



**RELICAB**  
*Cable Manufacturing Ltd.*  
**PVC Wires / Cables & Allied Products**



An ISO 9001:2008 Company  
CIN NO. I. 27201DD2009PLC004670

31<sup>st</sup> July, 2020

To,  
The Deputy Manager,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
P.J. Towers, Dalal Street,  
Mumbai - 400001

Fax No.:022-22722061/41/39/27

Dear Sir,

Ref No.: Company Code :539760

**Sub.: In Compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015 – Outcome of Board Meeting**

Dear Sir/Madam,

This is to inform you that the Board of Directors at its Meeting held today i.e. Friday, 31<sup>st</sup> July, 2020 the Board has, inter-alia-

1. Approved the Audited Financial Results of the Company for the year ended 31<sup>st</sup> March, 2020 and the Auditors Report with modified opinion thereof. Further Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2020 is also annexed with the results.
2. Approval of amendments to various policies and adoption of new policies as per amendments to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 read with BSE circulars.

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time by SEBI, the Board of Directors of the Company, by way of a resolution, has amended the following codes to be immediately effective.

- a) Insider Trading Policy (Code of Conduct) to regulate, monitor and report trading by Insiders pursuant to the regulations (Copy enclosed)
- b) Code of Fair Disclosures (Copy enclosed)
- c) Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (Copy enclosed)



ISI Marked  
Wires & Cables

**RELICAB**  
*Cable Manufacturing Ltd.*  
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The meeting commenced at 05:00p.m.and concluded at 10:30 p.m.

Please take the same on record and oblige.

Suhir Hiralal Shah  
**Managing Director**  
DIN: 02420617

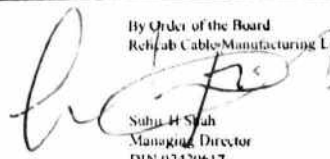
Date: 31/07/2020  
Place: Mumbai

**RELICAB CABLE MANUFACTURING LIMITED**

CIN: L27201DD2009PTC004670

Corporate Office - 57/1, (4-B), Benslore Industrial Estate Dunetha, Daman - 396210 (U.T), Daman, India

**Annexure 1 to Clause 33 of Listing Agreement**  
**Statement of Unaudited Financial Results for the Half year ended 31st March, 2020**

(Rs. in Lacs Except EPS)						
Sr. No.	Particulars	6 Month	6 Month	6 Month	Year Ended	Year Ended
		ended	ended	ended	Year Ended	Year Ended
		31-03-2020	30-09-2019	31-03-2019	31-03-2020	31-03-2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1	Revenue from Operations					
	(I) Revenue from Operations (Net of excise duty)	562.04	665.05	1,280.80	1,227.65	2,254.43
	(II) Other Operating Income	7.76	18.26	15.24	26.02	29.34
	(III) Total Revenue (net)	<b>570.35</b>	<b>683.31</b>	<b>1,296.05</b>	<b>1,253.66</b>	<b>2,283.77</b>
2	(IV) Expenses					
	(a) Cost of Materials Consumed	680.81	591.41	938.05	1,272.24	1,880.93
	(b) Purchase of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-42.70	-71.86	-70.02	-114.56	-271.92
	(d) Employee benefits expense	94.20	56.25	108.06	150.45	179.74
	(e) Finance Cost	86.14	81.88	77.63	168.02	137.60
	(f) Depreciation and amortisation expense	11.34	6.88	13.67	18.22	22.63
	(g) Other expenses	25.13	106.25	75.27	131.38	169.32
	Total Expenses	<b>854.92</b>	<b>770.83</b>	<b>1,142.66</b>	<b>1,625.75</b>	<b>2,127.30</b>
3	<b>V. Profit before exceptional and extraordinary items and tax (III - IV)</b>	<b>-284.57</b>	<b>-87.52</b>	<b>153.39</b>	<b>-372.09</b>	<b>156.47</b>
4	VI. Exceptional items - Other Income					
5	<b>VII. Profit before extraordinary items and tax (V - VI)</b>	<b>-284.57</b>	<b>-87.52</b>	<b>153.39</b>	<b>-372.09</b>	<b>156.47</b>
6	VIII. Extraordinary items	157.73	-	0.94	157.73	0.94
7	<b>IX. Profit before tax (VII- VIII)</b>	<b>-126.84</b>	<b>-87.52</b>	<b>152.45</b>	<b>-214.36</b>	<b>155.53</b>
8	X. Tax expense:					
	(1) Current Tax	-	-	42.80	-	43.60
	(2) Deferred Tax	-1.17	-	1.41	-1.17	1.41
	(3) (Excess)/Short Provision	-	-	-	-	-
9	<b>XI. Profit (Loss) for the period from continuing operations (VII-VIII)</b>	<b>-125.68</b>	<b>-87.52</b>	<b>108.24</b>	<b>-213.20</b>	<b>110.52</b>
10	XII Profit (Loss) from Discontinued Operations	-	-	-	-	-
11	XIII Tax expense of discontinued operation'	-	-	-	-	-
12	<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
13	<b>XV. Profit (Loss) for the period (XI + XIV)</b>	<b>-125.68</b>	<b>-87.52</b>	<b>108.24</b>	<b>-213.20</b>	<b>151.36</b>
14	Share of Profit / (loss) of associates *	-	-	-	-	-
15	Minority Interest*	-	-	-	-	-
16	<b>Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 ± 14 ± 15) *</b>	<b>-125.68</b>	<b>-87.52</b>	<b>108.24</b>	<b>-213.20</b>	<b>151.36</b>
15	Paid-up equity share capital (Face Value of the Share shall be indicated)	540.15	540.15	540.15	540.15	540.15
16	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	538.89	538.89	428.37	538.89	428.37
	<b>i Earnings Per Share (of ₹10/- each) (not annualised):</b>					
	(a) Basic	-2.33	-1.62	2.00	-3.95	2.05
16	(b) Diluted	-2.33	-1.62	2.00	-3.95	2.05
<b>Notes:-</b>						
a)	The Cashflow prepared by the company using Indirect method as stated in AS 3 - Statement of Cash Flows					
b)	Pursuant to The Taxation Laws (Amendment) Ordinance 2019, promulgated on September 20, 2019, the Company intends to exercise the option u/s 115 BAA of the Income Tax Act, 1961 to compute income tax at the revised rate (i.e. @ 25.17% inclusive of surcharge & cess) from the current financial year. Accordingly, the Company has recognized Provision for Income tax for the half year and year ended March 31, 2020 and re-measured its Deferred tax assets/ liabilities basis the said revised rate.					
c)	In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were temporarily disrupted. The Company has resumed operations in a phased manner as per government directives. The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of current assets after considering internal and external sources of information including the possible future uncertainties in the global economic conditions as at the date of approval of these financial results. Given the uncertainties associated with pandemic's nature and duration, the actuals may differ from					
d)	To support the company operation during covid pedamic, management has decided to reverse the remuneration paid to them and rent paid to related party during previous three financial years and current financial year. The Prior year reversal is included in extraordinary item above.					
e)	The Company has paid the tax dues of FY 2018-19 amounting to Rs. 46,51,823/- on 31/07/2020. The delay was on account of financial losses incurred by the company during the year.					
f)	Company had delayed the payment of TDS due to severe financial crisis during December 2019 to March 2020					
g)	Undisputed Tax liability payable as at 31-03-2020 include followings:- 1) AY 2013-14 Rs. 226930/- U/s 154 dated 23/07/2019 2) AY 2016-17 Rs. 170460/- U/s 143(1)a Dated 11/01/2017 3) AY 2018-19 Rs. 501,917/- U/s 143(1) Net off already paid					
h)	The impact of above undisputed liability was not provided in the financial statement prepared by the Company. The Company also faces going slow movement by the worker during December 2019 to till March 2020 and therefore unable to achieve the targets. Management has retrenched all the employees participating in the go slow movement. The production resumed post March 2020.					
i)	The figures of current half year ended 31st march 2020 and half year ended 31st March 2019 are balancing figures between the audited figures in respect of the full financial year ended March 31, 2020 and March 31, 2019, respectively and published year to date figures up to six months ended September 30, 2019 and September 30, 2018, respectively which were subjected to limited review					
j)	The Company was listed on BSE (SME) Platform and therefore Half yearly presentation of financial results was applicable to it.					
k)	There are no investor complains received/pending as on 31st March, 2020					
l)	The aforesaid results were reviewed by the audit committee of the board and subsequently approved by the board of directors of the Company at their meeting held on 31st July, 2020					
		By Order of the Board Relicab Cable Manufacturing Limited  Subu H Shah Managing Director DIN 02420617				
		Date: 31st July 2020 Place: Mumbai				

