

G.R. CABLES LIMITED

CIN: L31300TG1992PLC013772

Date: July 23, 2024

To

BSE Limited

P. J. Towers, 25th Floor,
Dalal Street, Mumbai - 400001.
BSE Scrip Code: 517564

***Sub: Submission of Annual Report & AGM Notice for the FY 2023-24 of the Company.
Ref: Reg.34 of SEBI (LODR) Regulations, 2015***

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find the enclosed 33rd Annual Report of the Company along with the AGM Notice and eVoting Instruction of the Company for the Financial Year 2023-24 have been sent electronically to the members who have registered their email ID as per the SEBI Guideline. The aforesaid documents are available on the below mentioned weblink and are also available for inspection at the registered office of the Company during office hours.

Weblink:

https://drive.google.com/file/d/1_q0rNJtvZJ8LUWQrNUfLPFsUUFjEmDc/view?usp=sharing

Further, We would also like to inform you that pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM, by electronic means (remote e-voting'). The Company has engaged the services of Bigshare Services Private Limited as the Authorised Agency to provide e-voting facilities. The details as per the provisions of the Companies Act, 2013 are given in the attached Notice.

We request you to take the above information on record and acknowledge the receipt of the same.

Yours sincerely,

For G.R. Cables Limited

Nitin Kumar Mathur

Director

DIN #06451862

33rd

ANNUAL REPORT

FY 2023-24

G.R. CABLES LIMITED

CIN: L31300TG1992PLC013772

#301, Madhava Apartments,

Hill Colony, Khairatabad,

Hyderabad -500 004.

EMAIL: grcablesltd@gmail.com



CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Nithin Kumar Mathur	- Whole-time Director
Mr. Srinivas Pagadala	- Non-Executive Director
Mr. Gangula Srinivas Reddy	- Independent Director
Mrs. Lakshmi Sri Kadumuri	- Independent Director

CHIEF FINANCIAL OFFICER

Mr. Lingala Venkatram

STATUTORY AUDITORS for the FY 2023-24:

Gorantla & Co

Chartered Accountants

H.No. 6-3-664, Flat No. 101, B-Block, Prestige Raj Tower,
Inside Croma Building, Opp-NIMS, Punjagutta
Hyderabad- 500082.

BANKERS:

Yes Bank, East Marredoally Branch, Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS:

Bigshare Services Private Limited 306,

3rd Floor, Right wing, Amruthaville,
Opp.Yasoda Hospitals, Raj Bhavan Road,
Somajiguda, Hyderabad-500082

REGISTERED OFFICE

#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad -500 004.

CIN: L31300TG1992PLC013772

EMAIL: grcablesltd@gmail.com

LISTED AT	:	BSE Limited
ISIN	:	INE769B01010
INVESTOR E-MAIL ID	:	grcablesltd@gmail.com

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of G. R. Cables Limited will be held on Wednesday, the August 14, 2024 at 10:00 Hrs (A.M.) at Navodaya Colony Welfare association, Navodaya Colony, Gudimalkapur, Mehdipatnam, Hyderabad – 500 028 to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED (STANDALONE) FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS' AND BOARD OF DIRECTORS.**

To consider and, if thought fit, to pass with or without modification following resolution as an ORDINARY RESOLUTION:

“RESOLVED, that the Audited (Standalone) Financial Statements of the Company for the financial year ended March 31, 2024 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received, considered, approved and adopted.”

2. **TO APPOINT MR. NITIN KUMAR MATHUR (DIN# 06451862) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass with or without modification following resolution as an ORDINARY RESOLUTION:

“RESOLVED, that pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nitin Kumar Mathur (DIN# 06451862) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re- appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the

company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only).”

“FURTHER RESOLVED, that for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

4. LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS AND INVESTMENTS IN ANY BODY CORPORATE:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate up to a limit of Rs. 50 Crores (Rupees Fifty Crores Only).”

"FURTHER RESOLVED, that the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"FURTHER RESOLVED, that for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits up to which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time

to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

5. SALE OF PROPERTY/UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

"RESOLVED, that pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as may be enacted from time to time), the Memorandum and Articles of Association of the Company (the "Memorandum and Articles"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sell / transfer /dispose of an immovable property i.e. land of the Company situated at Survey No.60-A, Rangareddyguda Village, Rajapur Mandal, Mahabubnagar District, Telangana to M/s. PSS Meadows LLP, a Limited Liability Partnership firm incorporated under the Limited Liability Partnership Act, 2008 (Buyer) for an overall consideration of Rs. 2.025 Crore on such terms and conditions as may be deemed fit by the Board."

"FURTHER RESOLVED, that the Board be and is hereby authorized and empowered to finalise and execute all the documents, deeds, agreement, writings as may be necessary to be executed in respect of transfer of abovementioned undertaking/property with effect from such date and in such manner as may be decided by the Board and to make applications to the regulatory authorities or other persons for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution including without limitation and to settle any questions, difficulties or doubts that may arise in this regard."

6. BORROWING MONEY(IES) FOR THE PURPOSE OF BUSINESS OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that in supersession of the earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 50 crores (Rupees Fifty crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.”

“FURTHER RESOLVED, that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that in supersession of the earlier resolution passed by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of

loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.”

“FURTHER RESOLVED, that the securities to be created by the Company as aforesaid may rank prior / *pari passu* / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“FURTHER RESOLVED, that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

8. TO MAKE CHANGE IN OBJECT CLAUSE AND TO CHANGE THE ANCILLARY CLAUSE ACCORDINGLY OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution is hereby accorded to alter the main object clause by change the following main objects to the existing main object clause, re-numbering the clauses and thereby amending the ancillary object of the Company , subject to such modifications/alteration as approved by the Board, members and Ministry of Corporate Affairs.

(Sl. No) (Clause No.) MAIN OBJECT clause

1. *To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of crude oils, petroleum and petroleum products including crude oil, oil, lubricating oils, lubes, base oil stocks, bio-fuels, alternative energy products, green energy products, additives, gas and other volatile substances, aromatics, asphalt, bitumen, bituminous substances, carbon, carbon black, petroleum coke, hydrocarbon and mineral substances and the products or the bye-products feed stocks for petrochemicals which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of petrochemical products in all its branches including Ethylene, Propylene, Butadiene and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of crude oils, petroleum and petroleum products including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid.*

2. *To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment and purifiers, and water softeners of every description, and all appliances equipment, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water.*

3. *To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture based products, spirit, energy related and power related products of any nature and kind whatsoever including those referred to in Main Objects Clause 2 herein above and including :*
 - a. *All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof.*

- b. *Special types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers.*
4. *To carry on the Research and development, designing, manufacturing and trading in all types of drones, robotic, engineering products, engineering products, aerial mapping, inspection, surveillance, agriculture, and search-and-rescue areas. Etc in the field of defence and agriculture.*
5. *To acquire, form, set up subsidiary companies, firms, bodies corporate, joint ventures, public private partnership entities, to amalgamate, absorb, merge with any other company or companies in India or abroad in connection with businesses referred to in sub-clauses 1 to 4; and to render engineering, management, labour, manpower and all other kinds of consultancy, advisory services in India or abroad in connection with businesses referred to in sub-clauses 1 to 4.”*

“FURTHER RESOLVED, that any of the Directors of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid amendment of Clauses of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed clauses as may be directed by the Registrar of Companies and to modify the same accordingly.”

“FURTHER RESOLVED, that for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Ministry of Corporate Affairs.”

9. ADOPTION OF NEW MEMORANDUM OF ASSOCIATION IN PLACE OF THE EXISTING MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to Section 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 5.”

“FURTHER RESOLVED, that the Name of existing Clause III (B) i.e. “the Objects Incidental or Ancillary to the attainment of Main Objects” Containing sub-clause no. 1 to 31 be and is

hereby changed to “Matters which are necessary for furtherance of the objects specified in clause III (A) are:” containing the same sub-clause no.1 to 28.”

“FURTHER RESOLVED, that the existing indication related to Other Objects as “There are no other objectives” appears after sub-clause 31 in Clause III (B) be and is hereby also stands deleted.”

“FURTHER RESOLVED, that for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

10. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.”

“FURTHER RESOLVED, that for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

11. CONVERSION OF LOAN INTO EQUITY:

To consider and, if thought fit, to pass with or without modification following resolution as a SPECIAL RESOLUTION:

“RESOLVED, that pursuant to the provisions of Section 62(3), 179, 49 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any applicable rules and regulations made thereunder, and subject to approval required as per as per the law applicable on the company, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as per the requirement of the Company, any sum or sums of money from Directors, promoters of the Company on such terms and conditions as the Board may deem fit by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty Crores only).”

“FURTHER RESOLVED, that specific Loan Agreements with the terms of conversion of Loans into equity shares shall be executed between the lenders (Directors/Promoters) and the Company governing the terms of conversion.”

“FURTHER RESOLVED, that the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad - 500004,
Telangana, India,

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2023-24 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id.

16. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from cut-off date being 05.12.2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Bigshare Services Private Limited.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on August 11, 2024 at 09.00 A.M. and ends on August 13, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 07, 2024, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for **e-Voting for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for **e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode** is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
- NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

The voting period begins on August 11, 2024 at 09.00 A.M. and ends on August 13, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 07, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Ms. Manjula Aleti, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and the same shall be communicated to the BSE Limited.

The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item #3:

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

In case of any subsidiaries / joint ventures incorporated in future, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of Rs 50 Cr, to such entities subject to the approval of the Audit Committee.

The Board proposes the Resolution at Item No. 3 of the notice for approval of the Shareholders by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Item #4:

Your Company is in expansion mode and as part of the expansion plan the Board and Audit Committee recommended Though current investments and funding requirements of these expansions are being met from out of internal accruals, with a view to facilitate meeting future fund requirements, your Board, approved a proposal for seeking Shareholders approval by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013, for increase in the Borrowing limits to Rs. 50 Crores, beyond the paid-up share capital and free reserves of the Company. Additionally, with a view to facilitate funding of these businesses and also to fund any future expansions/acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board had at the meeting held on May 30, 2024, approved a proposal for seeking Shareholders approval under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of Rs. 50 Crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board proposes the Resolution at Item No. 4 of the notice for approval of the Shareholders by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Item #5:

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The sale/transfer of land property situated at Survey No.60-A, Rangareddyguda Village, Rajapur Mandal, Mahabubnagar District, Telangana, may be termed as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013. Therefore, the approval of members is being sought by way of special resolution.

The Board of Directors of the Company ("the Board") at its meeting held on May 30, 2024 has accorded its in-principal approval and on July 20, 2024 has approved the terms and conditions for sale of abovementioned unused land held in the name of G.R. cables Limited to M/s. PSS Meadows LLP, a Limited Liability Partnership firm incorporated under the Limited Liability Partnership Act, 2008 (Buyer) for an overall consideration of Rs. 2.025 Crore.

The Board is of the opinion that the proposed sale is in the overall best interest of the company as after transfer of this non-core asset, the company will mainly focus on its core business. The net proceeds of the above mention transaction will be utilized towards the repay the existing loans and reduce interest burden and/or for the general business purpose.

The Board of Directors of the Company recommends the resolutions at Item No.5 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

Item #6 & 7:

Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money (ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs. 50 Crores (Rupees Fifty Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

The Board of Directors of the Company recommends the resolutions at Item No.6 and 7 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

Item #8:

As the Company is planning to undergo restructuring of its business for which it is diversifying its business into dealing in Energy and alternate energy including Crude oil & petroleum products, Bio-fuels, Green Energy, Alternative Energy, petrochemical products, Water Treatment Management Technology, Engineering Products Including drowns for which it has to change the main object of the Company.

The Board of Directors of the Company at its meeting held on held on July 20, 2024, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in the Object clause of the Company. The proposed change in the object clause of the Company is in pursuant to provisions of Section 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution.

The Board of Directors of the Company recommends the resolutions at Item No.8 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

Item #9 & 10:

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws and takeover by the new management. The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “matters which are necessary for furtherance of the objects specified in clause III (A)”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.

In view of the above, it is considered necessary to change the name of existing clause III (B) i.e. “The objects incidental or ancillary to the attainment of the above main objects are” to “matters which are necessary for furtherance of the objects specified in clause III (A)” and replace the existing MOA by a new set MOA as per the Companies Act, 2013 and to wholly replace the existing AOA by adopt a new set of Articles.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

Copies of amended and restated AOA and MOA of the Company would be available for inspection of the members at the Registered Office of the Company between 11.00 hours to 13.00 hours on all working days and will also be available at the meeting.

