e. www.bseindia.com.

(iii) Audit Qualifications:

The statutory financial statements of the company are unqualified.

(iv) Reporting of Internal Auditor :

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members. The Internal Auditor of the company directly reports to the Audit Committee.

Certification by Managing Director and Chief Financial Officer (CFO) to the Board

We, Mr. G.R. Reddy, Managing Director and Mr. Ch.Renuka Rao, Chief Financial Officer of G.R. Cables Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor

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works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.

4. We indicate to the auditors and to the audit committee:
- a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

For and on behalf of the Board of Directors of
G.R.Cables Limited

G.R. Reddy
Chairman &
Managing Director

G.V.B.R. Reddy
Executive Director

Ch.Renuka Rao
C.F.O

Place : Hyderabad

Date : 14-08-2019

G.R. CABLES LIMITED

Certificate on Corporate Governance

To

The Members of

M/s. G.R.Cables Limited

Hyderabad.

I have examined the compliance of conditions of Corporate Governance by M/s. G.R. CABLES LIMITED ("the Company") for the year ended on 31st March 2019 as required by the Listing Regulation of the said company with the stock exchange(s) in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Regulation.

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.

TRM & Associates

Chartered Accountant

F R No : 009224S

T Ramamurty

Partner

M.No.024789

Place : Hyderabad

Date : 14.08.2019

Declaration by Managing Director

I, Mr. G.R. Reddy, Managing Director of G.R.Cables Limited hereby declare that the members of Board, Key Managerial Personnel and other senior level employees of the Company are adhering to the code of conduct adopted by the Board which is posted on the website of the Company.

For and on behalf of the Board of Directors of
G.R.Cables Limited

Place : Hyderabad

Date : 14.08.2019

Mr. G.R. Reddy

Managing Director

G.R. CABLES LIMITED

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF

G.R. CABLES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of G.R. Cables Limited ("The Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to

fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.
 - d. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company.

Annexure to the Independent Auditors' Report on the Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the financial statements of even date)

- (1) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
- (2) (a) The physical verification of inventory has been conducted at reasonable intervals by the management during the year.
(b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion, and according to the information and explanations given to us, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (3) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (4) (a) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate

G.R. CABLES LIMITED

with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of services and

(b) During the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.

- (5) The company has not accepted any deposits to which the directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under would apply.
- (6) The maintenance of cost records specified by the Central Government to which the provisions of section 148(1) of the 2013 Act would apply are under compilation.
- (7) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, Value added tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it except provident fund and employees' state insurance.

(b) According to the information and explanations given to us, there are no dues in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, and cess that have not been deposited with the appropriate authorities on account of any dispute. The company has a deferred sales tax loan of Rs. 851.73 lakhs as its liability.
- (8) The company have accumulated losses of Rs. 3953.37 Lacs exceeding its net worth at the end of the financial year and has incurred a cash loss of Rs. 16.58 lacs in the financial year and a cash loss of Rs. 17.99 lacs in the financial year immediately preceding such financial year.
- (9) In our opinion and according to the information and explanations given to us, the lending banks has initiated legal proceedings against the company for recovery of loan amounts. The Company has not issued any debentures.
- (10) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause (x) of the Order is not applicable.
- (11) The company has not raised any Term Loans during the year. Accordingly, clause (xi) of the Order is not applicable.
- (12) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of G.R CABLES LTD ('the Company') as of 31 March 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

G.R. CABLES LIMITED

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

TRM & Associates

Chartered Accountant

F R No : 0092245

T Ramamurty

Partner

M.No.024789

G.R. CABLES LIMITED

BALANCE SHEET ACCOUNT YEAR ENDED AS AT 31st MARCH 2019

Balance Sheet as on	Ref. Note No.	31.03.2019	31.03.2018
I. Equity and Liabilities			
(1) Shareholders Funds			
(a) Share Capital	2.1	288,948,610	288,948,610
(b) Reserves and Surplus Sub Total	2.2	(395,337,155) (106,388,545)	(393,679,215) (104,730,605)
(2) Share Application Money		-	-
(3) Non Current Liabilities			
(a) Long Term Borrowings	2.3	52,907,961	51,122,725
(b) Deferred Tax Liabilities (Net)			
(c) Other Long Term Liabilities	2.4	85,173,023	85,173,023
(d) Long Term Provisions			
(4) Current Liabilities			
(a) Short Term Borrowings	2.5	1,999,764	1,999,764
(b) Trade Payables	2.6	25,605	27,276
(c) Other Current Liabilities		-	-
(d) Short Term Provisions	2.7	212,216	335,303
Total		33,930,024	33,927,486