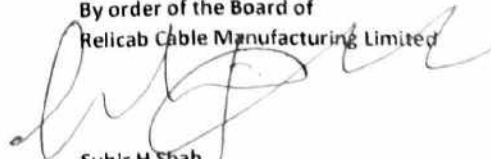
**RELICAB CABLE MANUFACTURING LIMITED**

**CIN: L27201DD2009PTC004670**

**Balance Sheet as on 31st March, 2020**

Particulars	Year ended 31-03-2020	Year ended 31-03-2019
	(Rs. in Lakhs)	(Rs. in lakhs)
<b>Equity and Liabilities</b>		
<b>Shareholders' funds</b>		
Share capital	540.15	540.15
Reserves and surplus	325.69	538.89
	<b>865.84</b>	<b>1,079.04</b>
Share application money pending allotment		
<b>Non-current Liabilities</b>		
Long Term Borrowings	-	12.49
Long Term Provisions	91.24	88.54
	<b>91.24</b>	<b>101.03</b>
<b>Current Liabilities</b>		
Short term borrowings	894.51	912.56
Trade payables		
Belongs to MSME	26.29	27.42
Others	586.85	392.05
Other current liabilities	43.49	110.96
Short term provisions	-	3.75
	<b>1,551.15</b>	<b>1,446.74</b>
<b>Total Equity &amp; Liabilities</b>	<b>2,508.24</b>	<b>2,626.81</b>
<b>Assets</b>		
<b>Non-current assets</b>		
Fixed assets		
- Tangible assets	73.88	90.70
- Intangible assets		
- Capital work-in-progress		
Non Current investments	0.03	0.03
Deferred Tax Assets (Net)	2.38	1.21
Long term loans and advances	51.10	42.37
Other non current assets	67.54	67.48
	<b>194.92</b>	<b>201.79</b>
<b>Current Assets</b>		
Current investments		
Inventories	1,469.97	1,398.09
Trade receivables	81.35	536.21
Cash & Bank Balances	334.56	262.58
Short term loans and advances	427.44	228.14
	<b>2,313.32</b>	<b>2,425.02</b>
<b>Total Assets</b>	<b>2,508.24</b>	<b>2,626.81</b>

By order of the Board of  
Relicab Cable Manufacturing Limited



Suhir H Shah  
Managing Director  
DIN 02420617

Date: 31st July 2020  
Place: Mumbai

**RELICAB CABLE MANUFACTURING LIMITED**

CIN: L27201DD2009PTC004670

Corporate Office - 571, (4-B), Benslore Industrial Estate Dunetha, Daman - 390210 (U. T), Daman, India