The Board of Directors of the Company recommends the resolutions at Item No.9 and 10 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

Item #11:

The Company requires financial assistance to set up new plant of the business, procure licenses and give a fresh start to the Company and meeting other purposes related to the Business. Since taking loan from banks and other financial institutions on interest puts extra burden on the Company, it was considered that unsecured loan from directors and promoter companies be taken upon such terms and conditions as may be stipulated in the financing documents and approved by the Board upto an extent of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) The Loan Agreements executed with the lenders having one of the condition that during the period till the Loan is outstanding and/or extended period as defined in the Loan Agreement, the lender shall have right (but not obligation) to convert whole or part of the loan facility into fully paid up Equity Shares of the Company which shall rank pari-passu in all respects with the then Equity Shares of the Company, by issuing advance written notice of 30 days to the Company. On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company subject to the Applicable Laws in relation thereto. Provided further, if at any time of conversion, the authorised share capital of the Company is not sufficient to accommodate the allotment of equity shares to the Lender, then the Company and the Promoters with the approval of the Board shall take all the necessary steps to increase the authorised share capital of the Company, thereby ensuring the effective conversion of the relevant Loan Facility amount in accordance with the terms of the Loan Agreement.

Pursuant to provisions of Section 62(3) read with other relevant sections and rules framed thereunder, this resolution requires approval of the members by way of passing of a Special Resolution and grant power to the Board to give effect to the aforesaid conversion of loan into equity, subject to various approvals and sanctions.

The Board of Directors of the Company recommends the resolutions at Item No.11 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad - 500004,
Telangana, India,

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

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	Nitin Kumar Mathur
DIN	06451862
Nationality	Indian
Date of Birth	14.03.1965
Age	59 Years
Date of Appointment	August 14, 2023
Qualification	B. Com
Expertise in specific functional areas	He got varied experience in sales and Business Development, presently extending consultancy Services to various companies in their Business Development strategies.
Relationship with other director/Manager and other KMP	He is not directly or indirectly related to any other director of the Company.
Name of the Listed entities in which the person also holds the Directorship and the membership of committees of the Board	Nil
Shareholding of the Director	Nil
No. of Shares held in the Company	Nil
Remuneration details (Including Sitting Fees & Commission)	Refer Notice

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Note: Pursuant to Regulation 26 of the SEBI Listing Regulations 2015, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

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, of the notice.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad - 500004,
Telangana, India,

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 33rd (Thirty Third) Annual Report, together with the audited financial statements of the Company for the year ended March 31, 2024.

1. FINANCIAL SUMMARY & HIGHLIGHTS:

In compliance with the provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”), the Company have prepared its Standalone Financial Statements as per Indian Accounting Standards (“IND AS”) for the Financial Year 2023-24 and the financial highlights are as summarized below:

Rs. In Lakhs

Particulars	2023-24	2022-23
I. Revenue from operations	0.00	0.00
II. Other Income	3.43	0.00
III. Total Income (I + II)	3.43	0.00
IV. Expenses		
Employee Benefit Expenses	0.90	0.00
Finance Cost	18.29	0.00
Other Operating Expenses	20.18	23.29
Depreciation and Amortisation Expenses	23.70	0.00
Total Expenses (IV)	63.07	23.29
V. Profit/(Loss) Before Exceptional Items and Tax (III-IV)	-59.65	-23.29
VI. Exceptional Items	0.00	0.00
VII. Profit/(Loss) Before Tax (V-VI)	-59.65	-23.29
VIII. Tax Expenses	0.00	0.00
IX. Profit/(Loss) for the period/year after tax (VII - VIII)	-59.65	-23.29
X. Total Other Comprehensive Income	0.00	0.00
XI. Total Comprehensive Income for the year (IX-X)	-59.65	-23.29
XII. Earnings Per Equity Share of Rs.10/- each (Basic):	-0.24	-0.08

2. FINANCIAL PERFORMANCE & REVIEW OF OPERATIONS:

During the year under review, the Company came out IBC and there were no operations of the Company, and has incurred loss of Rs.59.65 Lakhs against loss of Rs. 23.29 lakhs during the previous Financial Year 2022-23.

The company has successfully emerged from the Corporate Insolvency Resolution Process (CIRP) with the resolution applicants taking over its management. Currently, efforts are underway to revoke the suspension of the company's shares on the Bombay Stock Exchange (BSE). The newly appointed management team is actively exploring opportunities to launch new business ventures and attract additional funding through strategic investors. These initiatives aim to revitalize the company's operations and ensure its long-term growth and stability.

3. PERFORMANCE AND FUTURE OUTLOOK:

Following its emergence from the Corporate Insolvency Resolution Process (CIRP) and the successful takeover by the resolution applicants, the company has shown promising signs of recovery. The revocation of its suspension on the Bombay Stock Exchange (BSE) is underway, signalling a positive shift in market confidence. The newly appointed management has been proactive in exploring new business opportunities and securing additional funds through strategic investors. These efforts are expected to bolster the company's performance, ensuring steady operations and growth. Looking ahead, the company's future outlook appears optimistic as it leverages fresh capital and strategic partnerships to navigate new business landscapes, aiming for sustained profitability and market expansion.

4. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

5. RESERVES

During the year your Company has not transferred any amount to General Reserve Account on account of losses.

6. DIVIDEND

The Directors have decided not to recommend dividend for the year.

7. UNPAID / UNCLAIMED DIVIDEND

There is no amount of dividend lying the unpaid or unclaimed dividend account of the Company.

8. 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, 2024 was Rs.34,00,00,000, comprising of 3,40,00,000 equity shares of Rs.10 each.

Paid-up Share Capital: As per the Corporate Insolvency Resolution Process (CIRP) scheme, the company's paid-up share capital underwent significant restructuring. The promoters' entire stake and 97.5% of the public's holdings were reduced, resulting in a remaining 615,316 equity shares held by the public. In alignment with the scheme, the company issued 8 million new equity shares during this period. This strategic move not only restructured the equity base but also aimed to stabilize the company's financial foundation and pave the way for future growth and investment opportunities. Paid up share capital of the company as on March 31, 2024 was Rs.86,153,160 comprising of 8,615,316 equity shares of Rs.10/- each.

Sweat Equity shares: The Company has not issued any sweat equity shares during the financial year under review.

Buy back of Shares: During the year under review, the Company has not made any offer to buy back its shares.

9. ISSUE OF SHARES

As per the Corporate Insolvency Resolution Process (CIRP) scheme, the successful resolution applicants infused the required amount into the company, adhering to the stipulated plan. Following the capital reduction, these applicants were allotted 8 million equity shares during the year. This infusion of funds and the subsequent issuance of new shares played a crucial role in revitalizing the company's financial structure, enabling it to stabilize operations and embark on a path of renewed growth and development.

10. DEPOSITS:

The Company has not accepted any deposits during the year which come under the purview of Section 73 of the Companies Act, 2013 and as such no amount on account of principal or interest was outstanding as on the date of Balance Sheet.

11. SUBSIDIARY, MATERIAL SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

During the year under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company.

12. DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL:

The Board consists of the following Directors as on date of this report:

#	Name of the Director	Nature of Directorship
1.	Nitin Kumar Mathur	Whole-time Director
2.	Srinivas Pagadala	Non-Executive Director
3.	Lakshmi Sree Kadumuri	Non-Executive Independent Director
4.	Srinivas Gangula Reddy	Non-Executive Independent Director

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMPs) of the Company as on the date of this report:

#	Name of the KMP	Designation
1.	Lingala Venkatram	Chief Financial Officer

In terms of Regulation 16(1)(d) of the SEBI (LODR) Regulation, 2015, the following are the Senior Management Personnel (SMPs) of the Company as on date of this report:

#	Name of the SMP	Designation
1.	Lingala Venkatram	Chief Financial Officer

Meetings of the Board & their attendance:

During the Financial Year 2023-24, the Board of Directors met 7 (Seven) times during the year on August 14, 2023, November 14, 2023, December 07, 2023, January 06, 2024, January 22, 2024, February 14, 2024 and February 22, 2024, the details of which are given in the Corporate Governance Report attached to this Annual Report in respect of which meetings proper notices were given and the proceedings were properly recorded. The intervening gap between any two meetings of the Board of Directors was within the period prescribed under the Companies Act, 2013.

Policy on Director's appointment and remuneration and other details:

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided in Section 178(3) and Section 134(3)(e) of the Act.

Board Evaluation:

The Board of Directors conducted an annual evaluation of its own performance, as well as that of its committees and individual directors, in accordance with the provisions of the Companies Act and SEBI Listing Regulations. A structured questionnaire, based on the guidance note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017, was developed. This questionnaire took into account various aspects of the

Board's functioning, including its composition, culture, execution, performance of specific duties, obligations, and governance. The evaluation process aimed to ensure the effectiveness of the Board in fulfilling its responsibilities.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was assessed, incorporating feedback from both Executive and Non-Executive Directors. The Nomination and Remuneration Committee also reviewed the performance of individual directors based on criteria such as their contribution to board and committee meetings, preparedness, and constructive input. In the subsequent Board meeting, the performance of the Board, its committees, and individual directors was further discussed. The entire Board, excluding the Independent Director being evaluated, participated in the performance evaluation of Independent Directors, ensuring a comprehensive and balanced assessment process.

13. DETAILS OF COMMITTEES:

Audit Committee – Meetings of Committee & Attendance of Members:

The Audit Committee was constituted by the Board in their meeting held on August 14, 2023. The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, 2015.

Members of the Audit Committee possess financial / accounting expertise / exposure. The purpose of this Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosures process, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters. The Audit Committee consists of the following members as on date of this report.

#	Name of the Director	Nature of Directorship	Designation
1.	Lakshmi Sree Kadumuri	Non-Executive Independent Director	Chairperson
2.	Srinivas Pagadala	Non-Executive Director	Member
3.	Srinivas Gangula Reddy	Non-Executive Independent Director	Member

All the recommendations made by the Audit Committee during the year had been accepted by the Board.

During the year 5 (Five) Audit Committee Meetings were conducted on August 14, 2023, November 14, 2023, January 06, 2024, January 22, 2024 and February 14, 2024 in respect of which proper notices were given and the proceedings were properly recorded. The terms of reference of the Audit Committee and details of their meetings are provided in the Corporate Governance Report forming part of this report.

Nomination and Remuneration Committee - Meetings of Committee & Attendance of Members:

The Nomination & Remuneration Committee was constituted by the Board w.e.f August 14, 2023. The Nomination and remuneration Committee consists of the following members as on date of this Report:

#	Name of the Director	Nature of Directorship	Designation
1.	Lakshmi Sree Kadumuri	Non-Executive Independent Director	Chairperson
2.	Srinivas Pagadala	Non-Executive Director	Member
3.	Srinivas Gangula Reddy	Non-Executive Independent Director	Member

The performance evaluation criteria for independent directors & KMP's are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgment.

The Remuneration policy of the Company on Directors appointment and remuneration, including the criteria for determining qualifications as per the policy of the Company.

During the year 2 (Two) meeting were conducted on August 14, 2023 and February 22, 2024 in respect of which proper notice was given and the proceedings were properly recorded. The terms of reference of the Nomination & Remuneration Committee and details of their meetings are provided in the Corporate Governance Report forming part of this report.

Stakeholder Relationship Committee - Meetings of Committee & Attendance of Members:

The Stakeholder Relationship Committee was constituted by the Board w.e.f August 14, 2023. The Stakeholder Relationship Committee consists of the following members as on date of this Report:

#	Name of the Director	Nature of Directorship	Designation
1.	Lakshmi Sree Kadumuri	Non-Executive Independent Director	Chairperson
2.	Srinivas Pagadala	Non-Executive Director	Member
3.	Srinivas Gangula Reddy	Non-Executive Independent Director	Member

During the year 2 (Two) meeting were conducted on January 06, 2024 and January 22, 2024 in respect of which proper notice was given and the proceedings were properly recorded. The terms of reference of the Nomination & Remuneration Committee and details of their meetings are provided in the Corporate Governance Report forming part of this report.

14. ANNUAL RETURN:

The draft annual return as provided under sub-section (3) of Section 92 as at 31st March, 2024 is required to place on the Company's website. Due to the upgradation of company website the copy will be placed before the members at the AGM.

15. CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth 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.

16. REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT:

The Board of Directors of the Company has not revised the Financial Statements and Board's report of the financial year under review.

17. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186:

The Company has not given loans, Guarantees or made any investments during the year which attracts the provisions of Section 186 of the Companies Act, 2013.

18. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

The company has entered into contracts with related parties during the year under review, which falls under the purview of Section 188 of the Companies Act, 2013 and the details of these transactions with related parties in form AOC-2 is attached as Annexure-1.

19. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There is no material changes occurred in the Company after the end of the Financial Year and as on date of the Board Report, which will affect the financial position of the Company.

20. PARTICULARS OF EMPLOYEES:

With reference to Section 136(1) this annual report is circulated without the statement pertaining to disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any member interested in obtaining such information may write to the Company or email at grcablesltd@gmail.com.

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been given by way of Annexure 2 to this Report.

21. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in accordance with the provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

During the year under review, there were no operations and hence, requirement of disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo doesn't arise.

Rs. In Lakhs

Particulars	Current Year (2023-24)	Previous Year (2022-23)
Foreign Exchange Earnings	0.00	0.00
Foreign Exchange Outgo	0.00	0.00

22. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 125 of the Companies Act, 2013, there is no amount which remained unpaid or unclaimed for a period of seven years which is to be transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.

23. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

A separate section on Corporate Governance practices followed by the Company, together with a certificate from a Practising Company Secretary confirming its compliance, is annexed as Annexure 3, as per SEBI Regulations. Further, as per Regulation 34 read with Schedule V of the Listing Regulations, a Management Discussion and Analysis Report forms part of this Annual Report.

24. SEGMENT REPORTING:

The company was undergoing the Corporate Insolvency Resolution Process (CIRP) and did not have any operational activities. As a result, there was no segment reporting for this period. The absence of active business operations during the insolvency process rendered segment reporting unnecessary for the year.

25. STATUTORY AUDITORS:

Appointment:

M/s. Gorantla & Co, Chartered Accountants (Firm Registration No. 016943S) were appointed as the Statutory Auditors of the Company at the 32nd Annual General Meeting held on December 30, 2023 to hold office for a period of 5 years till the conclusion of 37th Annual General Meeting of the Company to be held in Year 2028. There are no explanations and comments required to be given by the Board as the auditor's report given by auditors of the Company doesn't contain any qualification, reservation or adverse remarks.

Report:

During the year under review, the statutory auditors has not reported to the Board, under sub-section (12) of section 143 of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

26. SECRETARIAL AUDITOR'S REPORT:

Ms. Arpita Pareek, of Arpita & Associates, Practicing Company Secretary was appointed as the Secretarial Auditor of the Company for the Financial Year 2023-24, who had conducted the Secretarial Audit of the Company for the year ended March 31, 2024.

The Secretarial Audit Report for the financial year ended March 31, 2024 under the Act, as "Annexure 4".

The Board has duly reviewed the Secretarial Audit Report for the Financial Year ended March 31, 2024 on the Compliances according to the provisions of Section 204 of the Companies Act 2013, and the comments of Board on observations in the Secretarial Audit Report are detailed below:

#	Regulation	Non-Compliance	Comments
1.	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), 2015	The company doesn't have a functional website.	The company has initiated with renovation of Website of the Company.
2.	BSE has suspended trading of equity shares of the Company vide its notice no. 20170807 dated 07 th August 2017.	Suspended due to Procedural reasons	The Company has initiated the process of revocation of suspension of trading.

27. INTERNAL AUDITORS:

M/s SMG & Associates, Chartered Accountants, were appointed as Internal Auditors of the Company for conducting the Internal Audit functions for the year ended March 31, 2024. Further M/s SMG & Associates, Chartered Accountants were also re-appointed as Internal Auditors of the Company for conducting the Internal Audit functions for the year ended March 31, 2025 & 2026 in the Board meeting held on May 30, 2024.

28. COST AUDIT:

Section 148 of the Companies Act, 2013 read with the rules made there under, the provisions of Cost Audit is not applicable on the Company during the year under review.

29. INTERNAL FINANCIAL CONTROLS:

Your Company has effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. Our management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015) as of March 31, 2024.

Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

M/s. Gorantla & Co., Chartered Accountants the statutory auditor of the Company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

30. DIRECTORS' RESPONSIBILITY STATEMENT:

Section 134(5) of the Companies Act, 2013 requires the Board of Directors to provide a statement to the members of the Company in connection with maintenance of books, records, preparation of Annual Accounts in conformity with the accepted accounting standards and past practices followed by the Company. Pursuant to the foregoing, and on the basis of representations received from the Operating Management, and after due enquiry, it is confirmed that:

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

31. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR:

Independent Director of the Company has provided declarations under Section 149 (7) of the Companies Act, 2013 and Regulation 25 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that he/she meets with the criteria of independence, as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

32. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the Directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2023-24 are also disclosed on the Company's website.

33. DISCLOSURE UNDER SECRETARIAL STANDARD-1 (SS-1):

Adherence by a Company to the Secretarial Standards is mandatory as per Sub-section (10) of Section 118 of Companies Act, 2013.

As per the disclosure requirement of para (9) of Secretarial Standard-1 (SS-1) the Company is in compliance of applicable Secretarial Standards.

34. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The details of Sexual Harassment Complaints received and their treatment during the year are as follows:

1. Number of Complaints of sexual harassment received in the year: Nil
2. Number of complaints disposed during the year: N.A
3. No. of cases pending for more than ninety days: N.A
4. No. of workshops or awareness programme against sexual harassment carried out: None
5. Nature of action taken by the employer or District officer: N.A

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

On December 04, 2023, the Honorable NCLT Hyderabad passed Order 1717/2023, marking the successful implementation of the resolution plan. This significant and material order formalized the company's exit from the CIRP, allowing it to transition into a new phase of operations and growth under the guidance of the newly appointed Board.

Except these, the Company has not received any significant order, demand or notice from any Regulatory Authority, Courts or tribunals impacting the going concern status and operations of the Company in future.

36. VIGIL MECHANISM:

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

It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

37. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING:

Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, inter alia, provides that the Annual Report of the top 1000 listed entities based on market capitalization, shall include a Business Responsibility and Sustainability Reporting (BRSR) on the Environmental, Social and Governance (ESG) disclosures along with assurance Business Responsibility and Sustainability Report core for their value chain.

The Business Responsibility and Sustainability Report is not applicable for the Company during the year.

38. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and Amended Regulations 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

39. WEBLINK TO IMPORTANT DOCUMENTS/INFORMATION/ POLICIES OF THE COMPANY:

The Company has formulated the following policies and these policies will be placed in Company website once the website comes live. Website is under construction as per SEBI (LODR) Regulations:

- (a) Archival Policy;
- (b) Code of Conduct for Board of Directors and Senior Management;
- (c) Policy for determination of materiality of events/ information;
- (d) Diversity of Board of Directors Policy;
- (e) Policy on Fair Disclosure Code;
- (f) Policy on Familiarisation Program for Independent Directors;
- (g) Policy for determining Material Subsidiaries;
- (h) Code for prohibition of Insider Trading;
- (i) Code of practices and procedures for fair disclosure of unpublished price sensitive information;
- (j) Code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives;
- (k) Policy on materiality of related party transactions and on dealing with related party transactions and guidelines;
- (l) Vigil Mechanism / Whistle Blower Policy;
- (m) Corporate Social Responsibility Policy;
- (n) Anti- sexual Harassment Policy;
- (o) Risk Management Policy;
- (p) Nomination and Remuneration Policy;
- (q) Policy for the Evaluation of the Performance of the Independent Directors and the Board of Directors;
- (r) Policy on Preservation of Documents;
- (s) Policy on Succession Planning; and

(t) Dividend Distribution Policy.

40. SUSPENSION OF TRADING IN EQUITY SHARES:

The Company's Equity Shares has been suspended for trading due to procedural reasons vide its notice no. 20170807 dated August 07, 2017 and the Company is process of revoking the suspension.

41. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, Capital Reduction and additional shares issued corporate actions are filed with the Exchange were done by the Company.

42. CEO/ CFO CERTIFICATION:

The Executive Director and CFO certification of the financial statements for the year 2023-24 is annexed in this Annual Report.

43. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the continued support and co-operation of the shareholders, banks, various regulatory and government authorities and for the valuable contributions made by the employees of the Company.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad – 500004,
Telangana, India,

Sd/-
Srinivas Pagadala
Director
DIN # 02669528

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

Annexure – 1

Form AOC-2

**Particulars of contracts/arrangements made with related parties
[Pursuant to Clause (h) Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule
8(2) of the Companies (Accounts) Rules, 2014- AOC-2]**

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

- | | | |
|----|---|------------------|
| a. | Name(s) of the related party and nature of relationship | : Not Applicable |
| b. | Nature of contracts/arrangements/transactions | : None |
| c. | Duration of the contracts/arrangements/transactions | : Not Applicable |
| d. | Salient terms of the contracts or arrangements or
Transactions including the value, if any | : Not Applicable |
| e. | Justification for entering into such contracts or
Arrangements or transactions | : Not Applicable |
| f. | Date(s) of approval of the Board | : Not Applicable |
| g. | Amounts paid as advances, if any | : None |
| h. | Date on which the special resolution was passed in
General meeting as required under first proviso to
Section 188 | : Not Applicable |

2. Details of material contracts or arrangement or transactions at arms-length basis:

A.

- | | | |
|----|---|--|
| a. | Name(s) of the related party and nature of relationship | : Srinivas Pagadala
(Director) |
| b. | Nature of contracts/arrangements/transactions | : Unsecured Loan Given |
| c. | Duration of the contracts/arrangements/transactions | : 1 Year |
| d. | Salient terms of the contracts or arrangements or
Transactions including the value, if any | : Unsecured Loan for the
Business operation of the
Company |
| f. | Date(s) of approval of the Board | : Not Applicable |
| g. | Amounts paid as advances, if any | : None |

B.

- | | | |
|----|---|--|
| a. | Name(s) of the related party and nature of relationship | : Vasila Capital Solutions
(Entity with Common
Director/partner) |
| b. | Nature of contracts/arrangements/transactions | : Unsecured Loan Given |

- c. Duration of the contracts/arrangements/transactions : 1 Year
d. Salient terms of the contracts or arrangements or Transactions including the value, if any : Unsecured Loan for the Business operation of the Company
f. Date(s) of approval of the Board : Not Applicable
g. Amounts paid as advances, if any : None

3. Details of contracts or arrangements or transactions not in the ordinary course of business

- a. Name(s) of the related party and nature of relationship : Not Applicable
b. Nature of contracts/arrangements/transactions : None
c. Duration of the contracts/arrangements/transactions : Not Applicable
d. Salient terms of the contracts or arrangements or Transactions including the value, if any : Not Applicable
e. Justification for entering into such contracts or Arrangements or transactions : Not Applicable
f. Date(s) of approval of the Board : Not Applicable
g. Amounts paid as advances, if any : None
Date on which the special resolution was passed in
h. General meeting as required under first proviso to Section 188 : Not Applicable

All related party transactions that were entered during the financial year were on arms-length basis and are according to the policy of related party transactions adopted by the Company.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad – 500004,
Telangana, India,

Sd/-
Srinivas Pagadala
Director
DIN # 02669528

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

Annexure – 2

Disclosures pursuant to Section 197 (12) of the Companies Act, 2013 and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. The ratio of the remuneration of each Director including perquisites to the median remuneration of the employees of the Company for the year 2023-24:

#	Name of the Directors	Designation	Ratio
1.	Nitin Kumar Mathur	Whole-time Director	Nil

2. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

#	Name of the Directors	Designation	%
1.	Nitin Kumar Mathur	Whole-time Director	Nil
2.	Renuka Rao	Chief Financial Officer	Nil
3.	Anand Lohia	Company Secretary & Compliance Officer	Nil
4.	Priyanka Pandey	Company Secretary & Compliance Officer	Nil

** % increase does not include payment made towards leave encashment, payment of past arrears and perquisites yet to be claimed after the date of balance sheet pertaining to financial year.*

3. The percentage increase in the median remuneration of employees in the financial year:
Nil
4. The number of permanent employees on the rolls of company: 2
5. The average Increase in percentage of salaries of employees other than managerial personnel in 2023-24: Nil and there is no change in managerial remuneration of Executive Directors.
6. We affirmed that the remuneration is as per the Remuneration Policy of the Company.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad – 500004,
Telangana, India,

Sd/-
Srinivas Pagadala
Director
DIN # 02669528

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

Annexure – 3

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at G.R. Cables Limited as follows:

G.R. Cables Limited is committed to best practices in the area of Corporate Governance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all stakeholders.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc.

CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP):

Pursuant to the Order dated 11th March 2022 of the Honorable National Company Law Tribunal, Hyderabad (NCLT Order), the Corporate Insolvency Resolution Process (CIRP) was initiated against the company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (Code), and related rules and regulations. This process commenced on 11th March 2022, marking the Corporate Insolvency Resolution Process Commencement Date. Mr. Maligi Madhusudhana Reddy was appointed as the Interim Resolution Professional (IRP) as per the NCLT Order. Consequently, the powers of the Board of Directors were suspended from the CIRP commencement date, with these powers and the management of the company's affairs being vested in the IRP in line with the provisions of Section 17 and 23 of the Insolvency Code, along with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Resolution Plan submitted by Mr Ratakonda Vivek Kumar along with Mr. Srinivasa Pagadala has been approved by Hon'ble NCLT Hyderabad Bench vide order IA (IBC) No.1368 of 2022 IN CP IB No 165/9/HDB/2020 dated 24.03.2023

As part of the CIRP scheme, a significant capital reduction was implemented, reducing the promoters' entire stake and 97.5% of the public's holdings, resulting in a remaining 615,316 equity shares held by the public. Additionally, the successful resolution applicants infused the required amount into the company, and 8 million new equity shares were issued to them during this period. Following the successful implementation of the CIRP scheme on August 14, 2023, the suspended Board members resigned, making way for the newly appointed Board representatives of the successful resolution applicants to assume their roles. This capital restructuring, along with the infusion of fresh funds, has revitalized the company's financial foundation, ensuring a stable path forward under new leadership committed to steering the company towards sustained growth and operational excellence.