G.R. CABLES LIMITED

BALANCE SHEET ACCOUNT YEAR ENDED AS AT 31st MARCH 2019

Balance Sheet as on	Ref. Note No.	31.03.2019	31.03.2018
II.Assets			
(1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.8	16,403,310	16,403,310
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(b) Non Current Investments		4,065,305	4,065,626
(c) Deferred Tax Assets (Net)	2.10	13,438,374	13,438,374
(d) Long Term Loans and Advances		-	-
(2) Current Assets			
(a) Current Investments			
(b) Inventories		-	-
(c) Trade Receivables			
(d) Cash and Bank Balances	2.11	23,035	20,497
(e) Short Term Loans and Advances		-	-
(f) Miscellaneous Expenditure		-	-
(To the extent not written off or or adjusted)			
Total		33,930,024	33,927,486

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurthy

Partner

M.No.024789

G.R. Reddy
Chairman &
Managing Director

G.V.B.R. Reddy
Executive Director

Ch.Renuka Rao
C.F.O

Place: Hyderabad

Date: 30.05.2019

G.R. CABLES LIMITED

PROFIT AND LOSS AS AT 31ST MARCH 2019

Profit and Loss Statement for the Year Ended	Ref. Note No.	31.03.2019	31.03.2018
I Revenue from Operations			
Sale of Products		-	-
Sale of Services		-	-
Less: Excise Duty		-	-
II Other Income	2.12	-	4,621
III Total Revenue (I + II)		-	4,621
IV Expenses			
Cost of Material Consumed		-	-
Purchase of Stock in Trade		-	-
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade		-	-
Power & Fuel	2.13	42,792	60,922
Employee Benefit Expenses	2.14	868,567	1,050,350
Selling and Administrative Expenses	2.15	746,581	692,643
Finance Cost		-	-
Depreciation and Amortization Cost		-	-
Total Expenses		1,657,940	1,803,915
V Profit before Exceptional and Extraordinary Items (III-IV)		(1,657,940)	(1,799,294)
VI Exceptional Items		-	-
VII Profit Before Extraordinary Items and Taxes (V - VI)		(1,657,940)	(1,799,294)
VIII Prior Period Items	2.16	-	3,765,231
IX Profit Before Taxes (VII - VIII)		(1,657,940)	1,965,937

G.R. CABLES LIMITED

PROFIT AND LOSS AS AT 31ST MARCH 2019

Profit and Loss Statement for the Year Ended	Ref. Note No.	31.03.2019	31.03.2018
X Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
XI Profit from Continuing Operations		(1,657,940)	1,965,937
XII Loss brought forward from previous years		-	-
XIII Tax Expenses of Discontinuing Operations		-	-
XIV Profit (Loss) From Discontinuing Operations after Taxes (XII - XIII)		-	-
XV Profit (Loss) For the Period (XI + XIV)		(1,657,940)	1,965,937
XVI Earnings per Share	2.17		
Basic		(0.06)	0.07
Diluted		(0.06)	0.07

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurty

Partner

M.No.024789

G.R. Reddy
Chairman &
Managing Director

G.V.B.R. Reddy
Executive Director

Ch.Renuka Rao
C.F.O

Place: Hyderabad

Date: 30.05.2019

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31ST MARCH 2019

Particulars	31.03.2019	31.03.2018
Note 2.1 Share Capital	Amount	Amount
Authorized Share Capital		
Equity Shares with Par Value of Rs. 10/- Each	340,000,000	340,000,000
Issued, Subscribed and Paid Up Capital		
Equity Shares with Par Value of Rs. 10/- Each	288,948,610	288,948,610
Less: Calls in Arrears	-	-
Total	288,948,610	288,948,610

The Company has Only One Class of Share, Equity Share, having par value of Rs.10/- Each holder of Equity Share is entitled to One Vote per One Equity Share.