**(For the Half Year and Twelve Months ended 31st March, 2020)****Segment-wise Revenue, Results, Assets and Liabilities**

(Rs. in Lakhs)

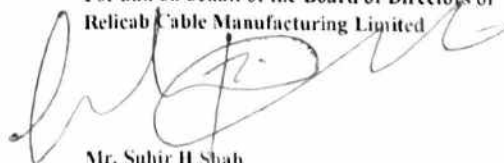
Sr. No.	Particulars	6 Month ended *	Preceeding 6 month Ended	Preceeding 6 Months ended *	Year Ended	
		31-03-2020 (UnAudited)	30-09-2019 (UnAudited)	31-03-2019 (UnAudited)	31-03-2020 (Audited)	31-03-2019 (Audited)
1	Segment Revenue					
	Cable Division	386.90	82.12	674.06	469.02	1,562.70
	Compound Division	175.70	582.93	606.74	758.63	691.74
	Other Income	7.76	18.26	15.24	26.02	29.34
	<b>Total</b>	<b>570.35</b>	<b>683.31</b>	<b>1,296.04</b>	<b>1,253.66</b>	<b>2,283.78</b>
2	Segment Results					
	Cable Division	(77.79)	(10.11)	90.23	(187.90)	110.79
	Compound Division	(128.39)	(13.79)	124.60	(142.18)	152.99
	<b>Total</b>	<b>(206.19)</b>	<b>(23.90)</b>	<b>214.83</b>	<b>(230.09)</b>	<b>263.78</b>
	Less: Finance Cost	86.14	81.88	77.63	168.02	137.60
	Other unallocated Income	7.76	18.26	15.24	26.02	29.34
	Exceptional Items					
	<b>Profit Before Tax</b>	<b>(284.57)</b>	<b>(87.52)</b>	<b>152.44</b>	<b>(372.09)</b>	<b>155.52</b>
3	Segmental Assets					
	Cable Division	51.17	503.10	508.66	51.17	508.66
	Compound Division	(51.16)	116.93	118.23	(51.16)	118.23
	<b>Total</b>	<b>0.00</b>	<b>620.03</b>	<b>626.89</b>	<b>0.00</b>	<b>626.89</b>
	Unallocated Assets	0.02	1,964.97	1,999.90	0.02	1,999.90
	<b>Total Assets</b>	<b>0.03</b>	<b>2,585.00</b>	<b>2,626.79</b>	<b>0.03</b>	<b>2,626.79</b>
4	Segmental Liability					
	Cable Division	(142.53)	334.23	156.16	(142.53)	156.16
	Compound Division	142.54	91.57	263.31	142.54	263.31
	<b>Total</b>	<b>0.01</b>	<b>425.80</b>	<b>419.47</b>	<b>0.01</b>	<b>419.47</b>
	Unallocated Liabilities	0.01	1,167.67	1,128.30	0.01	1,128.30
	<b>Total Liability</b>	<b>0.02</b>	<b>1,593.47</b>	<b>1,547.77</b>	<b>0.02</b>	<b>1,547.77</b>

1. on two business groups: Cable and other is Plastic Components business. The Company's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them. The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Corporate Management Committee, which is the Chief Operating Decision Maker.

2. The business groups comprise the following:  
 Cable - Manufacturing of Customised cables  
 Component - Manufacturing of Customised Plastic Compound used as Raw Material by many Industries

3. Figures for the corresponding previous periods are re-arranged, wherever necessary, to conform to the figures of the current period.

For and on behalf of the Board of Directors of  
 Relicab Cable Manufacturing Limited



Mr. Suhir H Shah  
 Managing Director  
 DIN 02420617

Date: 31st July 2020  
 Place: Mumbai

**RELICAB CABLE MANUFACTURING LIMITED**  
**CIN: L27201DD2009PTC004670**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	Year ended 31-03-2020	Year ended 31-03-2019
	(Rs. In Lakhs)	(Rs. In Lakhs)
<b>A Cash flow from Operating activities</b>		
Net profit before tax and extra ordinary items	(214.36)	156.46
Adjustments for		
- Depreciation	18.22	22.63
- (Profit) / Loss on sale of Mutual Fund		
- Interest paid on Income Tax		
- Dividend Received	(0.00)	(0.00)
- Interest Received	(18.09)	(17.73)
- Interest Paid	168.02	137.60
	168.15	142.50
<b>Operating Profit before working capital changes</b>	(46.21)	298.97
Adjustments for		
- (Increase)/Decrease in Trade and other receivables	454.85	(140.86)
- (Increase)/Decrease in Inventories	(71.88)	(312.82)
- (Increase)/Decrease in other Current Assets	(0.05)	(0.05)
- (Increase)/Decrease in Short Term Advance	(199.30)	(141.18)
- Increase/(Decrease) in Trade payable	122.46	(35.47)
- Increase/(Decrease) in Long Term Provision	2.71	-
	308.79	(630.39)
<b>Cash generated from operations</b>	262.58	(331.42)
Direct taxes paid	-	(7.28)
<b>Net cash from operating activities</b>	262.58	(338.70)
<b>B Cash flow from investing activities</b>		
- Interest Received	18.09	17.73
- Dividend Income	0.00	0.00
- Maturity of Fixed Deposit / RD (New Investment)	-	30.61
- Investments		
- Sale / (Purchase of fixed assets)	(1.40)	(5.82)
<b>Net cash used in investing activities</b>	16.70	42.53
<b>C Cash flow from financing activities</b>		
- Loans borrowed (Net of repayment)	(30.54)	333.97
- Loans long term given (Net of repayment)	(8.74)	115.98
- Issue of Shares	-	-
- Public Issue Expenses	-	-
- Interest paid	(168.02)	(137.60)
<b>Net cash used in financing activities</b>	(207.30)	312.34
<b>Net increase / (Decrease) in cash and cash equivalents</b>	71.98	16.17
<b>Cash and cash equivalents at the beginning of the year</b>	262.58	246.41
<b>Cash and cash equivalents at the closing of the period</b>	334.56	262.58