On December 04, 2023, the Honorable NCLT Hyderabad passed Order 1717/2023, marking the successful implementation of the resolution plan. This significant and material order formalized

the company's exit from the CIRP, allowing it to transition into a new phase of operations and growth under the guidance of the newly appointed Board.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is backed by Principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on March 31, 2024. The Report is updated as on the date of the report wherever applicable.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website.

1. BOARD OF DIRECTORS:

A. COMPOSITION OF THE BOARD

Pursuant to the Order dated 11th March 2022 from the Honorable National Company Law Tribunal, Hyderabad, the Corporate Insolvency Resolution Process (CIRP) was initiated against the company under the Insolvency and Bankruptcy Code, 2016. Mr. Maligi Madhusudhana Reddy was appointed as the Interim Resolution Professional (IRP), and the powers of the Board of Directors were suspended, transferring management control to the IRP. Following the successful implementation of the CIRP scheme, on August 14, 2023, the suspended Board members resigned, allowing the newly appointed Board representatives of the successful resolution applicants to take over. This marked a

significant milestone in the company's restructuring, paving the way for renewed governance and strategic direction.

The Board has been enriched with the advices and skills of the Independent Directors. The composition of the Board of Directors and details of number of Directorships / committee chairmanships / memberships attendance particulars is as under:

Name of the Directors	Category of Directorship	No. of Directorship held in other Companies	No. of Chairmanship/ Membership in Board Committee of other companies		Relationship between Directors inter-se	Attendance at the AGM held on December 30, 2023	Attendance in Board Meetings	
			Chairperson	Member			Held	Present
Mr. Nitin Kumar Mathur	Whole-time/Executive Director	0	0	0	Nil	Yes	7	7
Mr. Srinivas Pagadala	Non-Executive Director	4	0	0	Nil	Yes	7	7
Ms. Lakshmi Sree Kadumuri	Non-Executive Independent Director	0	0	0	Nil	Yes	7	7
Mr. Srinivas Gangula Reddy	Non-Executive Independent Director	1	0	0	Nil	Yes	7	7

B. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

None of the Directors have any inter se relation with each other.

C. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

None of the Non-executive Directors hold equity shares or convertible instruments of the Company.

D. INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per Regulation 16(1) (b) of the SEBI (LODR), Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

It is also confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year under review, Suspended Board Independent Directors have resigned from the Board of Directors of the Company.

E. INDEPENDENT DIRECTORS' MEETING:

As per Clause 7 of the Schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company held on February 22, 2024 (without the attendance of Non-Independent Directors).

F. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the key executives of the Company is also facilitated. Details on important policies of the Company are also made to the directors. Direct meetings with the Executive Director is further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2023-24 are also disclosed on the Company's website.

G. INFORMATION SUPPLIED TO THE BOARD:

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the CFO is elaborated in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update on legal issues etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Annual business plan

- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Expansion projects and its status monitoring
- Fatal or serious accidents, injuries or any material environmental problems, if any
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material
- Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any
- Quarterly review of compliance status under various laws applicable to the Company
- Substantial non-payment of goods sold by the Company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. DECLARATION BY BOARD

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

During the year under review, suspended board Independent Director have resigned before expiry of his/her tenure.

2. AUDIT COMMITTEE: (Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015):

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, interalia, includes

1. Over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement reflects a true and fair position and that sufficient and credible information is disclosed.
2. Recommending the appointment and removal of statutory auditors, internal auditors and cost auditors, fixation of their audit fees and approval for payment of any other services.
3. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
4. Reviewing the financial statement and draft audit report, including quarterly/half yearly financial information.
5. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - i) Any changes in accounting policies and practices.
 - ii) Major accounting entries based on excises of judgment by the management.
 - iii) Qualifications in draft audit report.
 - iv) Significant adjustment arises out of audit.
 - v) The going concern assumption.
 - vi) Compliance with accounting standards, stock exchange and legal requirement concerning financial statements.
 - vii) Review and approval of related party transactions.
6. Reviewing the company's financial and risk management's policies.
7. Disclosure of contingent liabilities.
8. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
9. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Discussion with internal auditors of any significant findings and follow-up thereon.

11. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. Reviewing compliances as regards the Company's Whistle Blower Policy.

B. COMPOSITION, MEETINGS & ATTENDANCE

There were Five (5) Audit Committee Meetings held during the year on 14.08.2023, 14.11.2023, 06.01.2024, 22.01.2024, 14.02.2024

Name	Designation	Category	Number of meetings during the year 2023-24	
			Held	Attended
Lakshmi Sree Kadumuri	Chairperson	Non-Executive Independent Director	5	5
Srinivas Pagadala	Member	Non-Executive Director	5	5
Srinivas Gangula Reddy	Member	Non-Executive Independent Director	5	5

- C. Previous Annual General Meeting of the Company was held on December 30, 2023 and Ms. Lakshmi Sree Kadumuri, Chairman of the Audit Committee for that period, attended previous AGM

3. NOMINATION AND REMUNERATION COMMITTEE (Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015)

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015 are as under:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:

- a. To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- b. To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
 - To carry out evaluation of every Director's performance.
 - To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
 - To formulate the criteria for evaluation of Independent Directors and the Board.
 - To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.
 - Recommend to the board, all remuneration, in whatever form, payable to senior management.

B. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS & ATTENDANCE

There was no Nomination and Remuneration Committee Meeting was held during the Financial Year.

Name	Designation	Category	Number of meetings during the year 2023-24	
			Held	Attended
Lakshmi Sree Kadumuri	Chairperson	Non-Executive Independent Director	2	2
Srinivas Pagadala	Member	Non-Executive Director	2	2
Srinivas Gangula Reddy	Member	Non-Executive Independent Director	2	2

C. REMUNERATION POLICY:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- i. **“Director”** means a director appointed to the Board of a Company.
- ii. **“Nomination and Remuneration Committee** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. **“Independent Director”** means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

A. Qualifications and criteria

- The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
- In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - General understanding of the Company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;

- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- The proposed appointee shall also fulfill the following requirements:
 - shall possess a Director Identification Number;
 - shall not be disqualified under the companies Act, 2013;
 - shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
 - shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
 - shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - Such other requirements as any prescribed, from time to time, under the companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.
- The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

B. Criteria of Independence

- The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.
- The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a managing Director or a whole-time Director or a nominee Director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company;
(ii) who is not related to promoters or Directors of the Company its holding, subsidiary or associate Company

- c. who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Director, during the two immediately preceding financial year or during the current financial year;
- d. none of who's relative has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;
- e. who, neither himself nor any of his relative-
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate Company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the three-finance year immediately preceding the financial year in which he is proposed to be appointed of-
 - (A) a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding subsidiary or associate Company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
 - (i) holds together with his relatives two per cent or more of the total voting power of the Company; or
 - (ii) is a chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the Company any of its promoters, Directors or its holding subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
 - (iii) is a material supplier, service provider or customer or a lesser or lessee of the Company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or these disciplines related to the Company's business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.

- h. who is not less than 21 years of age
 - i. Who is not a non-independent Director of another company on the Board of which any non-independent director of the listed entity is an independent director.
- The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.

C. Other Directorships/ Committee Memberships

- a. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- b. A Director shall not serve as Director in more than 15 companies of which not more than 7 shall be public limited companies.
- c. A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.
- d. A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.
- e. For the purpose of considering the limit of the committee, Audit committee and stakeholder’s relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

- 1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

- 2.1 **“Director”** means a director appointed to the Board of the Company.
- 2.2 **“key managerial personnel”** means
- (i) The Chief Executive Officer or the managing Director or the manager;
 - (ii) The Company Secretary;
 - (iii) The Whole-time Director;
 - (iv) The Chief Financial Officer; and
 - (v) Such other office as may be prescribed under the companies Act, 2013
- 2.3 **“Nomination and Remuneration committee”** means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

- 3.1 Remuneration to Executive Director and key managerial personnel
- 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the Company within the overall approved by the shareholders.
- 3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.
- 3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
- (i) Basic pay
 - (ii) Perquisites and Allowances

- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 **Remuneration to Non – Executive Directors**

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. **Remuneration to other employees**

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs

D. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six Forms for evaluation of the following:

- 1) Evaluation of Board;
- 2) Evaluation of Committees of the Board;

- 3) Evaluation of Independent Directors;
- 4) Evaluation of Chairperson;
- 5) Evaluation of Non-Executive and Non-Independent Directors; and
- 6) Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

- 1) Could do more to meet expectations;
- 2) Meets expectations; and
- 3) Exceeds expectations.

The Directors have sent the duly filled forms to Nomination & Remuneration committee. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company.

E. REMUNERATION TO DIRECTORS

- a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report;
- b) criteria of making payments to non-executive directors. alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;
- c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:
 - all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;
 - details of fixed component and performance linked incentives, along with the performance criteria;
 - service contracts, notice period, severance fees;
 - stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.

Name of the Director	Remuneration (Rs)	Sitting Fee (Rs)	Total (Rs)	No. of Shares held
Nitin Kumar Mathur	0.00	0.00	0.00	0
Srinivas Pagadala	0.00	0.00	0.00	7,520,000
Lakshmi Sree Kadumuri	0.00	0.00	0.00	0
Srinivas Gangula Reddy	0.00	0.00	0.00	0

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year April 2023 to March 2024, no Stakeholders Relationship Committee Meetings was held.

Name	Designation	Category	Number of meetings during the year 2023-24	
			Held	Attended
Lakshmi Sree Kadumuri	Chairperson	Non-Executive Independent Director	2	2
Srinivas Pagadala	Member	Non-Executive Director	2	2
Srinivas Gangula Reddy	Member	Non-Executive Independent Director	2	2

NAME AND DESIGNATION OF COMPLIANCE OFFICER

Lingala Venkatram, Chief Financial Officer of the Company is the compliance officer of the Company has been designated as Compliance officer of the Company for time being in force.

DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2023-24

INVESTOR COMPLAINTS	
Particulars	Year ended 31.03.2024
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

5. GENERAL BODY MEETINGS

LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:

Financial Year	Date	Time	Venue	Special Resolution Passed
2020-21	30.09.2021	03.00 P.M.	The Santosh Mutually aided Co-operative Housing Society, Women's College, Mehdipatnam, Hyderabad-500028	No
2021-22	31.12.2022	11.00 A.M.	The Santosh Mutually aided Co-operative Housing Society, Women's College, Mehdipatnam, Hyderabad-500028	No
2022-23	30.12.2023	10.00 A.M.	Navodaya Colony Welfare association, Navodaya Colony, Gudimalkapur, Mehdipatnam, Hyderabad – 500 028	No

**No Extra-ordinary General Meetings / Postal ballot was held during the year 2023-24.*

6. DISCLOSURES

A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

During the year under review, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis. The policy on related party transactions is available in the Company's website.

B. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

C. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Chairman of the Audit Committee.

D. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

Company is not materially exposed to commodity price risks nor does the company do any commodity hedging.

E. DETAILS OF UTILIZATION OF FUNDS RAISED THOROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT.

As part of the CIRP scheme, a significant capital reduction was implemented, reducing the promoters' entire stake and 97.5% of the public's holdings, resulting in a remaining 615,316 equity shares held by the public. Additionally, the successful resolution applicants infused the required amount into the company, and 8 million new equity shares were issued to them during this period. During the year under review, no issue of shares was made either by way of Qualified Institutional Placement/Rights Issue or by any other ways.

F. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such authority.

G. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

H. TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR.

The fees paid by the Company to its Statutory Auditors during the Financial Year ended March 31, 2024 was Rs. 300,000 per annum along with the applicable taxes.

I. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received during the financial year: Nil
- No. of complaints disposed off during the financial year: Nil
- No. of complaints pending at the end of the financial year: Nil

J. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

K. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II of SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

L. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars	Compliance Status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes

24.	Corporate Governance requirements with respect to subsidiary of Listed company	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46 (2)(b) to (i)	Website	Website is being restructured.

M. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

N. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2023-24.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2023 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015

O. CEO/ CFO Certification

The Managing Director and CEO/ CFO certification of the Financial Statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-24 is provided elsewhere in this Annual Report.

P. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

The Company has an Executive Chairman and the Board is having required number of independent directors.

Q. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

R. RECONCILIATION OF SHARE CAPITAL:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

S. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

7. MEANS OF COMMUNICATION:

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by Regulation 33 of SEBI (LODR), Regulations, 2015 within forty-five days/sixty days of the close of the respective period.
- ii. The approved financial results are forthwith sent to the listed Stock Exchanges and are published in the newspapers namely, The Financial Express and Nava Telangana within forty-eight hours of approval thereof.
- iii. As the Company's quarterly/half yearly financial results are uploaded on Company's website, the same are not mailed to the Shareholders.