The reconciliation of the number of Shares outstanding and the amount of Share Capital as at 31st March 2016 and 31st March 2017 is given below:

Particulars	Amount	Amount
Number of Shares at the Beginning	288,948,610	288,948,610
Add: Shares Issued During the Year	-	-
Less: Shares Bought Back during the Year	-	-
Number of Shares at the End of the Year	288,948,610	288,948,610

Disclosure requirement regarding Details of Share Holders having more than 5% of Holding is given below:

Name of the Share Holder	Number	% of Holding
1 G.R. Reddy	1,132,000	3.29
2 G.V.B.R. Reddy	592,931	2.05

There is No Unpaid Calls Outstanding from Directors or Officers

Note 2.2 Reserves and Surplus		
Surplus Capital Reserve (Subsidy)	1,500,000	1,500,000
Opening Balance	25,695,722	25,695,722
Capital Reserve	9,757,077	9,757,077

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31ST MARCH 2019

Particulars	31.03.2019	31.03.2018
Net Profit after Tax, transferred from Statement of Profit and Loss	(432,289,954)	(430,632,014)
Amount Available for Appropriation	(396,837,155)	(395,179,215)
Total	(395,337,155)	(393,679,215)
Note 2.3 Long Term Borrowings		
Un Secured Loans		
From Directors	49,907,486	48,122,250
Other	3,000,475	3,000,475
Total	52,907,961	51,122,725
Note 2.4 Short Term Borrowings		
Sales Tax Deferrment	85,173,023	85,173,023
Total	85,173,023	85,173,023
Note 2.5 Short Term Borrowings		
From Banks	1,999,764	1,999,764
Total	1,999,764	1,999,764
Note 2.6 Trade Payable		
Trades Payable	25,605	27,276
Total	25,605	27,276
Note 2.7 Short Term Provisions		
Provision for Expenses	212,216	335,303
Total	212,216	335,303

Notes 2.8 to Financial State ments for the Year Ended 31st March 2019.

8. FIXED ASSETS

(₹)

Description	Gross Block			Depreciation			Net Block	
	As At 01.04.18	Addi tions	Total 31.03.2019	As At 01.04.17	Addi tions	Total 31.03.2018	As At 31.03.2018	As At 31.03.2017
Land	2,238,760	-	2,238,760	-	-	-	2,238,760	2,238,760
Building	33,319,722	-	33,319,722	21,468,943	-	21,468,943	11,850,779	11,850,779
Plant and Machinery	283,407,956	-	283,407,956	281,094,185	-	281,094,185	2,313,771	2,313,771
Furniture & Fixtures	905,145	-	905,145	905,145	-	905,145	-	-
Other Equipment	5,681,165	-	5,681,165	5,681,165	-	5,681,165	-	-
Vehicles	2,446,467	-	2,446,467	2,446,467	-	2,446,467	-	-
Total	327,999,215	-	327,999,215	311,595,905	-	311,595,905	16,403,310	16,403,310
Previous Year	327,999,215	-	327,999,215	276,195,905	35,400,000	311,595,905	16,403,310	51,803,310

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31ST MARCH 2019

Particulars	31.03.2019	31.03.2018
Note 2.9 Non Current Asset		
Cenvat	3,898,684	3,898,684
Long Term Deposits	165,513	165,513
TDS	1,108	1,108
Total	4,065,305	4,065,305
Note 2.10 Deferred Tax (Net)		
Opening Deferred Tax Asset	13,438,374	13,438,374
Closing Deferred Tax Asset	13,438,374	13,438,374
Closing Deferred Tax Liability	-	-
Total	13,438,374	13,438,374
Note 2.11 Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	4,194	7,407
Balance with Banks in Current Accounts		
Cash at Bank	18,841	13,090
Total (A)	23,035	20,497