<u>Cash and Bank Balances</u>		
<b>A Cash and cash equivalents</b>		
Cash on hand	41.01	20.55
Cheques, drafts on hand		
Balance with banks		
In Current accounts	1.77	1.19
	42.78	21.74
<b>B Other Bank Balance</b>		
Margin Money Deposit (Maturity above 3 months)	240.84	240.84
	283.62	262.58

Note: The Cashflow prepared by the company using Indirect method as stated in AS 3 - Statement of Cash Flows.

By order of the Board of  
Relicab Cable Manufacturing Limited  
  
Suhir H. Shah  
Managing Director  
DIN 02420617

Date: 31st July 2020  
Place: Mumbai

**ANNEXURE I**

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020  
[ Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]**

Sl. No.	Particulars	Rs. in Lacs	
		Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total income	1253.66	1253.66
2.	Total Expenditure	1625.75	1625.75
3	Extraordinary Item (Management support to company)	157.73	157.73
4	Impact of Qualification (assessment dues)	NIL	8.99
3.	Net Profit/(Loss)	(214.36)	(223.35)
4.	Earnings Per Share	(3.95)	(4.13)
5.	Total Assets	2508.24	2508.24
6.	Total Liabilities	1642.39	1633.49
7.	Net Worth	865.84	856.85
8.	Any other financial item(s) (as felt appropriate by the management)		

**II. Audit Qualification (each audit qualification separately):**

**a. Details of Audit Qualification:**

- Company paid undisputed tax dues of AY 2019-20 (FY 2018-19) Amounting to Rs. 46,51,823/- on 31/07/2020 before signing of half yearly results. Refer note no. 'e' of the financial results.
- Company has not deposited the TDS liabilities of Rs 314,718.and further not filled TDS returns for the year. Refer note no. 'f' of the financial results
- Attention is also invited to the note no. 'g' of the financials results wherein the undisputed assessment due are unpaid as at March 2020 amounting to Rs. 899,307/- the same were also not provided in the books of accounts.
- Attention is also invited to the note no. 'h' of the financial results wherein the go slow movement by the factory workers during 24<sup>th</sup> December 2019 to 15<sup>th</sup> March 2020 resulting in slowdown the production and retrenchment of employees.

**b. Type of Audit Qualification : Qualified Opinion**

**c. Frequency of qualification: First Time**



**d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**

The management has paid the income tax dues of AY 2019-20 before the extended date provide by the Income Tax department. The date for filing of return for AY 2019-20 is extended upto 30<sup>th</sup> September 2020, the delay was on account of working capital shortage due to retrenchment paid to employees during the year.

As far As TDS of Rs. 314,718/- is concern As per Income Tax Act 1961, the same can be paid before the due date of filing of Return to claim the expenses, Management is in firm opinion to clear the outstanding dues as earliest as possible. The delay was on account of working capital shortage due to retrenchment paid to employees during the year.

The outstanding Income tax liability of Rs. 899,307/- was on account of assessment dues were brought to the knowledge of Management today by the Auditor, the same will be further analyzed with CFO and Tax consultant and if appealable than Company will file the appeal or else clear the dues.

The going slow movement was carried out by workers during December 2019 to till March 2020 due to their want in increase by 20 -25 percentage per month on each worker salary which was not viable as already the economic situation was slow. The same had some impacts on company's targets but did not have major financial impact. Further full payments to workers were made before retrenchment.

**e. For Audit Qualification(s) where the impact is not quantified by the auditor:**

(i) Management's estimation on the impact of audit qualification: - Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same: Not applicable

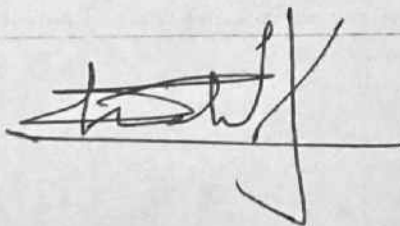
(iii) Auditors' Comments on (i) or (ii) above: Not Applicable

**III. Signatories:**

Suhir Shah  
MD  
DIN: 02420617



Parag Shah  
CFO&WTD  
DIN 02485384









# JAIN JAGAWAT KAMDAR & CO

## CHARTERED ACCOUNTANTS

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### INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL FINANCIAL RESULTS AND REVIEW OF HALF YEARLY FINANCIAL RESULTS

To the Members of,

**RELICAB CABLE MANUFACTURING LIMITED**

#### **Opinion and Conclusions**

We have (a) audited the financial results for year ended March 31, 2020 and (b) reviewed the Financial Results for the half year ended March 31, 2020 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Financial Results for the Half year and Year Ended March 31, 2020" of **RELICAB CABLE MANUFACTURING LIMITED** ("the Company"), ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

#### **(a) Qualified Opinion on Annual Financial Results**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report the Financial Results for the year ended March 31, 2020:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Accounting Standards and other accounting principles generally accepted in India of the net losses and other financial information of the Company for the year then ended.