8. GENERAL SHAREHOLDERS INFORMATION:

a)	Company Registration Details	The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted
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		to the Company by the Ministry of Corporate Affairs (MCA) is L31300TG1992PLC013772.
b)	Date of Annual General Meeting	August 14, 2024
c)	Time	10:00 A.M
d)	Venue of AGM	Navodaya Colony Welfare Association, Navodaya Colony, Gudimalkapur, Mehdipatnam, Hyderabad - 500 028
e)	Financial Calendar	April 01, 2023 to March 31, 2024
f)	Tentative Schedule for considering Financial Results:	
	For the Quarter ending June, 2022	August 14, 2024
	For the Quarter ending September, 2022	November 14, 2024
	For the Quarter ending December, 2022	January/ February,2025
	For the Quarter/year ending March, 2023	April/ May,2025
g)	Date of Book Closure	August 08, 2024 to August 14, 2024
h)	Name and address of each stock exchange(s) at which the Company's securities are listed	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 023
i)	Confirmation of Payment of annual listing fees to stock exchanges	No outstanding as on this date of the report.
j)	Scrip Code	517564
k)	ISIN Number for NSDL & CDSL	INE769B01010
l)	In case the securities are suspended from trading, the directors report shall explain the reason thereof	The securities of the Company are suspended from trading by the Stock Exchanges, due to non-payment of ALF dues & Procedural reasons
m)	Plant Locations	Ranga Reddy Guda (Village), Balanagar (Mandal), Mahaboobnagar (Dist), Telangana- 509202

n)	Address for correspondence:	#301, Madhava Apartments, Hill Colony, Khairatabad, Hyderabad- 500004, Telangana. Email: grcablesltd@gmail.com
o)	List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year.
p)	Address for Correspondence	To be addressed to: Bigshare Services Private Limited 306, 3 rd Floor, Right wing, Amruthaville, opp. Yashoda Hospitals, Raj Bhavan Road, Somajiguda, Hyderabad-500082 Phone: 040 40144582 Email: bsshyd1@bigshareonline.com Web: www.bigshareonline.com
q)	Investor Correspondence / Query on Annual Report, etc.	Lingala Venkatram Compliance Officer

A. Registrars & Transfer Agents:

Bigshare Services Private Limited

306, 3rd Floor, Right wing, Amruthaville, opp. Yashoda Hospitals, Raj Bhavan Road, Somajiguda, Hyderabad-500082
Phone: 040 40144582
Email: bsshyd1@bigshareonline.com
Web: www.bigshareonline.com

B. Share Transfer System:

The Company's Shares are traded on BSE Limited compulsorily in the dematerialized form. Transfer of these shares is done through depositories with no involvement of the Company. However, all requests received for transfer of shares for off market transaction in physical form furnishing with a copy of PAN card of the transferee(s) in compliance with the SEBI circular in that behalf, are processed by the Registrars and Transfer Agents. The Share Transfers are registered and returned within a period of 15 day from the date of lodgement, if documents are complete in all respect.

All matters pertaining to share transfer in physical form are handled by the Registrars and Share Transfer Agents M/s. Bigshare Services Private Limited, Hyderabad, who is registrar to the Company. The share transfer requests are processed by them and a transfer register is sent to the Company for approval once in a fortnight. There were no share transfers pending as on March 31, 2024.

C. Market price data:

Monthly High/Low of market price of the Company's shares traded on the BSE Limited:
Being the Company shares got suspended in BSE, due to non-payment of Annual Listing Fees & procedural reasons

S. No.	Month	High (Rs.)	Low (Rs.)
1	April, 2023	--	--
2	May, 2023	--	--
3	June, 2023	--	--
4	July, 2023	--	--
5	August, 2023	--	--
6	September, 2023	--	--
7	October, 2023	--	--
8	November, 2023	--	--
9	December, 2023	--	--
10	January, 2024	--	--
11	February, 2024	--	--
12	March, 2024	--	--

Since the trading in shares of the Company are suspended by the BSE hence there is no market price data.

D. SHAREHOLDING PATTERN AS ON MARCH 31, 2024:

Category code	Category of Shareholder	Total Number of shares	% of share holding	Shares pledged or otherwise encumbered	
				Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian				
a.	Individuals/Hindu Undivided Family	80,00,000	92.86	--	--
b.	Central Government/State Government(s)	--	--	--	--
c.	Bodies Corporate	--	--	--	--
d.	Financial Institutions/Banks	--	--	--	--
	Others: -	--	--	--	--
e.	Mutual Funds	--	--	--	--
f.	Trusts	--	--	--	--
	Sub Total (A)(1)	80,00,000	92.86	--	--
(2)	Foreign				
a.	Individuals (Non-Resident Individuals/Foreign Individuals)	--	--	--	--
b.	Bodies Corporate	--	--	--	--
c.	Institutions	--	--	--	--
	Others: -	--	--	--	--
d.	Overseas Corporate Bodies	--	--	--	--
	Sub Total (A)(2)	--	--	--	--
	Total Shareholding of Promoter and Promoter Group	80,00,000	92.86	--	--

	(A)=(A)(1) +(A)(2)	80,00,000	92.86	--	--
(B)	Public Shareholding			--	--
(1)	Institutions	--	--	--	--
a.	Mutual Funds/UTI	113	0.00	--	--
b.	Financial Institutions/Banks	46	0.00	--	--
c.	Central Government/State Government(s)	22,500	0.26	--	--
d.	Venture Capital Funds	--	--	--	--
e.	Insurance Companies	--	--	--	--
f.	Foreign Institutional Investors	--	--	--	--
g.	Foreign Venture Capital Investors	--	--	--	--
h.	Foreign Companies	--	--	--	--
i.	Mutual Funds	--	--		
	Sub Total (B)(1)	22,659	0.26	--	--
(2)	Non-Institutions			--	--
a.	Bodies Corporate	19,929	0.23	--	--
b.	Individuals			--	--
	i)Individual shareholders holding nominal share capital up to Rs.2 lakh	5,43,028	6.30	--	--
	ii)Individual shareholders holding nominal share capital in excess of Rs.2 lakh	--	--	--	--
c.	Any Others: -			--	--
	l) Non-Resident Individuals	9,721	0.11	--	--
	ii) Overseas Corporate Bodies	--	--	--	--
	iii)Trusts	69	0.00	--	--
	iv)Employees	--	--	--	--

	v) Clearing Members	1,144	0.01	--	--
	vi) Foreign Nationals	--	--	--	--
	vii) NBFCs registered with RBI	--	--		
	viii) HUF	18,766	0.22		
	Sub Total (B)(2)	5,92,657	6.88	--	--
	Total Public Shareholding (B)=(B)(1) +(B)(2)	6,15,316	7.14	--	--
	Total (A)+(B)			--	--
(C)	Shares held by Custodians and against Depository Receipts have been Issued	--	--	--	--
	Grand Total (A)+(B)+(C)	86,15,316	100	--	--

E. Distribution of Shareholding as on March 31, 2024

No. of equity Shares held	No. of Shareholders	%	No. of Shares	%
1 to 500	24,990	99.5221	434454	5.04
501 to 1000	67	0.2668	45669	0.53
1001 to 2000	31	0.1235	40714	0.47
2001 to 3000	10	0.0398	23115	0.27
3001 to 4000	3	0.0119	11071	0.13
4001 to 5000	1	0.0040	4968	0.06
5001 to 10000	5	0.0199	32825	0.38
10001 and above	3	0.0119	8022500	93.12
Grand Total	25,110	100.00	86,15,316	100.00

F. DEMATERIALISATION & LIQUIDITY OF SHARES:

Dematerialization and Liquidity of Shares:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is 517564. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL	3,36,760	3.91
CDSL	82,08,261	95.28
Physical	70,295	0.81
Total	86,15,316	100.00

- G.** There are no outstanding global depository receipts or American Depository Receipts likely to impact on the Equity.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited financial Statements, Auditors Report, Dividend intimations etc., by email Physical copies are sent only to those shareholders whose email addresses are not registered with the Company and for bounced mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository to enable the Company to send the documents in electronic form or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

Date: 20.07.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Registered Office:
#301, Madhava Apartments, Hill Colony,
Khairatabad, Hyderabad – 500004,
Telangana, India,

Sd/-
Srinivas Pagadala
Director
DIN # 02669528

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

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 depending 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 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 of 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).

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 to revive the company.

Segment-wise/Product-wise Performance

The company was undergoing the Corporate Insolvency Resolution Process (CIRP) and did not have any operational activities. As a result, there was no segment reporting for this period. The absence of active business operations during the insolvency process rendered segment reporting unnecessary for the year.

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:

Capital Structure: The Authorized Share Capital of the Company as at March 31, 2024 is Rs. 34,00,00,000 divided into 3,40,00,000 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 March 31, 2024 is at Rs. 86,153,160 comprising of 86,15,316 Equity Shares of Rs. 10/- each fully paid-up.

Reserves and surplus: The Reserves and Surplus of the Company as on March 31, 2024, stands at (- Rs.59.65 Lakhs)

Unsecured Loans: The Unsecured Loan amount as at March 31, 2024, stand at Rs.744.17 Lakhs

Fixed Assets: The Gross Block stood at Rs. 164.03 Lakhs and the net block stood at Rs. 117.19 Lakhs as at March 31, 2024.

Revenue: During the year, the Company achieved sales Nil compared to Nil in the previous year ended March 31, 2024.

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.

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
G.R. Cables Limited
Hyderabad

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Uniform Listing Agreement of the said company with the Stock Exchanges, for the period from April 01, 2023 to March 31, 2024.

The Compliance of conditions of corporate governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company ensuring the Compliance of the conditions of the corporate Governance as stipulated in said regulations. It is neither an audit nor an expression of opinion on the financial statements of the company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review, in my opinion, I, certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Uniform Listing Agreement of the said company with the Stock Exchanges.

During the year, Company came out from IBC proceedings and declared as going concern as per the order of Hon'ble NCLT, Hyderabad vide order IA(IBC) 1717/2023 dated December 04, 2023.

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

Place: Jaipur
Date: 20.07.2024

For ARPITA & ASSOCIATES
Firm Unique Code: S2020RJ762500

Sd/-
Arpita Pareek
Practicing Company Secretary
M.No.: F11637 CP. No.: 23030
Peer Review Certificate No. 3124/2023
UDIN: F011637F000788523

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
G.R. Cables Limited
Hyderabad

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of G.R. Cables Limited having CIN L31300TG1992PLC013772 and having registered office at #301, Madhava Apartments, Hill Colony, Khairatabad, Hyderabad- 500004, Telangana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I, hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No	Name of the Director	DIN	Date of Appointment in Company
1.	Nitin Kumar Mathur	06451862	14.08.2023
2.	Srinivas Pagadala	02669528	14.08.2023
3.	Lakshmi Sree Kadumuri	08377908	05.03.2019
4.	Srinivas Gangula Reddy	07060340	14.08.2023

The New Board appointed on August 14, 2024 in the place of suspended other than independent director of the Company during the FY 2023-24.

Place: Jaipur
Date: 20.07.2024

For ARPITA & ASSOCIATES
Firm Unique Code: S2020RJ762500

Sd/-
Arpita Pareek
Practicing Company Secretary
M.No.: F11637 CP. No.: 23030
Peer Review Certificate No. 3124/2023
UDIN: F011637F000788545

CEO/CFO CERTIFICATE

Certificate in Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the year ended March 31, 2024

To
The Board of Directors
G.R. Cables Limited
Hyderabad

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

- A.** We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2024 and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the quarter and year ended March 31, 2024 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have not found any deficiency in the design or operation of internal controls to be disclosed to the auditors and the audit committee.
- D.** We have indicated to the auditors and the Audit committee that
- I. There is no significant changes in internal control over financial reporting during the quarter and year ended March 31, 2024;
 - II. There is no significant changes in accounting policies during the quarter and year ended March 31, 2024; and
 - III. There is no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 30.05.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

CERTIFICATE FOR CODE OF CONDUCT

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website i.e. [Fill Company Website].

I confirm that the Company has in respect of the year ended March 31, 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Date: 10.04.2024
Place: Hyderabad

By order of the Board of Directors for
G.R. Cables Limited

Sd/-
Nitin Kumar Mathur
Whole-time Director
DIN # 06451862

Annexure - 4

**FORM MR-3
SECRETARIAL AUDIT REPORT**

(Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,
The Members
G.R. Cables Limited
Hyderabad

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by G.R. Cables Limited (hereinafter called “the Company”). Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the financial year commencing from April 01, 2023 and ended March 31, 2024 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 herein after:

1. I have examined the books, papers, minutes’ books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2024 according to the provisions of:
 - a. The Companies Act, 2013 (the Act) and the rules made there under;
 - b. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under; - Not Applicable.
 - c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - d. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI ACT’) is furnished hereunder for the Financial Year 2023-24
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly disclosures.**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 Insider Trading Regulations; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure.**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **During the reporting period Capital Reduction**

and issue of new shares as per the CIRP Scheme made and In-Principle & Listing approval received from Stock Exchange.