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31ST MARCH 2019

Particulars	31.03.2019	31.03.2018
Note 2.12 Other Income		
Other Income from Sale of Agricultural produce	-	-
Interest on EMD	-	4,621
Total	-	4,621
Note 2.13 Power & Fuel		
Electricity Charges	42,792	60,922
Total	42,792	60,922
Note 2.14 Employee Benefit Expenses		
Salaries and Wages	868,567	1,050,350
Total	868,567	1,050,350
Note 2.15 Selling and Administrative Expenses		
Listing & Depository Fee	585,602	542,215
Postage and Printing & Stationary	63,424	55,570
Remuneration to Auditors	25,000	25,000
Directors Sitting fees	50,000	45,000
Meeting Expenses	13,524	15,326
General Expenses	9,025	9,532
Bank Charges	6	-
Total	746,581	692,643

G.R. CABLES LIMITED

Notes forming Part of Accounts for the Year Ended 31ST MARCH 2019

Particulars	31.03.2019	31.03.2018
Note 2.16 EXCEPTIONAL ITEMS/ PRIOR PERIOD ITEM		
State Bank of Travancore	-	-
State Bank of India (Previously SBH)	-	4,066,555
Bank of Baroda	-	(301,324)
Written off of Inventories	-	-
Written off of Provisions	-	-
Written off of Long Term Deposits	-	-
Total	-	3,765,231
Note 2.17 Earnings per Share		
(Profit after Taxes)	1,657,940	1,965,937
Number of Shares of Par Value of Rs. 10/-		
Basic	28,894,861	28,894,861
Diluted	28,894,861	28,894,861
Earnings per Shares of Par Value of Rs. 10/-		
Basic	(0.06)	0.07
Diluted	(0.06)	0.07

NOTES TO FINANCIAL STATEMENTS

NOTES TO ACCOUNTS

1) SIGNIFICANT ACCOUNTING POLICIES:

- a. **BASIS OF PREPARATION OF FINANCIAL STATEMENTS:** The Company follows the Mercantile System of accounting and recognizes income and expenditure on accrual basis (except deferred sales tax loan, which have been accounted on Net Present Value basis) and as going concern. The Accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to otherwise are consistent with Generally Accepted Accounting Principles.
- b. **FIXED ASSETS:** Fixed assets are shown at cost less depreciation. Cost comprises of purchase price and attributable other expenses less Excise Duty.
- c. **DEPRECIATION ON FIXED ASSETS:** Depreciation on Fixed Assets is provided on the straight-line method at the rates specified in Part 'C' of Schedule II of the Companies Act, 2013.
- d. **INVENTORIES:** Raw Materials, Stores and Spares, Work-in-progress and Finished Goods are valued at cost or market price which ever is low, scrap is valued at net realizable value.
- e. **TREATMENT OF RETIREMENT BENEFITS:** Gratuity liability and Leave Encashment benefits are determined by the company on accrual basis according to the eligibility of the employees.
- f. **FOREIGN CURRENCY TRANSACTIONS:**
 1. Investments in shares of foreign subsidiary are expressed in Indian Currency at the rates of exchange prevailing at the time when the original investments are made.
 2. Foreign Currency Transactions are accounted at the exchange rates prevailing at the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the profit and loss account.

G.R. CABLES LIMITED

2) CONTINGENT LIABILITIES:

Particulars	As at 31.03.2019	As at 31.03.2018
	Rs.in Lakhs	Rs.in Lakhs
Guarantees issued	-	-
Demand from customers consequent to reduction in Customs Duty	23.23	23.23

- 3) Sales are being shown in composite price, which includes Excise Duty, Sales Tax, Insurance and Transportation charges.
- 4) Additional information pursuant to the provisions of Paragraph 3, 4C and 4D of part II, Schedule III, of Companies Act, 2013.

a) Capacity and Production

Particulars	Unit	Installed Capacity		Production	
		2018-19	2017-18	2018-19	2017-18
Jelly Filled Telecom Cables	LCKM	15	15	0.00	0.00
Power Cables	-	-	-	-	-

Note: 1) In view of different range of power and conductor cables of different sizes, quantitative information could not be furnished in respect of power cables.