#### **(b) Conclusion on Unaudited Financial Results for the half year ended March 31, 2020**

With respect to the Financial Results for the half year ended March 31, 2020, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Financial Results for the half year ended March 31, 2020, prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# JAIN JAGAWAT KAMDAR & CO

## CHARTERED ACCOUNTANTS

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### **Basis for Qualified Opinion on the Audited Financial Results for the year ended March 31, 2020**

- Company paid undisputed tax dues of AY 2019-20 (FY 2018-19) Amounting to Rs. 46,51,823/- on 31/07/2020 before signing of half yearly results. Refer note no. 'e' of the financial results.
- Company has not deposited the TDS liabilities of Rs 314,718. and further not filled TDS returns for the year. Refer note no. 'f' of the financial results
- Attention is also invited to the note no. 'g' of the financials results wherein the undisputed assessment due are unpaid as at March 2020 amounting to Rs. 899,307/- the same were also not provided in the books of accounts.
- Attention is also invited to the note no. 'h' of the financial results wherein the go slow movement by the factory workers during 24<sup>th</sup> December 2019 to 15<sup>th</sup> March 2020 resulting in slowdown the production and retrenchment of employees.

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under Section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in paragraph (a) of Auditor’s Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“the ICAI”) together with the ethical requirements that are relevant to our audit of the Financial Results for the year ended March 31, 2020 under the provisions of the Act and the Rules 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.

### **Management’s Responsibilities for the Statement**

This Statement which includes the Financial Results is the responsibility of the Company’s Board of Directors and has been approved by them for the issuance. The Financial Results for the year ended March 31, 2020 has been compiled from the related audited financial statements. This responsibility includes the preparation and presentation of the Financial Results for the half year and year ended March 31, 2020 that give a true and fair view of the net profit and other financial information in accordance with the recognition and measurement principles laid down in the Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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



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## CHARTERED ACCOUNTANTS

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preparation and presentation of the Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Financial Results, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

### **Auditor's Responsibilities**

- **Audit of the Financial Results for the year ended March 31, 2020**

Our objectives are to obtain reasonable assurance about whether the Financial Results for the year ended March 31, 2020 as a whole is 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 this Financial Results.

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 Annual Financial Results, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' 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 ability of the Company 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 Statement 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





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continue as a going concern.

- Evaluate the overall presentation, structure and content of the Annual Financial Results, including the disclosures, and whether the Annual Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Financial Results of the Company to express an opinion on the Annual Financial Results.

Materiality is the magnitude of misstatements in the Annual Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Financial Results 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 Annual Financial Results.

However, due to global COVID-19 pandemic, lockdown placed by Central and State Government which has impacted our audit procedure which are generally expected to perform in normal situation. Due to lockdown we are unable to access the accounting software physically and also not able to access online too due to confidentiality, absence of required software and client network and due to other technical glitch. Due to such issues we are majorly rely on the analytical audit procedure instead of substantive procedure which is generally expected while performing audit procedure on client place. We have also applied other appropriated audit procedure to minimize the risk of material misstatement in financials statement of the company.

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.

### **(b) Review of the Financial Results for the half year ended March 31, 2020**

We conducted our review of the Financial Results for the half year ended March 31, 2020 in accordance with the Standard on Review Engagements (“SRE”) 2410 ‘Review of Interim Financial Information Performed by the Independent Auditor of the Entity’, issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company’s personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



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### Other Matters

- On account of the COVID 19 related lockdown restrictions, Management was not able to perform the year end physical verification of inventories. Consequently, we have performed alternative audit procedure to audit existence of inventory as per the guidance provided in SA 501 “Audit Evidence – Specific consideration to Selected Items” which includes roll back procedure and their supporting documents relating to purchase, production and sales and we have placed reliance on Stock Audit Report duly audited by the external auditor which was produced by the management before us and other sufficient audit evidence to issue our unmodified opinion on these financial results.
- As stated in Note (d) of the Statement, the figures for the corresponding half year ended March 31, 2019 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended December 31, 2018. We have not issued a separate limited review report on the results and figures for the half year ended March 31, 2019. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the Half year ended March 31, 2020 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the first half year of the current financial year which were subject to limited review by us. Our report on the Statement is not modified in respect of this matter.
- Our report is not modified in respect of this matter.

**For JAIN JAGAWAT KAMDAR & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 122530W**

Chandra  
Shekhar  
Jagawat

 Digitally signed by Chandra Shekhar Jagawat  
DN: cn=Chandra Shekhar Jagawat, c=IN,  
st=Maharashtra, o=Personal,  
serialNumber=8d9f3b393ac450ca8a0d1dd277b  
0d1bb445063b8251e9b7e2e97d78e76bf3  
Date: 2020.07.31 17:06:14 +05'30'

**CA Chandrashekhar Jagawat**

**Partner**

**M.No:- 116078**

**UDIN:20116078AAAADA6571**

**Date: 31/07/2020**

**Place: Mumbai**



## “INSIDER TRADING POLICY”

The Policy and Obligations: -

Relicab Cable Manufacturing Limited (hereinafter referred to as the Company) is committed to transparency and fairness and strives to preserve the confidentiality of unpublished price sensitive information and prevent misuse of the same. The Company believes that every person has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Promoter, person who is part of the Promoter group, Director, Designated Employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this revised Insider Trading Policy (hereinafter referred to as “Policy”) has been framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, which has also been approved and adopted by the Board of Directors on July 31, 2020.

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### CHAPTER I

#### 1. DEFINITIONS:

‘**Act**’ means the Securities and Exchange Board of India Act, 1992 including any statutory modifications or re-enactment thereof.

‘**Board**’ means the Board of Directors of the Company.

‘**Company**’ means Relicab Cable Manufacturing Limited.

‘**Compliance Officer**’ means any senior officer as appointed by the Board and reporting to the Board as “Compliance Officer”, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Policy specified in these Regulations under the overall supervision of the Board of the Company.