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Amendment) Regulations, 2019; **Not Applicable as the Company has not issued any debt securities during the year under review.**
- 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 an Issue and Share Transfer Agent during the year under review. However, the company has Big share Services Private Limited as its Share Transfer Agent.**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and (Amendment) Regulations, 2018; **Not Applicable as the company has not delisted/ proposed to delist its Equity Shares during the year under review. However, the Exchange has proceeded with compulsory Delisting of Securities of Company pursuant to Regulations 22 read with Section 21A of Securities Contracts (Regulation) Act, 1956 and Rule 21 of Securities Contracts (Regulation) Rules, 1957, and against to which the Company has made representations to the exchange on revocation of Suspension and the reply is awaited from the Exchange.**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **were complied, except the following:**

Sl. No.	Regulation	Non-Compliance
1.	Regulation 46	The company doesn't have a functional website.

<<Space is intentionally left blank>>

Further BSE has suspended trading of equity shares of the Company vide its notice no. 20170807 dated 07th August 2017.

- i. SEBI Circular HO/DDHS/CIR/P/2 018/144 DATED NOVEMBER 26, 2018 – Disclosure of Large Corporate; **was complied.**
 - ii. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Company has complied to the extent of applicable provisions.**
3. Other applicable laws include the following:
- a. Factories Act, 1948
 - b. Payment Of Wages Act, 1936, and rules made there under,
 - c. The Minimum Wages Act, 1948, and rules made there under,
 - d. Employees’ State Insurance Act, 1948, and rules made there under,
 - e. The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
 - f. The Payment of Bonus Act, 1965, and rules made there under,
 - g. Payment of Gratuity Act, 1972, and rules made there under,

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

A Petition for initiation of Corporate Insolvency Resolution Process under Section 9 of the Insolvency and Bankruptcy Code 2016 filed against the Company and has been admitted by Honourable National Company Law Tribunal, Hyderabad Bench vide order dated 11.03.2022 and Mr. Maligi Madhusudhana Reddy has been appointed as Interim Resolution Professional by the Honourable National Company Law Tribunal, Hyderabad Bench.

Resolution Plan submitted by Mr Ratakonda Vivek Kumar along with Mr. Srinivasa Pagadala has been approved by Hon'ble NCLT Hyderabad Bench vide order CP IB No 165/9/HDB/2020 dated 24.03.2023 is approved and the same implemented. On December 04, 2023, the Honorable NCLT Hyderabad passed Order 1717/2023, marking the successful implementation of the resolution plan and declared the entity now is a going concern.

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

- The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

Place: Jaipur
Date: 20.07.2024

For ARPITA & ASSOCIATES
Firm Unique Code: S2020RJ762500

Sd/-
Arpita Pareek
Practicing Company Secretary
M.No.: F11637 CP. No.: 23030
Peer Review Certificate No. 3124/2023
UDIN: F011637F000788556

Annexure-A

To,
The Members
G.R. Cables Limited
Hyderabad

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: 20.07.2024

For ARPITA & ASSOCIATES
Firm Unique Code: S2020RJ762500

Sd/-
Arpita Pareek
Practicing Company Secretary
M.No.: F11637 CP. No.: 23030
Peer Review Certificate No. 3124/2023
UDIN: F011637F000788556

G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772
Balance sheet as at 31st March 2024

INR in lakhs

Particulars	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-Current Assets			
(a) Property, plant and equipment	3	117.19	164.03
(b) Deferred Tax Asset (net)	4	-	134.38
(c) Other non-current assets	5	1,425.90	1.66
Total Non-Current Assets		1,543.09	300.07
Current Assets			
(a) Financial Assets			
(i) Cash and cash equivalents	6	1.93	200.40
(b) Other Current assets	7	10.40	-
Total Current Assets		12.33	200.40
Total Assets		1,555.42	500.47
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	8	861.53	2,889.49
(b) Other Equity	9	-59.65	-4,028.47
Total Equity		801.88	-1,138.98
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	744.17	1,511.58
(ii) Other Financial Liabilities	11	-	119.06
Total Non-current Liabilities		744.17	1,630.65
Current Liabilities			
(a) Financial Liabilities		-	-
(b) Other current liabilities	12	9.37	8.81
Total Current Liabilities		9.37	8.81
Total Liabilities		753.54	1,639.45
Total Equity and Liabilities		1,555.42	500.47
Notes forming part of the financial statements	1-27		

As per our report attached
For Gorantla & Co
Chartered Accountants
Firm's registration no. 016943S

For and on behalf of the Board of Directors of
G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772

Sri Ranga Gorantla
Partner
Membership No: 222450
UDIN: 24222450BKCMHN4908

Srinivas Pagadala
Director
DIN: 02669528

Nitin Kumar Mathur
Wholetime Director
DIN: 06451862

Place: Hyderabad
Date: 30 May,2024

L. Venkatram
Chief Financial Officer

Priyanka Pandey
Company Secretary
A73202

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Statement of Profit and Loss for the year ended 31st March 2024

(All amounts in lakhs, except share data and where otherwise stated)

Particulars	Notes	For the year ended 31 March 2024	For the year ended 31 March 2023
I Revenue from operations		-	-
II Other income	13	3.43	-
III Total Income (III)		3.43	-
IV Expenses			
Cost of operations		-	-
Employee benefits expense	14	0.90	-
Finance costs	15	18.29	-
Depreciation and amortisation expenses	3	23.70	-
Other expenses	16	20.18	23.29
Total Expenses (IV)		63.07	23.29
V Profit before exceptional items and tax (III-IV)		-59.65	-23.29
VI Exceptional Items		-	-
VII Profit before tax (V-VI)		-59.65	-23.29
VIII Tax expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
IX Profit for the period (VII-VIII)		-59.65	-23.29
X Other Comprehensive Income			
(a) Items that will not be reclassified to profit or loss		-	-
(b) Items that may be reclassified to profit or loss		-	-
XI Total other comprehensive income (a+b)		-	-
XII Total comprehensive income for the period (X+XI)		-59.65	-23.29
XIII Earnings per equity share			
Basic		-0.24	-0.08
Diluted		-0.24	-0.08
Notes forming part of the financial statements	1-27		

As per our report attached
For Gorantla & Co
Chartered Accountants
Firm's registration no. 016943S

For and on behalf of the Board of Directors of
G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772

Sri Ranga Gorantla
Partner
Membership No: 222450
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Director
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Place: Hyderabad
Date: 30 May,2024

L. Venkatram
Chief Financial Officer

Priyanka Pandey
Company Secretary
A73202

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Cash Flow Statement for the year ended 31st March 2024

(All amounts in Lakhs, except share data and where otherwise stated)

	Particulars	For Year ended 31 March 2024	For Year ended 31 March 2024
A.	<u>Cash flow from / (used in) Operating Activities:</u>		
	Net Profit/(Loss) before tax	-59.65	-23.29
	<u>Adjustments for:</u>		
	Depreciation	23.70	
	Interest expenses	18.29	
	Interest earned	-3.43	-
	Operating loss before working capital changes	-21.08	-23.29
	Adjustments for working capital changes:		
	Increase / (Decrease) in trade receivables	-	
	Increase / (Decrease) in Other Non Current Assets	1.66	39.00
	Increase / (Decrease) in Other Current Assets	-10.40	
	(Increase) / Decrease in Trade Payables		-18.75
	(Increase) / Decrease in Other Current Liabilities	5.11	
	(Increase) / Decrease in Other Non-Current Liabilities	-	203.01
	Cash generated from / (used in) Operations	-24.71	199.98
	Less: Direct taxes paid		-
	Net Cash flow from / (used in) Operating Activities	(A) -24.71	199.98
B.	<u>Cash flow from/ (used in) Investing Activities:</u>		
	Interest received	3.43	-
	Net Cash flow from / (used in) Investing Activities	(B) 3.43	-
C.	<u>Cash flow from (used in) Financing Activities:</u>		
	Net Proceeds from borrowings	-901.61	-
	Issue of share capital	800.00	-
	Adjustment due to CIRP	-57.27	
	Interest expenses	-18.29	-
	Net Cash flow from / (used in) Financing Activities	(C) -177.18	-
	Net Increase / (Decrease) in Cash and Cash Equivalents	-198.47	199.98
	Cash and Cash Equivalents at the beginning of the year	200.40	0.42
	Cash and Cash Equivalents at the end of the year	1.93	200.40

As per our report attached

For Gorantla & Co
Chartered Accountants
 Firm's registration no. 016943S

For and on behalf of the Board of Directors of
G.R.CABLES LIMITED

Sri Ranga Gorantla
 Partner
 Membership No: 222450
 UDIN: 24222450BKCMHN4908

Srinivas Pagadala
 Director
 DIN: 02669528

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Place: Hyderabad
 Date: 30 May,2024

L. Venkatram
 Chief Financial Officer

Priyanka Pandey
 Company Secretary
 A73202

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Notes to financial statements for the year ended 31st March 2024

1 Corporate Information

G.R.Cables Limited is a public limited company incorporated under the provisions of the Companies Act on January 29, 1992. The CIN: L31300TG1992PLC013772. The financial statement were authorised for issue on May 30, 2024.

During the year, the company has undergone CIRP, and a resolution plan approved by the honorable NCLT. The details of Resolution Plan is as follows - The approval of resolution plan has been obtained and implemented during the FY 2023-24. As per NCLT order, the successful resolution applicants has taken over the control and appointed new board as per the NCLT order. The Capital reconstruction has been completed and accordingly resulted in new share holding. As approved by the NCLT, the Company shall venture into exploring new business opportunities including change of name and objects. Which are being initiated by the Company during the coming financial year.

2 Significant Accounting Policies**2.1 Basis of preparation of financial statements**

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statement.

These financial statements have been prepared in Indian Rupee which is also the functional currency of the Company and all values are rounded to the lakhs, except when otherwise indicated. These financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical accounting estimates**i. Taxes**

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

ii. Provisions and Contingent Liability

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in the company's normal operating cycle;
- ii. It is held primarily for the purpose of being traded;
- iii. It is due to be settled within twelve months after the reporting date; or
- iv. The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

Operating cycle for current and non-current classification

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The company has taken Operating cycle to be twelve months.

2.4 Fair value measurement of financial instruments

The Company measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.5 Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation is provided from the current financial year on buildings

2.6 Intangible asset

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.7 Depreciation and Amortization

Depreciation on Property, plant and equipment is provided on the straight-line basis over the useful lives of assets specified in Schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The amortization period and the amortization method are reviewed at least at each financial year end.

2.8 Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

In case of non-financial assets, assessment of impairment indicators involves consideration of future risks. Further, the company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

2.9 Revenue Recognition

Revenue from operation

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Contract balances

i. Trade receivables

The amounts billed on customer for work performed and are unconditionally due for payment i.e. only passage of time is required before payment falls due, are disclosed in the balance sheet as trade receivables.

ii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration or is due from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).

Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest income

Interest income from a financial assets is recognised using effective interest rate method.

Dividend

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.10 Taxes on income

Current income tax

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the standalone statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- ii. In respect of taxable temporary differences associated with investments in subsidiary and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or
- ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

All other acquired tax benefits realised are recognised in profit or loss.

2.11 Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity share holders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as fresh issue, bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity shares holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.12 Leases

Where the Company is lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying

i) Right-of-use asset

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

No Lease Expense has been incurred for the company during the current financial year

2.13 Foreign currencies transactions and translation

The Company's financial statements are presented in Indian Rupee, which is also the Company's functional currency.

In preparing the financial statements, transactions in the currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

2.14 Cash and Cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.15 Employee benefits

Defined benefit plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of the financial year. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of OCI.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Termination benefits

The Company recognizes termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

Compensated Absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated advances are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses on defined benefit plans are immediately taken to the Statement of Profit & Loss

2.16 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

2.17 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the year in which they occur.