- 2) The Installed Capacities are as certified by the Management and not verified by the Auditors, being a technical matter.

b) Turnover

Particulars	Unit	Quantity		Value (Rs.in Lakhs)	
		2018-19	2017-18	2018-19	2017-18
Jelly Filled Telecom Cables	LCKM	-	-	-	-

c) Opening and Closing Stock of Finished Goods:

Particulars	Opening Stock				Closing Stock			
	Quantity		Value (Rs.Lakhs)		Quantity		Value (Rs.Lakhs)	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Jelly Filled Telecom Cables	-	-	-	-	-	-	-	-
Power Cables	-	-	-	-	-	-	-	-

G.R. CABLES LIMITED

	31.03.2019 Rs.in Lakhs	31.03.2018 Rs.in Lakhs
5) a). Value of Imports on C.I.F basis Raw Material	-	-
b). Expenditure in Foreign Currency Travelling	-	-
c). Earnings in Foreign Currency	-	-
6) Managerial Remuneration under Section 197 of the Companies Act, 2013 Salary (Managing Director & Executive Director)	-	-
Contribution to Provident Fund	-	-
7) Payment to Auditors:		
Audit Fees	25,000	25,000
8) Exceptional and Prior Period Items include the following:		
Old Debit Balance from customers	-	-
Other Debit Balance	-	-
Old Provisions/credit	-	-
Creditors for Purchaser Credit	-	-
TOTAL	25,000	25,000

- 9) Confirmation of balances has not been received in respect of Secured loans, Sundry Creditors, Sundry Debtors, Loans & Advances and margin money. These accounts are subject to reconciliation and adjustments, if any
- 10) Sundry creditors include outstanding dues to Micro, Small and Medium Undertakings, to the extent possible ascertained and identified from the available information, is Nil and Previous Year: NIL.
- 11) Related Party Disclosure:
Key personnel - Sri G.V.B.R. Reddy, No remuneration was paid during the year
Noven Life Sciences Pvt. Ltd had opening credit balance of Rs. 27.09 Lakhs. No Transactions during the year . Closing balance was Rs.27.09 Lakhs.
- 12) Deferred Tax
Due to large accumulated lossess no deferred tax asset/liability was identified during the year as per AS-22 Deferred Tax Asset / Liaability for the current year is recognized, due to large accumulated losses and very low level of operations during the year as per AS-22

G.R. CABLES LIMITED

- 13) All products are wires and cables, Hence no segment wise results are reported As per A.S-47
14. Bank of Baroda had sold personal assets of promoters which were extended as collateral security and an amount of Rs. 1.84 crores was adjusted against the outstanding. The same was shown as loan from directors.
15. The amounts payable to banks as per on time settlement (OTS) are being shown under the head short term borrowings.
16. Basic and diluted EPS

Particulars	Period Ended 31.03.2019	Period Ended 31.03.2018
Profit after tax Rs.	(16,57,940)	19,65,937
Number of Equity Shares	2,88,94,861	2,88,94,861
Nominal value per share	Rs. 10/-	Rs. 10/-
Basic/Diluted EPS Rs.	-0.06	0.07

17. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.
18. Unsecured loans other include remuneration payable pertaining to previous year of Rs. 30.00 lacs
19. Paise rounded off to nearest Rupee.
20. Schedules 1 to 18 form an integral part of the Balance Sheet and Profit and Loss Account.