**Explanation** – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

‘**Connected Persons**’ means

1. any person who is or has been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an

employee of the Company or holds any position including professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

2. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless contrary is established,
- a) an Immediate Relative of connected person specified in clause 1;
  - b) a holding company or associate company or subsidiary company(ies);
  - c) an intermediary as specified in section 12 of the Act or an employee or Director thereof;
  - d) an investment company, trustee company, asset management company or an employee or Director thereof;
  - e) an official of a stock exchange or of clearing house or corporation; or
  - f) a member of Board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
  - g) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
  - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i) a banker of the Company; or
  - j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a Director of a Company or his Immediate Relative or banker of the Company, has more than 10% of the holding or interest;

Connected Person shall mean any person who is a connected person six months prior to an act of Insider trading.

**‘Dealing in Securities’** means subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities either as principal or agent;

**‘Designated Employees’** shall mean:

- (i) Members of Promoter and Promoter group;
- (ii) All Directors;
- (iii) Key Managerial Personnel;
- (iv) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information; ;
- (v) Senior Employees of the Company’s wholly owned subsidiaries worldwide of the rank Vice President and above;
- (vi) All Functional Heads;
- (vii) All employees in Finance, Accounts, Legal, Secretarial and IT Department and;

- (viii) Such other employees who are likely to have access to price sensitive information who have access to unpublished price sensitive information'
- (ix) any connected person designated by the Compliance Officer on the basis of his/its functional role in the organization and also include directors, partners or employees of such connected person designated by the Compliance Officer.

**'Designated Person(s)'** means all Designated Employees and other Connected Persons.

**'Director'** means a member of the Board of Directors of the Company.

**'Generally Available Information'** means information that is accessible to the public on a non-discriminatory basis.

**'Immediate Relative'** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such in taking decisions relating to trading in securities;

**'Insider'** means any person who,

- (i) is a connected person;
- (ii) is in possession of or having access to such unpublished price sensitive information.

It is clarified that any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of this Policy.

**'Key Managerial Person'** means person as defined in Section 2(51) of the Companies Act, 2013;

**"Legitimate purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

**'Promoter'** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**'Securities'** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any other modification thereof except units of a mutual fund;

**'Takeover Regulations'** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**'Trading'** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and 'trade' shall be construed accordingly;

**‘Trading Day’** means a day on which the recognized stock exchanges are open for trading;

**‘Unpublished Price Sensitive Information’ (‘UPSI’)** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-

1. financial results of the Company;
2. dividends ;
3. change in capital structure;
4. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
5. change in Key Managerial Personnel; and
6. Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

**‘Regulations’** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

Words and expressions used and not defined in these Regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

Words denoting the feminine gender shall include the masculine gender and neuter gender;

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## CHAPTER II

### 2. ROLE OF COMPLIANCE OFFICER:

- 2.1 The Compliance Officer shall maintain a record of Designated Employees and any changes made thereto.
- 2.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of ‘UPSI’, ‘pre-clearing of Designated Employees’ and their Immediate Relative’s trades, monitoring of trades and the implementation of this Policy under the overall supervision of the Board of the Company.
- 2.3 The Compliance Officer shall be responsible for overseeing and coordinating disclosure of UPSI to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/CEO.
- 2.4 The Compliance Officer shall report on the compliance and implementation of the Regulations and the Policy to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or the Chairman of the Board as and when directed by the Board or Audit Committee, but not less than once a year.

- 2.5 The Compliance Officer shall assist all employees in addressing any clarifications regarding the SEBI Insider Trading Regulations and these Rules.
- 2.6 The Compliance Officer shall close the trading window for such periods as it may deem fit in compliance with the provisions of this Policy and inform the Designated Persons of the same.
- 2.7 The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance trades.
- 2.8 The Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. She shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

### **RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

#### **3. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION":**

- 3.1 Designated Persons shall maintain the confidentiality of all UPSI. They shall not pass on such information to any person directly or indirectly

#### **3.2 Need to Know**

UPSI is to be handled on a "need to know" basis, i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information. All non-public information directly received by an employee should immediately be reported to the head of the Department / Compliance Officer.

#### **3.3 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

#### **4. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING:**

- 4.1. No Insider shall communicate, provide or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed by the Company, to any person including other Insiders except where such communication is in furtherance of any legitimate purposes, performance of duties or discharge of legal obligations.
- 4.2. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities listed or proposed to be listed by the Company, except in furtherance of any legitimate purposes, performance of duties or discharge of legal obligations.
- 4.3. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- (a) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- (b) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

4.4. However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

#### **5. MAINTENANCE OF STRUCTURED DIGITAL DATABASE:**

- 5.1. The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
- 5.2. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 5.3. The Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

#### **6. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS:**

- 6.1. The Compliance Officer shall in consultation with Managing Director of the Company decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).
- 6.2. A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers,



suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

- (i) in the ordinary course of business;
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s);
- (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company;
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

6.3. Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Policy and due notice shall be given to such persons for the following purposes:

- (i) To make to such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

## **7. TRADING RESTRICTIONS**

Designated Persons shall be subject to trading restrictions as enumerated below:-

### **7.1 Trading Window**

The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or any class of Designated Persons can reasonably be expected to have possession of UPSI. The Designated Persons shall not deal in the securities of the Company when the trading window is closed.

7.2 The trading window shall be, inter alia, closed at the time of:-

1. financial results of the Company;
2. dividends;
3. change in capital structure like issue of securities by way of public/right/bonus/buy-back of securities;
4. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
5. change in Key Managerial Personnel;
6. For such other period and for any such other event as and when the Compliance officer determines that designated persons or class of designated persons can

reasonably be expected to have unpublished price sensitive information and as may be deemed fit by the Compliance Officer..