2.18 Related party transactions

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and settlement occurs in cash or credit as per the terms of the arrangement. Impairment assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Following are the categories of financial instrument:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)

- a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- b) Financial assets at fair value through other comprehensive income (FVTOCI)

(i) Debt financial assets measured at FVOCI:

Debt instruments are subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Equity Instruments designated at FVOCI:

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

- c) Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets such as unquoted Mutual funds are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) the Company has transferred its rights to receive cash flows from the asset, and
 - i. the Company has transferred substantially all the risks and rewards of the asset, or
 - ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured at FVTOCI.
- c) Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- i) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. In the balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Offsetting:

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.20 Share Based Payments

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.21 CIRP Adjustment Account

As per the process of Reconstruction the following are the details that were written off and adjusted to CIRP Adjustment Account

Particulars	Amount in lakhs
Assets written off	157.52
New Equity Share Capital for public (existing shareholders)	61.53
Adjustment of reserves	4,028.47
Liabilities arising due to NCLT order	1,504.27
Less - Liabilities written off	-1,436.41
Reduction of Equity Share Capital	-2,889.49
CIRP Adjustment A/C	1,425.90

G.R.CABLES LIMITED

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Notes to financial statements for the year ended 31st March 2024

3 Property, Plant and Equipment

INR in lakhs

Particulars	Land	Building	Plant & Machinery	TOTAL
Gross carrying value :				
As at 01 April 2023	22.39	333.20	2,834.08	3,189.66
Additions	-	-	-	-
Deletions	-	-	-	-
As at 31 March 2024	22.39	333.20	2,834.08	3,189.66
Accumulated Depreciation :				
As at 01 April 2023	-	214.69	2,810.94	3,025.63
Depreciation Charge for the year	-	23.70	-	23.70
Deletions	-	-	-	-
As at 31 March 2024	-	238.39	2,810.94	3,049.33
CIRP Adjustment			23.14	23.14
Net Carrying Value :				
As at 31 March 2024	22.39	94.81	-	117.19
Previous Year 31 March 2023	22.39	118.51	23.14	164.03

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Notes to financial statements for the year ended 31st March 2024

Non-current Assets**4 Deferred Tax Assets**

Particulars	31-Mar-24	31-Mar-23
Deferred Tax Asset	-	134.38
	-	134.38

5 Other Non-Current assets

Particulars	31-Mar-24	31-Mar-23
Security Deposits	-	1.66
Miscellaneous expenses (CIRP Adjustment to the extent not written off)	1,425.90	-
	1,425.90	1.66

Current Assets**6 Cash and cash equivalents**

Particulars	31-Mar-24	31-Mar-23
Cash on hand	0.08	0.08
Balance with banks		
- in current accounts	1.86	200.32
	1.93	200.40

7 Other Current assets

Particulars	31-Mar-24	31-Mar-23
GST Input	10.06	-
TDS Receivable	0.34	-
	10.40	-

G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772
STATEMENT OF CHANGES IN EQUITY For the year ended 31st March 2024

Equity Share Capital		INR in lakhs			
Particulars	As at 31 March 2024		As at 31 March 2023		
	No of shares	In Rupees	No of shares	In Rupees	
Authorized share capital					
Equity shares, ₹ 10/- per share	3,40,00,000	3,400.00	3,40,00,000	3,400.00	
Equity shares for the year ended 31-03-2024 is 3,40,00,000, face value of ₹ 10/- each (For the previous year ended is 3,40,00,000, face value of ₹ 10/- each)	3,40,00,000	3,400.00	3,40,00,000	3,400.00	
Issued, subscribed and paid-up Capital					
Equity Shares with Ordinary Voting Rights					
At the beginning of the year	2,88,94,861	2,889.49	2,88,94,861	2,889.49	
Less - Reduction due to Reconstruction*	-2,82,79,545	-2,827.95			
Add : Additional Equity brought during the year	80,00,000	800.00			
Equity shares for the year ended 31-03-2024 is 86,15,316 face value of ₹ 10/- each	86,15,316	861.53	2,88,94,861	2,889.49	
Total Equity Share Capital	86,15,316	861.53	2,88,94,861	2,889.49	

*Reduction due to Reconstruction

Category	No of shares - Pre reduction	% of reduction as per order	Reduction of share capital	No of shares - Post Reduction
Promoters	42,82,614	100.00%	42,82,614	-
Public	2,46,12,647	97.50%	2,39,97,331	6,15,316
Total No of Shares	2,88,95,263	-	2,82,79,945	6,15,316

Additional Equity

As per the order, 80,00,000 shares has been allotted by the company as additional equity at a face value of Rs 10 which amounts to 8,00,00,000

(B) Other Equity

INR in lakhs

Particulars	Reserves & Surplus				Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2023	15.00	256.96	97.57	-4,398.00	-4,028.47
CIRP Adjustment	-15.00	-256.96	-97.57	4,398.00	4,028.47
Profit/(Loss) for the period for FY 23-24	-	-	-	-59.65	-59.65
Balance at the end of the reporting period i.e 31 March 2024	-	-	-	-59.65	-59.65

See accompanying notes forming part of financial statements

As per our report attached

For Gorantla & Co
Chartered Accountants

Firm's registration no. 0169435

Sri Ranga Gorantla
 Partner
 Membership No: 222450
 UDIN: 24222450BKCMHN4908

For and on behalf of the Board of Directors of
G.R.CABLES LIMITED

Srinivas Pagadala
 Director
 DIN: 02669528

Nitin Kumar Mathru
 Wholetime Director
 DIN: 06451862

Place: Hyderabad
 Date: 30 May,2024

L. Venkatram
 Chief Financial Officer

Priyanka Pandey
 Company Secretary
 A73202

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Notes to financial statements for the year ended 31st March 2024

8 Equity Share Capital

INR in lakhs

Particulars	As at 31 March 2024		As at 31 March 2023	
	No of shares	In Rupees	No of shares	In Rupees
Authorized share capital				
Equity shares, ₹ 10/- per share	3,40,00,000	3,400.00	3,40,00,000	3,400.00
Equity shares for the year ended 31-03-2024 is 3,40,00,000, face value of ₹ 10/- each (For the previous year ended is 3,40,00,000, face value of ₹ 10/- each)	3,40,00,000	3,400.00	3,40,00,000	3,400.00
Issued, subscribed and paid-up Capital				
Equity Shares with Ordinary Voting Rights				
At the beginning of the year	2,88,94,861	2,889.49	2,88,94,861	2,889.49
Less - Reduction due to Reconstruction*	-2,82,79,545	-2,827.95		
Add : Additional Equity brought during the year#	80,00,000	800.00	-	-
Equity shares for the year ended 31-03-2024 is 86,15,316 face value of ₹ 10/- each	86,15,316	861.53	2,88,94,861	2,889.49
Total Equity Share Capital	86,15,316	861.53	2,88,94,861	2,889.49

*Reduction due to Reconstruction

Category	No of shares - Pre reduction	% of reduction as per order	Reduction of share capital	No of shares - Post Reduction
Promoters	42,82,614	100.00%	42,82,614	-
Public	2,46,12,647	97.50%	2,39,97,331	6,15,316
Total No of Shares	2,88,95,263	-	2,82,79,945	6,15,316

Additional Equity

As per the order, 80,00,000 shares has been allotted by the company as additional equity at a face value of Rs 10 which amounts to 8,00,00,000

Equity Shares in the company held by each shareholder holding above 5%

Name of the Equity Share Holder	As at 31 March 2024		As at 31 March 2023		(% change during the year)
	No of shares	(%) of holding	No of shares	(%) of holding	
G R Reddy	-	0.00%	11,32,000	3.92%	3.92%
G V B R Reddy	-	0.00%	5,92,931	2.05%	2.05%
Srinivas Pagadala	75,20,000	87.29%		0.00%	87.29%
Vivek Kumar Ratakonda	4,80,000	5.57%		0.00%	5.57%

Equity Shares in the company held by each shareholder holding above 5%

Name of the Equity Share Holder	As at 31 March 2023		As at 31 March 2022		(% change during the year)
	No of shares	(%) of holding	No of shares	(%) of holding	
G R Reddy	11,32,000	3.92%	11,32,000	3.92%	-
G V B R Reddy	5,92,931	2.05%	5,92,931	2.05%	-

Shares held by the Promoters at the end of the year

Name of the Share Holder	Number of shares held	Change during the year	No. of shares at the end of year	% of share holding
Srinivas Pagadala	-	75,20,000	75,20,000	87.29%
Vivek Kumar Ratakonda	-	4,80,000	4,80,000	5.57%
Total Shares	-	80,00,000	80,00,000	92.86%

9 Other Equity					
Particulars	Reserves & Surplus				Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	
FY 2023-2024					
Balance at the Beginning of the reporting period Apr 23	15.00	256.96	97.57	-4,398.00	-4,028.47
CIRP Adjustment	-15.00	-256.96	-97.57	4,398.00	-
Profit for the period	-	-	-	-59.65	-59.65
Addition during the year	-	-	-	-	-
Balance at the end of the reporting period Mar 24	-	-	-	-59.65	-59.65
FY 2022-2023					
Balance at the Beginning of the reporting period Apr 22	15.00	256.96	97.57	-4,374.71	-4,005.18
Dividends	-	-	-	-	-
Profit for the period	-	-	-	-23.29	-23.29
Transfer to Retained Earnings	-	-	-	-	-
Addition during the year	-	-	-	-	-
Balance at the end of the reporting period Mar 23	15.00	256.96	97.57	-4,398.00	-4,028.47
<p>As per our report attached For Gorantla & Co Chartered Accountants Firm's registration no. 0169435</p> <p style="text-align: center;">For and on behalf of the Board of Directors of G.R.CABLES LIMITED CIN: L31300TG1992PLC013772</p> <p>Sri Ranga Gorantla Partner Membership No: 222450 UDIN: 24222450BKCMHN4908</p> <p>Place: Hyderabad Date: 30 May,2024</p> <p>Srinivas Pagadala Director DIN: 02669528</p> <p>L. Venkatram Chief Financial Officer</p> <p>Nitin Kumar Mathur Wholetime Director DIN: 06451862</p> <p>Priyanka Pandey Company Secretary A73202</p>					

G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772
Notes to financial statements for the year ended 31st March 2024

Non- Current Liabilities

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Borrowings

Particulars	31-Mar-24	31-Mar-23
Borrowings, unsecured		
-From Related parties	744.17	1,511.58
	744.17	1,511.58

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Other Financial liabilities

Particulars	31-Mar-24	31-Mar-23
Loans and Advances	-	27.09
Interest-free sales Tax deferral loan	-	91.97
	-	119.06

Current Liabilities

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Other current liabilities

Particulars	31-Mar-24	31-Mar-23
Employee benefits payable	0.30	-
Other current liabilities	-	0.81
Provision for expenses	6.68	8.00
Statutory dues Payable	2.39	-
	9.37	8.81

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Notes to financial statements for the year ended 31st March 2024

13 Other income

Particulars	31-Mar-24	31-Mar-23
Interest from fixed deposits	3.43	-
	3.43	-

14 Employee benefits expense

Particulars	31-Mar-24	31-Mar-23
Salaries and allowances	0.90	-
	0.90	-

15 Finance costs

Particulars	31-Mar-24	31-Mar-23
Interest on Unsecured Loan	18.29	-
	18.29	-

16 Other expenses

Particulars	31-Mar-24	31-Mar-23
Electricity Charges	1.53	-
Telephone Charges	0.01	-
Director Sitting Fees	-	-
Listing Fees	10.03	-
Bank charges	0.14	0.00
Auditors' remuneration:		
- Statutory Audit Fee	3.00	3.00
Advertisement Charges	0.23	-
Consulatancy Charges	4.78	-
General expenses	0.11	20.28
Regulatory Fees	0.34	-
	20.18	23.29

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(a) Contingent liability :

There are no contingent liabilities for the company during the year end 31st March,2024

(b) Capital Commitments :

There were no capital commitments during the year

(c) Tax Expense

No deferred tax expense recognized since the business recently has completed the process of CIRP and business is yet to start

(d) Leases

No Lease expenses has been incurred during the current financial year.

(e) Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company does not meeting the applicability threshold, and hence no need to spend on corporate social responsibility (CSR) activities.

18 Auditors Remuneration

Particulars	As at 31 March 2024	As at 31 March
Statutory audit fees	3.00	3.00
Total	3.00	3.00

19 Amounts payable to Micro, Small and Medium enterprises

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)

Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

20 Related Party Disclosures

A. Details of Related Parties

- i) Entities in which directors are interested
1. Vasila Capital Solutions
- ii) Key Managerial Personnel
1. Mr. Srinivas Pagadala Director
 2. Mr. Nitin Kumar Mathur,Wholetime Director
 3. Mr. Venkat Ram,CFO
 4. Miss Priyanka Pandey,CS

B. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	Balance outstanding as on 31 March 2024	Balance outstanding as on 31 March 2023
Srinivas Pagadala	Unsecured loan received	317.10	-
Vasila Capital Solutions	Unsecured loan received	427.07	-
		744.17	-

Loan received from Vasila Capital Solutions charged to interest at the rate of 8% p.a

21 Fair value measurements

The carrying value of financial instruments by categories is as follows:

Particulars	31-Mar-24			31-Mar-23		
	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost
Financial assets						
Cash and cash equivalents	-	-	1.93	-	-	200.40
Bank balance other than cash and cash equivalents	-	-	-	-	-	-
Total	-	-	1.93	-	-	200.40
Financial liabilities						
Other financial liabilities	-	-	9.37	-	-	8.81
Total	-	-	9.37	-	-	8.81

22 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents and other bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, borrowings and security deposits.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities (short term bank deposits). The Company only deals with parties which has good credit rating / worthiness given by external rating agencies or based on companies internal assessment.