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 009224S

For and on behalf of the Board of Directors

T Ramamurthy

Partner

M.No.024789

G.R. Reddy
Chairman &
Managing Director

G.V.B.R. Reddy
Executive Director

Ch.Renuka Rao
C.F.O

Place: Hyderabad

Date: 30.05.2019

G.R. CABLES LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2019

PARTICULARS	31.03.2019 ₹	31.03.2018 ₹
A. Cash Flow from operating Activities		
Net Profit/(Loss) before tax	(1,657,940)	(1,965,937)
Adjustment for:		
Depreciation	-	-
Interest	-	-
Miscellaneous Expenses written off	-	-
Other Income	-	(4,621)
Operating Profit/(Loss) before working capital changes	(1,657,940)	(1,961,316)
Adjustment for:		
(Increase)/Decrease in Working Capital From Bank	-	-
(Increase)/Decrease in Trade Receivables	-	-
(Increase)/Decrease in Inventories	-	-
Increase/(Decrease) in Current Liabilities	(124,758)	(183,950)
Increase/(Decrease) in Other Liabilities	1,785,236	(1,789,906)
Sub total	1,660,478	(1,973,856)
Cash generated from Operations	2538	(12,540)
Interest Paid	-	-
Prior Period Items	-	-
Inventories Written off	-	-
Net Cash Flow from Operating Activities	2538	(12,540)
B. Cash Flow from investing Activities		
(Increase)/Decrease in Fixed Assets	-	3,765,231
(Increase)/Decrease in Non-Current Assets	-	321
Other Income Received	-	4,621
Net Cash used in investing activities	-	3,770,173
C. Cash Flow from Financing Activities		
Increase/(Decrease) in Term Loan	-	(3,765,231)
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in Warrants Foreiture	-	-
Increase/(Decrease) in Share Application Money	-	-
Repayment of Cash Credit (SBH CC A/c)	-	-
Net cash generated from Financing Activities	-	(3,765,231)
Cash & Cash equivalents utilised (A+B+C)	2,538	(7,598)
Cash & Cash equivalents (Opening Balance)	20,497	28,095
Cash & Cash equivalents (Closing Balance)	23,035	20,497

As per our report of even date attached

TRM & Associates

Chartered Accountant

F R No : 0092245

For and on behalf of the Board of Directors

T Ramamurty

Partner

M.No.024789

G.R. Reddy

G.V.B.R. Reddy

Ch.Renuka Rao

Place: Hyderabad

Chairman &

Executive Director

C.F.O

Date: 30.05.2019

Managing Director

Go Green Initiative

Dear Shareholder,

As you may be aware, the Ministry of Corporate Affairs, Govt. of India, as part of its "Green Initiative in Corporate Governance" has issued Circular no.17/2011 dated 21/04/2011 and Circular no.18/2011 dated 29/04/2011 permitting service of documents by Companies, to its shareholders, through electronic mode instead of physical mode.

Accordingly, as per the Company's "GO GREEN" initiative, the Company shall send documents, including Notice of General Meetings and Annual Report of the Company, in electronic form to Email ID of the shareholders registered with Company, instead of physical mode.

However, shareholders may note that as a member of the Company, shareholders opting to receive documents in electronic mode will be entitled to receive all such communication in physical form, upon request made by them to the Company.

Shareholders having shares in physical form should provide their Email Id to the Company for opting to receive notices / documents electronically. To Register the E-mail ID with the Company shareholders are requested to submit the following Form duly filled & signed by the shareholders at the forthcoming AGM or send it by post at the registered office of the Company.

GO GREEN FORM

To

G.R.Cables Limited,

As per the "Green initiative in the Corporate Governance" of the Ministry of Corporate Affairs, I / We hereby opt to receive service of documents by company, including Annual Report, in electronic mode, and request you to register my Email ID as stated below for the same.

Fields marked with * are compulsory

Name of Shareholder(s)* : _____
Folio No.* : _____
No. of Shares held as on Date* : _____
E-mail ID (Permanent)* : _____
E-mail ID (Alternative) : _____
Contact No. (Mobile)* : _____
Contact No. (Fixed Line)* : _____
Signature : _____

G.R. CABLES LIMITED

G.R. CABLES LIMITED

Registered Office: 36, Santosh Nagar, Mehdipatnam, Hyderabad - 500 028

Registration of e-mail address for future communication

Name of the Shareholder.....

Folio No.

DP. ID No. Client ID.

Registered Address.....