### 7.3 Period of closure of trading window

The trading window shall be closed –

- for the meeting of the Board of Directors in which Quarterly/ Half Yearly/ Annual Financial Results - from the first day of end of every quarter, upto 48 hours after declaration of the results.
- for any other matter, from the date of circulation of Notice for the Board Meeting considering the said matter upto 48 hours after the information becomes or is made generally available.
- when the Compliance Officer determines that a Designated Person or class of Designated Persons can be reasonably be expected to have possession of Unpublished Price Sensitive Information.

In this case, the Compliance Officer shall determine the period of closure of trading window, in consultation with Chairman /Vice-Chairman Director of the Company.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman /Managing Director.

7.4 Designated Persons and any other person having contractual or fiduciary relation with the Company, such as Auditors, accountancy firms, law firms, analysts, consultants, etc. assisting and advising the Company shall conduct their dealings in the securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when trading window is closed.

7.5 The trading window restrictions mentioned in 7.4 above shall not apply in respect of:

- (a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the **Regulations** and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
- (b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time .”

## 8. PRE-CLEARANCE OF TRADES AND PRE-DEALING PROCEDURE

- 8.1 All Designated Persons, who intend to deal in the securities of the Company and if the value of the securities to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees, shall pre-clear the transaction as per the pre-dealing procedure as described hereunder.
- 8.2 An application for pre-clearance of trade alongwith an undertaking may be made in prescribed form to the Compliance Officer.
- 8.3 The Compliance Officer shall on receiving an application provide the Designated Persons with an acknowledgement on the duplicate of the application.

The Compliance Officer shall endeavor to grant approval within 3 working days from the date of acknowledgement.

The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any UPSI. There shall be no obligation to give reasons for any withholding of consent.

If so requested by the Compliance Officer, the Designated Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

#### **8.4 Other restrictions**

- 8.4.1 All Designated Persons shall execute their order in respect of securities of the Company within Seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the Designated Persons must pre clear the transaction again.
- 8.4.2 All Designated Persons who buy or sell any number of Securities shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months, following the prior transaction. All Designated Persons shall also not take Securities and positions in derivative transactions in the Securities at any time. In case of a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- 8.4.3 In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in prescribed form. However, no such sale is permitted when the Trading window is closed.

### **9. TRADING PLAN**

- 9.1 An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 9.2 Trading Plan shall:
- i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - ii) not entail trading for the period between the twentieth day prior to the last day of financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - iii) entail trading for a period of not less than twelve months;
  - iv) not entail overlap of any period for which another trading plan is already in existence;
  - v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi) not entail trading in securities for market abuse.
- 9.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per the provisions of the Regulations.
- 9.4 The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in securities outside the scope of trading plan.
- 9.5 However, the implementation of the trading plan shall not be commenced if any UPSI is in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such cases the Compliance Officer shall confirm that the commencement of the Plan ought to be deferred until such UPSI becomes generally available information. Moreover, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per approved Trading Plan, coincides with the date of closure of trading window announced by the Compliance Officer.
- 9.6 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

## **DISCLOSURES OF TRADING BY INSIDERS**

### **10. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

#### **10.1 Initial Disclosures**

Every Promoter, member of the Promoter Group, Key Managerial personnel and Director and of the Company shall disclose his/her holding of securities of the Company in form prescribed by SEBI, within thirty days of these Regulations taking effect.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of promoter group shall disclose his/her holding of securities of the Company, in the form prescribed by SEBI, as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter.

## **10.2 CONTINUAL DISCLOSURES**

Every Promoter, member of the promoter group, Designated Persons and Director of the Company shall disclose to the Company, in the form prescribed by SEBI, the number of such Securities of the Company acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees Ten Lakhs or such other value as may be specified..

## **10.3 DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGES**

The Company shall inform the Stock Exchanges on which the Company is listed, within 2 trading days of the receipt of the information under Clause 10.2.

## **10.4 OTHER DISCLOSURES**

The Company may, at its discretion require any other connected person or class of Connected Persons to make disclosure of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliances with this Policy and the Regulations.

## **10.5 RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY**

The Compliance Officer shall maintain records of all the disclosures in the appropriate form given by the Designated Persons for a minimum period of five years.

## **11. DISCLOSURE FROM DESIGNATED PERSONS:**

- 11.1. The Designated persons shall disclose to the Company on one time basis, the names of the education institutions from which designated persons have graduated and the names of their past employers.

- 11.2. Designated persons shall disclose names and PAN or other identifier authorized by law, of the following persons on an annual basis and as and when the information changes;
- a) Designated person him/herself;
  - b) Immediate relatives of designated person;
  - c) Persons with whom such designated person(s) has a material financial relationship; and
  - d) Phone/cell numbers which are used by them

Explanation: The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

## **12. INTERNAL CONTROL SYSTEM:**

- 12.1. The Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Policy and PIT Regulations to prevent insider trading including:

1. all employees who have access to unpublished price sensitive information are identified as Designated person;
2. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of these Regulations;
3. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by these regulations;
4. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons
5. all other relevant requirements specified under these regulations shall be complied with;
6. periodic process review to evaluate effectiveness of such internal controls.

- 12.2. The Audit Committee shall review compliance with the provisions of these Policy and PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **13. AMENDMENT OF THIS POLICY:**

The Board of Directors is authorised to change/amend this Policy from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

## **14. PENALTY FOR CONTRAVENTION OF POLICY:**



Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of the Policy may be penalised and appropriate action may be taken by the Company. Any Designated Person who violates this Policy shall also be subject to disciplinary action by the Company, which may include wage, salary freeze, suspension, withholding of promotions, ineligible for future participation in employee stock option plan etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.”