C. Liquidity risk

Liquidity risk refers to the risk that the Company can not meet its financial obligation. The objective of liquidity risk management is to maintain sufficient liquidity and ensured that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserves borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

23 Other Statutory Information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45of 1988).
- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.
- The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

G.R.CABLES LIMITED

CIN: L31300TG1992PLC013772

Notes to financial statements for the year ended 31st March 2024

24 Earnings Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible debentures) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

Particulars	As at 31 March 2024	As at 31 March 2023
Profit / Loss after tax	(59.65)	(23.29)
Weighted average number of Equity shares outstanding during the year	2,49,05,442	2,88,94,861
Nominal value of Equity share	10	10
Earnings per share	(0.24)	(0.08)

25 Financial Ratios

Particulars	Unit of Measurement	As at 31 March 2024	As at 31 March 2023	Variation in %	Formulae
Current Ratio*	In multiple	1.32	22.75	(0.94)	Current Assets / (Total Current Liabilities – Security Deposits payable on Demand – Current maturities of Long Term Debt)
Debt-Equity Ratio	In multiple	0.93	-1.43	(1.65)	Debt-Equity Ratio = Total Debt / Total Equity
Debt Service Coverage Ratio	In multiple	-	-	-	Debt Service Coverage Ratio = (EBITDA – Current Tax) / (Principal Repayment + Gross Interest on term loans)
Return on Equity Ratio	In %	-6.15	2.07	(3.98)	Return on Equity Ratio = Total Comprehensive Income / Average Total Equity
Inventory Turnover Ratio	In Days	NA	-	-	
Trade receivables Turnover Ratio	In Days	NA	-	-	Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)
Trade payables Turnover Ratio	In Days	NA	-	-	Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)
Net Working Capital Turnover Ratio	In %	NA	-	-	Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio – Trade payables turnover ratio)
Net Profit Ratio	In %	-	-	-	Net Profit Ratio = Net Profit / Net Revenue
Return on Capital Employed	In %	-3.53	-5.80	(0.39)	Return on Capital employed = (Total Comprehensive Income + Interest) / (Average of (Equity + Total Debt))
Return on Investment (Assets)	In %	-5.80	-5.54	0.05	Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

26 (a) There are no outstanding dues to Investor Education Protection Fund as on 31 March 2024.

(b) Loans, Advances, and Sundry Debtors stated in the Balance sheet are, in the opinion of the management are realizable in the ordinary course of business.

(c) The company used to operate in only one business segment i.e. manufacturing telephone cables

27 Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached
For Gorantla & Co
Chartered Accountants
 Firm's registration no. 0169435

For and on behalf of the Board of Directors of
G.R.CABLES LIMITED
CIN: L31300TG1992PLC013772

Sri Ranga Gorantla
 Partner
 Membership No: 222450
 UDIN: 24222450BKCMHN4908

Srinivas Pagadala
 Director
 DIN: 02669528

Nitin Kumar Mathur
 Wholtime Director
 DIN: 06451862

Place : Hyderabad
 Date: 30 May,2024

L. Venkatram
 Chief Financial Officer

Priyanka Pandey
 Company Secretary
 A73202

Independent Auditor's Report

To the Members of
G.R. CABLES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of G.R. CABLES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of financial statements in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw your attention to the financial statements regarding the implementation of reconstruction of G.R. CABLES LIMITED and its consequential impacts as detailed in the notes to accounts. As specified in the scheme of reconstruction approved by NCLT, it has been accounted where liabilities have been recorded written off to the extent mentioned in the scheme along with other outstanding liabilities, capital balances and reserves etc. are adjusted to CIRP Adjustment Account which amounts 1425.90 lakhs The CIRP Adjustment amount so recognized in the books on account of this reconstruction is not written off in the Financial Year 2023-24.

Information other than the financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors including Annexures thereto, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors of the Company is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance

but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significant in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the year.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Gorantla & Co

Chartered Accountants

Firm's Registration No.: 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No.: 222450

UDIN: 24222450BKCMHN4908

Place: Hyderabad

Date: 30-05-2024

Annexure 1 to the Independent Auditor's Report

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. The Company has no intangible assets.
- (b) The Company has a program of verification of property, plant and equipment to cover all the items in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) No inventories were held by the company throughout the year. Hence reporting of inventories under this clause is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of INR 5 crore in aggregate from bank during the year on the basis of security of current assets of the Company. The Company is not required to file quarterly returns/statements with such bank. Accordingly, requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) The Company has not provided guarantee or granted any loans or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made no investment during the year.
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, reporting on clause 3(iii)(a) of the Order is not applicable to the Company.
 - (b) Based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the investment made are, prima facie, not prejudicial to the interest of the Company.
 - (c) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
 - (d) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
 - (e) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
 - (f) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, during the year. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) The Company has not given any loans, or provided any guarantee or security to which provision of Section 185 of the Companies Act, 2013 is applicable. Further, the Company has no implication with the provisions of Section 186 of the Companies Act, 2013 since no investments made.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, the requirement to report on clause 3 (v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company has not met the prescribed criteria as mentioned by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
 - (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom,

duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

The company has undergone the process of scheme of reconstruction approved by NCLT where all the statutory dues payable has been written off. As specified in the scheme of reconstruction, it has been accounted where liabilities have been recorded written off to the extent mentioned in the scheme along with other outstanding liabilities, capital balances and reserves etc are adjusted to CIRP Adjustment Account. Presently there are no statutory dues payable by the company.

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in repayment of loans or borrowings, or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and hence, requirement to report on clause 3 (ix)(c) of the Order is not applicable to the Company.
- (d) We report that no funds have been raised on short-term basis by the Company. Accordingly, requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) On overall examination of the financial statements, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised loans during the year on pledge of securities held in its subsidiary.
- (x) (a) The company has not raised any monies by way of Initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made a preferential allotment of 80,00,000 equity shares of face value of ₹ 10 each fully paid up at an issue price of ₹ 10.00 per share amounting to 8,00,00,000 which is in accordance of the order of NCLT. The funds

raised through private placement were used for the purpose for increase of capital as per the scheme of reconstruction.

The requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised

- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) No whistle blower complaints were received during the year.
- (xii) The Company is not a Nidhi Company and hence requirement to report on clause (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

- (d) The Group does not have any CIC. Accordingly, the requirement to report on clause 3(xvi)(d) is not applicable to the Company.
- (xvii) The Company has incurred cash losses of 35.94 lakhs during the financial year covered by our audit and 23.29 lakhs during the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

For Gorantla & Co

Chartered Accountants

Firm's Registration No.: 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No.: 222450

UDIN: 24222450BKCMHN4908

Place: Hyderabad

Date: 30-05-2024

Annexure 2 to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Financial Statements of G.R. CABLES LIMITED (the "Company") as of March 31, 2024 in conjunction with our audit of the 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 with reference to financial statements 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. 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 with reference to Financial Statements 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 with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to Financial Statements 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.

For Gorantla & Co

Chartered Accountants

Firm's Registration No.: 016943S

Sd/-

Sriranga Gorantla

Partner

Membership No.: 222450

UDIN: 24222450BKCMHN4908

Place: Hyderabad

Date: 30-05-2024

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 Email 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

Registered Office: #301, Madhava Apartments, Hill Colony, Khairatabad, Hyderabad - 500 004

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:

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.

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]

CIN: L31300TG1992PLC013772

Name of the company: G.R. Cables Limited

Registered office: #301, Madhava Apartments, Hill Colony, Khairatabad, Hyderabad – 500 004,
Telangana State, India

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/we, being the member (s) of _____ equity shares of the above-named company,
hereby appoint

Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual
general meeting of the company, to be held on Wednesday, the August 14, 2023 at 10.00 A.M. at
Navodaya Colony Welfare association, Navodaya Colony, Gudimalkapur, Mehdipatnam,
Hyderabad – 500 028, Telangana State, India and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No.

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED (STANDALONE) FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS' AND BOARD OF DIRECTORS	Assent/Dissent
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2. TO APPOINT MR. NITIN KUMAR MATHUR (DIN# 06451862) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.	Assent/Dissent
3. TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013:	Assent/Dissent
4. LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS AND INVESTMENTS IN ANY BODY CORPORATE:	Assent/Dissent
5. SALE OF PROPERTY/UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013:	Assent/Dissent
6. BORROWING MONEY(IES) FOR THE PURPOSE OF BUSINESS OF THE COMPANY:	Assent/Dissent
7. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS:	Assent/Dissent
8. TO MAKE CHANGE IN OBJECT CLAUSE AND TO CHANGE THE ANCILLARY CLAUSE ACCORDINGLY OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:	Assent/Dissent
9. ADOPTION OF NEW MEMORANDUM OF ASSOCIATION IN PLACE OF THE EXISTING MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013:	Assent/Dissent
10. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013:	Assent/Dissent
11. CONVERSION OF LOAN INTO EQUITY:	Assent/Dissent

Signed this..... day of..... 2024

Signature of shareholder: _____, Signature of Proxy holder(s): _____

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

ANNEXURE- II

ATTENDANCE SLIP

DP ID*:

Number of Shares Held:

Client ID*:

Name of the Shareholder:

I, _____, certify that I am a registered Shareholder/ Authorised Representative/ proxy for the registered shareholder of the company. I hereby record my presence at the Annual general meeting of the company, to be held on Wednesday, the August 14, 2024 at 10.00 A.M. at Navodaya Colony Welfare association, Navodaya Colony, Gudimalkapur, Mehdiapatnam, Hyderabad – 500 028

Signature of the Shareholder / Authorised Representative / Proxy **

Name (in Capital Letters):

DATE:

Note:

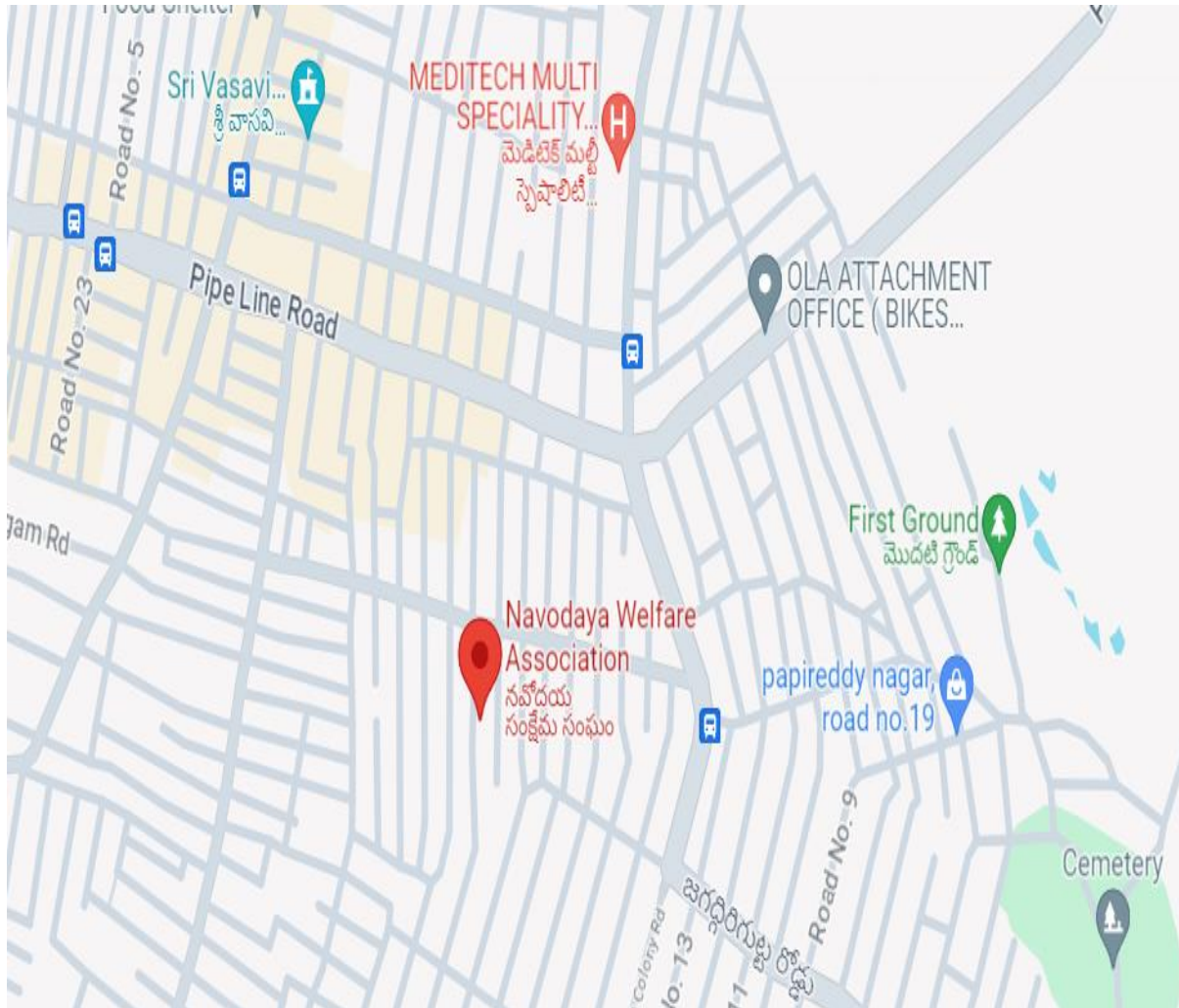
1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Only shareholders of the Company / Authorised Representative / Proxies will be allowed to attend the meeting on production of the attendance slip duly completed and signed.

*Applicable for investors holding Shares in electronic form

** Strike out whichever is not applicable.

Annexure III

Route Map:



Printed Matter
Book-Post

If undelivered, please return to

G.R. CABLES LIMITED

Registered Office: Flat No.301, Madhava Apartments,
Hill Colony, Khairtabad, Hyderabad – 500004
Telangana State