Signature:

E-mail ID:

G.R. CABLES LIMITED

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE
(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011
dated April 29, 2011)

To,

Bigshare Services Private Limited
306, 3rd Floor, Right wing, Amruthaville,
Opp. Yasoda Hospitals, Raj Bhavan Road
Somajiguda, Hyderabad-500082

Dear Sir,

I/We shareholder (s) of **G.R. Cables LIMITED**, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email). I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No./DP ID No.*.....and Client ID No.*.....

*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder: _____

Name of the Joint Shareholders (if any) : _____

No. of Shares held: _____

E-mail id for receipt of documents in : _____

Electronic mode: _____

Date:

Place:

Signature: _____

(Sole / First Shareholder)

Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agent Bigshare Services Private Limited, as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

G.R. CABLES LIMITED

G.R. CABLES LIMITED

Registered Office: 36, Santosh Nagar, Mehdiapatnam, Hyderabad - 500 028

ATTENDANCE SLIP

TWENTY EIGHTH ANNUAL GENERAL MEETING

Day: Monday, September 30, 2019 at 11.00 a.m



Regd. Folio No.

No. of Shares

Client ID*

DP ID No.

Name of the Member / Proxy(Please tick the appropriate box)

Attendance by Member Proxy Authorised Representative

I state that I am member / proxy for the member of the Company. I hereby record my presence at the 28th Annual General Meeting at the **SANTOSH MUTUALLY AIDED CO-OPERATIVE HOUSING SOCIETY**, H.No. 12-2-823/A/25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdiapatnam, Hyderabad - 500 028.

.....
signature of Attending Member / Proxy

Applicable for investors holding shares in Electronic Form.



Note: Please complete and sign this Attendance Slip and hand it over at the entrance of the hall.

G.R. CABLES LIMITED

G.R. CABLES LIMITED

Registered Office: 36, Santosh Nagar, Mehdipatnam, Hyderabad - 500 028.

Form No. MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We, being the member (s) of shares of the above named company, hereby appoint

1.

Name:.....

E-mail Id:

Address:.....

Signature: or failing him

2.

Name:.....

E-mail Id:.....

Address:.....

Signature: or failing him

3.

Name:.....

E-mail

Address:.....

Signature: or failing him

G.R. CABLES LIMITED

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 28th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 11 a.m. IST at **SANTOSH MUTUALLY AIDED CO-OPERATIVE HOUSING SOCIETY**, H.No. 12-2-823/A/25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women's College, Mehdiapatnam, Hyderabad - 28. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl	Resolutions	For	Against
1	To consider and adopt the audited financial statements for the year 2018-19		
2	To Appoint a Director in the place of Mr. G.R. Reddy (DIN: 01046466), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Mrs. P. Beena Naidu (DIN:00826169) as an Independent Director of the company		
4	To appoint Mrs.K. Lakshmi Sree as an Independent Director of the Company.		
5	Re-appointment of Mr.G R Reddy as Managing Director of the Company.		
6	Approval for continuation of Directorship of Mr. S.R. Govindarajan who was appointed as Independent Director for a period of 5 years at the 24th Annual General Meeting and who has attained the age of 75 years, for the remaining period of his existing term of directorship as Independent Director of the Company.		
7	Approval for continuation of Directorship of Mr. A. Ranganayakulu who was appointed as Independent Director for a period of 5 years at the 24th Annual General Meeting and who has attained the age of 75 years, for the remaining period of his existing term of directorship as Independent Director of the Company.		

Signed this..... day of 2019

Signature of shareholder.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holding with their Registrar & Share Transfer Agent (RTA). i.e. Big share Services Pvt. Ltd. Members holding shares in physical form may send their requests to RTA address or placing request through website www.sathguru.com or Company E-mail: grcables10@gmail.com

E-Mail ID for receiving the documents through Electronic Mode

I/We do hereby authorize, M/s. G.R. Cable Limited to send the documents to me on the below mentioned e-mail ID in accordance with the Circular No. 17/2011 dated 21.04.2011 and Circular No. 15/2011 dated 29.04.2011 issued by the MCA.

1. Folio No./DP ID and Client ID :
2. Name of the sole/joint holder :
3. E-mail ID :

Signature of the Member