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform promptly on becoming aware of the violations of the Regulations to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

## CODE OF FAIR DISCLOSURE AND CONDUCT

**The Company shall follow the following Code of practices and procedures for fair disclosure of unpublished price sensitive information in order to adhere to each of the principles set out in Schedule A to SEBI (Prevention of Insider Trading) Regulations, 2015 without diluting the provisions of those Regulations.**

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not UPSI.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website to ensure official confirmation and documentation of disclosures made.
8. Handling of all UPSI on a need-to-know basis.
9. Sharing of UPSI for legitimate purpose:

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed, except in furtherance of legitimate purpose(s), which shall include the following:

(i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

(ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);

(iii) Sharing of UPSI for discharge of legal obligation(s).

(iv) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI (Prevention of Insider Trading) Regulations, 2015.

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**APPLICATION FOR PRE-CLEARANCE OF TRADE**

To,  
The Compliance Officer  
Dhoot Industrial Finance Limited  
504, Raheja Centre,  
Free Press Journal Marg ,  
Nariman Point, Mumbai 400 021

Date: \_\_\_\_\_

1	Name of the applicant	
2	Designation & Department	
3	Number of securities in the Company held as on date	
4	The Proposal is for: (a) Acquisition in the open market (b) Subscription to the securities (c) Sale of securities	
5	Proposed date of dealing in securities	
6	Estimated number of securities proposed to be acquired / subscribed / sold:	
7	Price at which the transaction is proposed	

In relation to the above Dealing, I undertake that: -

- a. I have no access to nor do I have any information that could be construed as *“Price Sensitive Information”* as defined in the Policy upto the time of signing this undertaking;
- b. In the event that I have access to or received any information that could be construed as *“Price Sensitive Information”* as defined in the Policy, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c. I have not contravened the provisions of the Policy for prevention of Insider trading as notified by the Company from time to time;
- d. I have made full and true disclosure in the matter.
- e. I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.
- f. I shall not undertake any contra trade for a minimum period of six months from the date of the pre-clearance for trade granted to me.

Signature \_\_\_\_\_

Name \_\_\_\_\_

**PRE-CLEARANCE ORDER**

To,

Name: [•]

Designation: [•]

Approval No.

This is to inform you that your request for dealing in \_\_\_\_\_ ( \_\_\_\_\_ ) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved/not approved.

Please note that the said transaction must be completed on or before \_\_\_\_\_ that is within one week from today.

In case you do not execute the approved transaction/deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

For **DHOOT INDUSTRIAL FINANCE LIMITED**

**Compliance Officer**

## **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

This Policy shall come into effect from April 1, 2019

### **1. PREFACE:**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of Relicab Cable Manufacturing Limited have laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (‘the policy’), for adoption.

### **2. OBJECTIVES**

This policy has been formulated with a view:

- (i) To strengthen the internal control system to prevent leak of Unpublished Price Sensitive Information (UPSI);
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the company;
- (iii) To initiate inquiry, report etc. in case of leak of UPSI or suspected leak of UPSI;
- (iv) To penalize any Insider who appears to have found guilty of violating this policy.

### **3. SCOPE:**

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.

### **4. DEFINITIONS**

(i) **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any person who is in possession of the same, to any other in the manner and for purposes other than those exempted by the Code of Fair Disclosure and Conduct to Regulate, Monitor and Report Trading



and /or under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

(ii) **UPSI** means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the company and shall, ordinarily include but not restricted to, information relating to the following: –

(a) financial results;

(b) dividends;

(c) change in capital structure;

(d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and

(e) changes in key managerial personnel;

(f) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

(iii) **Working day(s)** means working day(s) of the Company.

## **5. CONSTITUTION AND DUTIES OF INQUIRY COMMITTEE:**

### **(a) Constitution of Inquiry Committee**

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Inquiry Committee”. The Inquiry Committee shall consist of minimum 4 (four) Members which shall include Chairman, Vice-Chairman, Chief Financial Officer and Company Secretary and any other officer of the Company as may be mutually decided by the members of the Committee. The constitution may be changed/altere d/re-constituted by the Board as may be required from time to time.

The Inquiry Committee may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

### **(b) Duties of the Inquiry Committee**

The Inquiry Committee shall be responsible;

(a) To conduct inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;

(b) To authorize any person, if required, to collect necessary support material;

(c) To consider the facts and circumstances and decide / direct on the matter;

(d) To decide disciplinary action thereon.

## **6. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

### **(i) Preliminary Inquiry**

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult any member of the Inquiry Committee in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Inquiry Committee, may, on becoming aware suo moto or otherwise, of leak or suspected leak of UPSI, initiate preliminary inquiry in order to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI.

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

Such inquiry shall be completed within a reasonable period of time which shall be not more than 7 (seven) working days unless circumstances so not permit completion of the inquiry within the said time. In any case, the inquiry should be completed within 15 (fifteen) working days.

### **(ii) Intimation to the Board of Directors and Stock Exchanges**

If on completion of preliminary inquiry, the Inquiry Committee is of the opinion that further inquiry is warranted, the same should be informed to the Board of Directors and simultaneously to Stock Exchanges.

### **(iii) Report of the Inquiry Committee**

Inquiry shall be completed within a reasonable period of time which shall be not more than 15 (fifteen) working days unless circumstances so not permit completion of the inquiry within the said time. In any case, the inquiry should be completed within 30 (thirty) working days.

The Inquiry Committee shall submit its report to the Board which shall review the same and submit its report to SEBI.

### **(iv) Disciplinary Action:**

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

## **7. AMENDMENT**

The Board of Directors of the Company, in line with applicable laws, rules and regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or any SEBI Regulations in this regard shall automatically apply to this Policy.